



(TRANSLATION)

March 27, 2017

- Subject** : Invitation to the 2017 Annual General Meeting of Shareholders
To : Shareholders of Jasmine Telecom Systems Public Company Limited
Enclosures : 1) A copy of the Minutes of the 2016 Annual General Meeting of Shareholders
2) A CD-ROM of the 2016 Annual Report, including the Company's Financial Statements, ended December 31, 2016
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 of Jasmine International Tower (The Meeting Venue)
8) Information Memorandum on Connected Transaction Regarding Approval for Financial Assistance to Connected Person
9) Opinion of the Independent Financial Advisor on Financial Assistance to Connected Person of Jasmine Telecom Systems Public Company Limited

The Board of Directors of Jasmine Telecom Systems Public Company Limited (the "**Company**") has resolved to call for the 2017 Annual General Meeting of Shareholders (the "**AGM**") on Friday 28th April, 2017 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 2016 Annual General Meeting of Shareholders, held on April 28, 2016

Fact and Reason

The 2016 AGM was held on April 28, 2016. The Minutes were properly prepared and accordingly submitted to the Stock Exchange of Thailand (the "**SET**") and the Ministry of Commerce within the period specified by law. They have been completely disclosed to the public on the Company's website. A copy of the Minutes of the 2016 AGM 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 2016 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 2016Fact and Reason

The report on the Company's operating result for the year 2016 is shown in the 2016 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 2016.

Resolution No vote is required since this agenda is for acknowledgement only.

Agenda 3 To consider approving the Company's financial statements, ended December 31, 2016Fact and Reason

The Company's financial statements, ended December 31, 2016 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, 2016.

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 2016Fact and Reason

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

Opinion of the Board

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

- 1) Not allocating the net profit as legal reserve as the Company's current legal reserve has reached the minimum amount required by law (10% of the registered capital). At present, the Company's accumulated legal reserve is totally Baht 70,645,730.
- 2) Omitting dividend payment from the operating result for the year 2016 in order to retain the earnings for working capital.

However, with regard to dividend payment, on October 28, 2016 the Board of Directors' meeting resolved to pay interim dividend from the Company's retained earnings as at September 30, 2016 to the shareholders at the rate of Baht 0.10 per share; such dividend was already paid on November 25, 2016.

Comparison of dividend payment between the year 2016 and the year 2015

	2016 (Proposed year)	2015
1. Profit (loss) for the year (Baht)	-54,964,151	-42,024,338
1.1 Unappropriated retained earnings as at September 30, 2016	115,413,679	-
2. Number of Shares (Share)	706,457,300	706,457,300
3. Interim dividend paid/share (Baht/Share)	0.10	-
4. Total interim dividend payment (Baht)	70,645,730	-
5. Dividend Payment Ratio	61.21% of unappropriated retained earnings as at September 30, 2016	-
6. Interim dividend payment date	November 25, 2016	-

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 5 To consider an appointment of auditor and to fix audit fee for the year 2017Fact 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 2016, the 2016 AGM, convened on April 28, 2016, resolved to appoint auditors of EY Office Limited, namely Mr. Supachai Phanyawattano, Certified Public Accountant Registration No. 3930 or Mrs. Chonlaros Suntasvaraporn, Certified Public Accountant Registration No. 4523 or Ms. Supanee Triyanantakul, Certified Public Accountant Registration 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 2017, 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	1 year (2016) or
3 Ms. Supanee Triyanantakul	4498	-

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and state the opinions on the Company's financial statements in their place. These 3 auditors from EY Office Limited have a lot of audit experience as they have worked for many companies and are well recognized by several organizations; they have neither the relationship nor any interest with the Company/the

subsidiary/executives/ major shareholders or any persons related to the above-mentioned persons so they have independence in auditing and stating opinions on the Company's financial statements. They also belong to the same company as the auditors of the Company's subsidiary. Moreover, the Board of Directors has deemed it appropriate to propose the shareholders' meeting to approve fixing the audit fee for year 2017 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 2016.

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 2017.

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 6 To consider the election of directors to replace those who retire by rotation and fix the remuneration for the year 2017

6.1 To approve the election of directors to replace those who retire by rotation

Fact and reason

According to Clause 17 of the Company's Articles of Association, "At every annual general meeting of shareholders, one-third of the directors shall retire from office. The director who has been in the office for the longest term shall firstly be retired. If their number is not a multiple of three, the number nearest to one-third must retire from office. The retired director is eligible for the re-election." Presently, there are 7 director positions in the Company. For the year 2017, the following 3 directors must retire from office.

- 1 Mr. Pleumjai Sinarkorn Chairman of the Board of Directors
- 2 Mr. Raks Unahabhokha Independent Director and Chairman of Audit Committee
- 3 Mr. Dusit Srisangaoran Director

Opinion of the Board

As the Company does not have a nomination committee, the Board of Directors, except the 3 aforementioned retired directors, has considered the qualifications, education, knowledge, experience, professionalism and performance of the retired directors and were of the opinion that these 3 retired directors are qualified ;thus, they have deemed it appropriate to propose the shareholders' meeting to approve the re-election of these 3 retired directors to directorship and the previous positions for another term. In addition, the independent director who is proposed for the re-election is capable of providing the opinions independently, in accordance with the related regulations. (The curriculum vitae of the directors, retiring by rotation and being proposed for re-election are attached hereto as Enclosure 3).

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

6.2 To approve fixing the directors' remunerationFact and reason

In 2016, the shareholders' meeting approved fixing the directors' remuneration according to their positions in the Board of Directors and the subcommittees of the Company, including the gratuities at the amount of not exceeding Baht 4,000,000.

Opinion of the Board

The Company's Remuneration Committee has carefully considered the remuneration for the Board of Directors and the subcommittees of the Company by taking into account the remuneration paid by several companies of similar industry, the Company's business expansion and growth of profits, including the duties and responsibilities of the Board of Directors and the subcommittees; then, is of the opinion that it is appropriate to approve the remuneration and gratuities for the Board of Directors and the subcommittees for the year 2017 at the amount of not exceeding Baht 4,000,000 (Four Million Baht Only), which is of the same amount as that approved by the shareholders' meeting for the year 2016 as detailed below:-

Position	Remuneration per Month (Baht)	
	2017 (Proposed year)	2016
Chairman of the Board of Directors	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	✓	✓

The Board of Directors has deemed it appropriate to propose the shareholders' meeting to approve fixing the remuneration and gratuities for the Board of Directors and the subcommittees of the Company for the year 2017 as stated above. (Please see detailed scopes of duties of the Board of Directors and the subcommittees of the Company in the 2016 Annual Report, Section: Management and Section: Corporate Governance)

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

Agenda 7 To consider and ratify the financial assistance provided to Jasmine International Public Company Limited, the related party, by Jasmine Telecom Systems Public Company Limited

Fact and reason

On June 15, 2016, Jasmine Telecom Systems Public Company Limited (the "Company") provided its connected person (i.e. Jasmine International Public Company Limited ("JAS"), a shareholder directly holding 32.80 percent of the Company's shares, and indirectly holding 9.06 percent through ACeS Regional Services Co., Ltd. and 9.05 percent through T.J.P. Engineering Co., Ltd., whereby the total shareholding of JAS in the Company, both directly and indirectly, is equivalent to 50.91 percent of the total issued shares of the Company) with a loan amounting to THB 530 million (the "Loan") and JAS repaid the entire such Loan amount to the Company on September 28, 2016. The total period of the Loan was 105 days (including the date on which the Loan was granted).

The said loan provision transaction constitutes a connected transaction as it is the entering into a transaction by the Company with its major shareholder. The transaction is classified as a Type 5 Connected Transaction, i.e. a transaction regarding an offer of financial assistance in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003. The maximum transaction value is 56.40 percent of the net tangible assets of the Company, calculated based on the audited Consolidated Financial Statements of the Company as at December 31, 2016. The details regarding such financial assistance are set out in the Information Memorandum on Connected Transaction Regarding Approval for Financial Assistance to Connected Person (Enclosures 8) and Opinion of the Independent Financial Advisor on Financial Assistance to Connected Person of Jasmine Telecom Systems Public Company Limited, (Enclosure 9).

Opinion of the Board

The Board of Directors of the Company (not including the Interested Directors) is of the opinion that the financial assistance (loan) provided to JAS is a connected transaction, per the Notification of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). But, the Company did not follow the rules in the connected transaction notification, which could damage the Company. However, entering this transaction did not cause the Company any damage. In fact, the Company received full payment of the loan principal on September 28, 2016 and also received interest on the loan (at a rate that is higher than that given by the financial institution where the Company used to deposit the sum) from JAS of 3.05 million Baht.

In addition, the Company did not face any difficulty during the period of the loan because the loan was given out of the Company's working capital. To follow the requirements of the connected transaction notification, the Company's Board of Directors (excluding Directors with a conflict of interest) unanimously agree with the financial assistance provided to JAS and agree to propose this agenda to the Company's shareholders to ratify in the 2017 Annual General Meeting of Shareholders.

Resolution The resolution on this agenda shall be passed by the votes of no less than three-quarters of the total votes cast by the shareholders, attending the meeting and eligible to votes, but excluding the shareholders who have interests on this matter.

The shareholders who have interests on this agenda and; thus, having no right to vote are as follows:-

Shareholders, having interests on this agenda	Number of shares (Share)
1 Jasmine International PCL	231,714,400
2 ACeS Regional Services Co., Ltd	64,027,700
3 T.J.P. Engineering Co., Ltd	63,918,000
4 Mr.Pleumjai Sinarkorn	50,000

Agenda 8 To consider other issues (if any)

Fact and Reason

The second paragraph of Article 105 of the Public Limited Company Act, B.E.2535 (amended in B.E. 2544), 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 2017 AGM to be on Wednesday, March 8, 2017 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 Thursday, March 9, 2017.

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.

1. Mr. Raks Unahabhokha Independent Director, Chairman of Audit Committee and Member of Remuneration Committee
2. Acting Second Lieutenant 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

(Please see details of the above recommended proxy in Enclosure 6.)

Yours sincerely

Jasmine Telecom Systems Public Company Limited

- Signature -
(Mr. Pleumjai Sinarkorn)
Director

- Signature -
(Mrs. Nonglug Pongsrihadulchai)
Director

Corporate Secretary Administration Section, Administration Department

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(TRANSLATION)

**Minutes of the 2016 Annual General Meeting of Shareholders
Jasmine Telecom Systems Public Company Limited**

Date, Time and Venue of the Meeting

The 2016 Annual General Meeting of Shareholders (the “**Meeting**”/ the “**AGM**”) of Jasmine Telecom Systems Pubic Company Limited (the “**Company**”) was held on Thursday, April 28, 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.

Directors attending the Meeting

1	Mr. Raks Unahabhokha	Independent Director, Chairman of Audit Committee and Member of Remuneration Committee
2	Acting Second Lieutenant 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	Mrs. Nitt Visesphan	Director
6	Mrs. Nonglug Pongsrihadulchai	Director and Corporate Secretary

Executive attending the Meeting

1	Mr. Dusit Srisangaoran	President
2	Ms. Saengdao Dechaduangsakul	Vice President, Accounting and Finance Department

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 executives 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 attending the Meeting, 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 applicable 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 2016 AGM.

The Meeting agreed; therefore, Mr. Pleumjai Sinarkorn acted as the Chairman of the Meeting. He conducted the Meeting sequentially according to the 2016 AGM agenda items specified in the invitation letter.

The Chairman notified the Meeting that 70 shareholders from the total 3,771 shareholders were present both in person and by proxy, with 417,214,402 shares in aggregate from the total paid up shares of 706,457,300 shares of the Company, equivalent to 59.0573 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 2015 Annual General Meeting of Shareholders, held on April 29, 2015

The Chairman informed the Meeting that the Company had distributed a copy of the minutes of the 2015 AGM to every shareholder as an enclosure to the letter of invitation to the 2016 AGM. He proposed the Meeting to consider certifying the minutes of the 2015 AGM, convened on April 29, 2015.

Resolution

The Meeting resolved to certify the minutes of the 2015 AGM, held on April 29, 2015. 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 417,209,402 shares. 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	417,209,402	100
Disagree	0	0
Abstain	10,000	N/A

Agenda 2 To acknowledge the Company's operating result for the year 2015

The Chairman informed the Meeting that the report on the Company's operating result for the year 2015 as shown in the 2015 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 2015 to the Meeting.

The Vice President, Accounting and Finance Department, informed the Meeting of the Company's operating result for the year 2015 as follows:-

Financial Report Summary

Significant financial information of the Company and its subsidiary for the year 2015 is as follows:-

- Sales and service income was of Baht 70.58 million, compared to that of Baht 109.56 million in 2014.
- Total revenue was of Baht 90.75 million, compared to that of Baht 127.61 million in 2014.
- Cost of sales and services and selling and administrative expenses were of Baht 121.35 million, compared to those of Baht 180.11 million in 2014.
- Gross profit was of Baht 38.19 million, compared to that of Baht 54.95 million in 2014.
- Net loss was of Baht 43.57 million, compared to that of Baht 133.92 million in 2014.
- Total assets were of Baht 1,638.32 million, compared to those of Baht 1,750.42 million in 2014.
- Total liabilities were of Baht 572.34 million, compared to those of Baht 644.68 million in 2014.
- Shareholders' equity was Baht 1,065.99 million, compared to that of Baht 1,105.74 million in 2014.

Sales and Services Income

Sales and services income for the year 2015 of the Company and its subsidiary comprised the followings:-

- The income obtained from Telecom Systems Integration business of Baht 8.74 million, compared to that of Baht 38.35 million in 2014
- The income obtained from Telecom Service business of Baht 2.24 million, compared to that of Baht 9.19 million in 2014
- The income obtained from Computer Systems Integration business of Baht 59.60 million, compared to that of Baht 62.01 million in 2014
- The total sales and service income was of Baht 70.58 million, compared to that of Baht 109.55 million in 2014
- Gain of exchange rate of Baht 6.80 million
- Other income of Baht 13.37 million, compared to that of Baht 18.05 million in 2014
- The total income was of Baht 90.75 million, compared to that of Baht 127.61 million in 2014.

Per-share data (Baht)

Net loss per share was Baht 0.06, compared to that of Baht 0.19 in 2014.

Interested shareholders could see further details of the Company's operating result for the year 2015 in the 2015 Annual Report, sent to the shareholders together with the 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 2015, 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 2015. (This agenda requires no vote since it is for acknowledgement.)

Agenda 3 To consider approving the Company's financial statements, ended December 31, 2015

The MC informed the Meeting that the consolidated financial statements for the fiscal year ended December 31, 2015, as shown in the Financial Statements Section of the 2015 Annual Report (Enclosure 2 of the 2016 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 any opinion nor did they raise 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, 2015. 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 417,269,003 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	417,269,003	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 2015

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 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.

Detailed comparison between the 2014 and 2015 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.

None of the shareholders expressed any opinion nor did they raise any query that was related to this agenda item, the Chairman; thus, proposed the Meeting to vote for approval.

Resolution

By the unanimous 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 2015. 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 417,325,003 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	417,325,003	100
Disagree	0	0
Abstain	0	N/A

Agenda 5 To consider an appointment of auditor and to fix audit fee for the year 2016

The MC informed 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 2016; to this regard, one of them shall be responsible for auditing and providing the opinions on the Company's financial statements:-

- 1 Mr. Supachai Phanyawattano
Certified Public Accountant Registration No. 3930 or
- 2 Mrs. Chonlaros Suntiasvaraporn
Certified Public Accountant Registration No. 4523 or
- 3 Ms. Supanee Triyanantakul
Certified Public Accountant Registration No. 4498 -

Mr. Supachai Phanyawattano signed to certify the financial statements of the Company and its subsidiary for the years 2014-2015 ; he performed his duty well. Mrs. Chonlaros Suntiasvaraporn and Ms. Supanee Triyanantakul have never signed on the financial statements of the Company and its subsidiary.

These auditors from EY Office Limited have a lot of audit experience as they have worked for many companies and have been well recognized by several organizations. They have neither the relationship nor any interest with the Company/the subsidiary/executives/major shareholders or any person related to the Company and the above-mentioned persons so they have independence in auditing and stating the opinions on the Company's financial statements. Besides, they belong to the same company as the auditors of the Company's

subsidiary. EY Office Limited, as the Company's auditor, has worked well with prudence, honesty, reliability and trustworthiness.

The Board of Directors also deemed it appropriate to propose the Meeting to approve fixing the audit fee for the 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 was 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 that were related to the auditors and the audit office to which the Company's auditors belonged.

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 any opinion nor did they raise 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 2016 and fixing the annual audit fee for the year 2016 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 417,325,003 shares. 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	417,325,003	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 2016

The MC informed the Meeting that due to the resignation of Dr.Kriengsak Chalermtirakool on July 29, 2015, a position of director of the Company was vacant ; the Board of Directors was selecting a person to fill the vacancy. At present, the Company has 7 director positions.

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 re-election. 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 ones, considered the qualifications, knowledge, experiences, professionalism and the past performance 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 as they were qualified and possessed knowledge, abilities and experiences that were useful for the Company's operation.

Preliminary details of the 3 directors who were due to retire by rotation in 2016 and were proposed for the re-election were enclosed with the invitation letter to this AGM.

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 any opinion nor did they raise 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 417,427,403 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. Acting Second Lieutenant Annop Suthakavatin Independent Director and Member of Audit Committee	417,282,303	99.96524	145,100	0.03476	0	N/A
2. Mrs. Nonglug Pongsrihadulchai Director	417,287,403	99.96646	140,000	0.03354	0	N/A
3. Mrs. Nitt Visesphan Director	417,287,403	99.96646	140,000	0.03354	0	N/A

Acting Second Lieutenant Annop Suthakavatin, Mrs. Nonglug Pongsrihadulchai and Mrs. Nitt Visesphan 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, in agreement with the opinion of the Remuneration Committee, which had considered the remuneration of the Company's directors by taking into account the Company's business expansion, growth of profits and the remuneration rates of other companies of the same industrial segments; deemed it appropriate to propose the Meeting to consider approving the remuneration according to the positions and the gratuity for the Board of Directors and the Subcommittees of the Company for the year 2016 to be fixed at the amount of not

exceeding Baht 4,000,000.- (Four Million Baht Only) which was of the same amount as that approved by the shareholders' meeting for the year 2015.

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 director who was also the shareholder 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 any opinion nor did they raise 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 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). Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting in this agenda item was 417,427,403 shares. 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 who attended the Meeting
Agree	417,267,403	99.9617
Disagree	110,000	0.0263
Abstain	50,000	0.0120

Agenda 7 To consider other issues (if any)

The Chairman told the Meeting that a chance was provided for the shareholders to raise agendas other than the ones set out by the Board of Directors for the Meeting's consideration. 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 the Meeting's consideration. Hence, the Chairman declared the Meeting closed.

The Meeting was closed at 14.50 hrs.

Signed _____ - *signature* - _____ Chairman of the Meeting

(Mr. Pleumjai Sinarkorn)

Signed _____ - *signature* - _____ Minutes Taker

(Mrs. Nonglug Pongsrihadulchai)

CD Rom of Annual Report 2016
and
The Company Financial Statement as at December 31, 2016
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 2017 has passed the consideration of the Board of Directors which took into account the proposed directors' qualifications, knowledge, experience, professionalism, performances as directors in the past and the qualifications as required by the Stock Exchange of Thailand, prior to proposing to the shareholders' meeting for further approval.

II. Definition of Independent Director

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

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

The above mentioned business relationship includes normal business transaction, rental or lease of immovable property, the transaction relating to assets or services as well as the offer or the receipt of financial 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, 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 : **Mr. Pleumjai Sinarkorn**
- Proposed Director Position : Director
- Age : 84 Years
- Education : Ph.D. (Innovative Management),
Suan Sunandha Rajabhat University
- Specialization : Innovative Management
- 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 during the period of 5 years :
- Sept.2016-present - Chairman of the Board of Directors, Jasmine Telecom Systems PCL.
 - 2014-present - Chairman of Remuneration Committee, Jasmine Telecom Systems PCL.
 - 2011- present - Member of Remuneration and Nomination Committee, Jasmine International PCL.
 - 2010-present - Director, Cloud Computing Solutions Co., Ltd.
 - 2009-present - Advisor, JasTel Network Co., Ltd.
 - 2008-present - Director , Jasmine International PCL.
 - 2004-present - Director and Remuneration Committee, Jasmine Telecom Systems PCL.
- Share holding in the Company as at March 24, 2017 : JTS 50,000 shares, equal to 0.007% of the paid up capital
- Position of Director/Executive in other listed companies : 1 company - Director, Jasmine International PCL.
- Position of Director/Executive in other companies (non-listed companies) : 1 company (subsidiary)
- Position of Director/Executive in other companies which may cause conflict of interest to the Company : -None-
- Duration of being director : 13 Years
- First Appointment as director : February 19, 2004
- Meeting attendance in 2016 (No. of attendance/No. of the meetings) :
- | | |
|----------------------------------|-------|
| Board of Directors' Meeting | 11/11 |
| Remuneration Committee's Meeting | 2/2 |



2. Name-Surname : **Mr. Raks Unahabhokha**
 Proposed Director Position : Independent Director and Audit Committee
 Age : 78 Years
 Education : Ph.D. in Chemical Engineering,
 University College London, U.K.
 Bachelor of Engineering (Honours) in Industrial Engineering,
 Chulalongkorn University
 Specialization : Business Management
 Training for director course : From Thai Institute of Directors Association (IOD)
 - Directors Certification Program (DCP)
 - Audit Committee Program (ACP)
 - Effective Audit Committee
 - Chartered Director Class
 Work experience during the : 2014-present - Chairman of Audit Committee and Member of
 period of 5 years Remuneration Committee,
 Jasmine Telecom Systems PCL.
 2016-present - Advisor, Assumption College Alumni
 2015-present - Advisor, Assumption College Parents and Teachers
 Association
 2013-present - Independent Director and Audit Committee,
 Jasmine Telecom Systems PCL.
 2002-2016 - Vice Chairman, Assumption College Alumni
 Share holding in the Company : JTS -None-
 as at March 24, 2017
 Position of Director/Executive : -None-
 in other listed companies
 Position of Director/Executive in other companies : -None-
 (non-listed companies)
 Position of Director/Executive in other companies : -None-
 which may cause conflict of interest to the Company
 Duration of being director : 3 Years
 First Appointment as director : July 16, 2013
 Meeting attendance in 2016 : Board of Directors' Meeting 10/11
 (No. of attendance/No. of the meetings) : Audit Committee's Meeting 5/5
 : Remuneration Committee's Meeting 1/2

Relationship with the Company/Major company/subsidiary/associates or other corporates 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)



3. Name-Surname : **Mr. Dusit Srisangaoran**
Proposed Director Position : Director
Age : 38 Years
Education : Master of Management (E-Commerce Management),
College of Management Mahidol University
Bachelor of Engineering (Computer Engineering),
Mahidol University
Specialization : Information Technology Management
Training for director course : -None-
Work experience during the
period of 5 years : 2016-present - Director,
Jasmine Telecom Systems PCL.
2015-present - President,
Jasmine Telecom Systems PCL.
2011-present - Manager, Office of President,
Jasmine Internet Co., Ltd.
Share holding in the Company : JTS -None-
as at March 24, 2017
Position of Director/Executive : -None-
in other listed companies
Position of Director/Executive in other companies : 1 company
(non-listed companies) Jasmine Internet Co., Ltd.
Position of Director/Executive in other companies : -None-
which may cause conflict of interest to the Company
Duration of being director : 6 Months
First Appointment as director : September 28, 2016
Meeting attendance in 2016 : Board of Directors' Meeting : 3/11
(No. of attendance/No. of the meetings)

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 used only for a foreign investor shareholder appointing a Thai resident as a custodian and safekeeper of the shares
2. 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 your 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 holders.

- 1) Mr. Raks Unahabhokha, Age 78 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 75 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 67 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 April 28, 2017 from 09.00 hrs. onwards.

After the process of registration, the Company's officer will give them a set of vote cards for voting as per the following details :-

1. Shareholder in person will receive one set of vote cards.
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 set of vote cards for voting.
 - 2.2 A proxy holder, holding proxy form B in which the shareholder's voting intention has been specified, will not receive a set of vote cards since the Company's officer has already recorded his/her votes according to the proxy form when making attending registration. These votes will be combined altogether with the votes from attending shareholders. (The proxy holder who wants a set of vote cards to copy the proxy grantor's votes for verifying his/her votes can ask for a set of vote cards 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 having the right to vote in the meeting. In case there is no shareholder who disagrees or abstains his/her 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 a matter. The Chairman of the Meeting may request that shareholder to leave the meeting room during the voting of the said agenda.
3. The election of directors shall be made in accordance with Clause 16 of Articles of Association of the Company as follows:-

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.

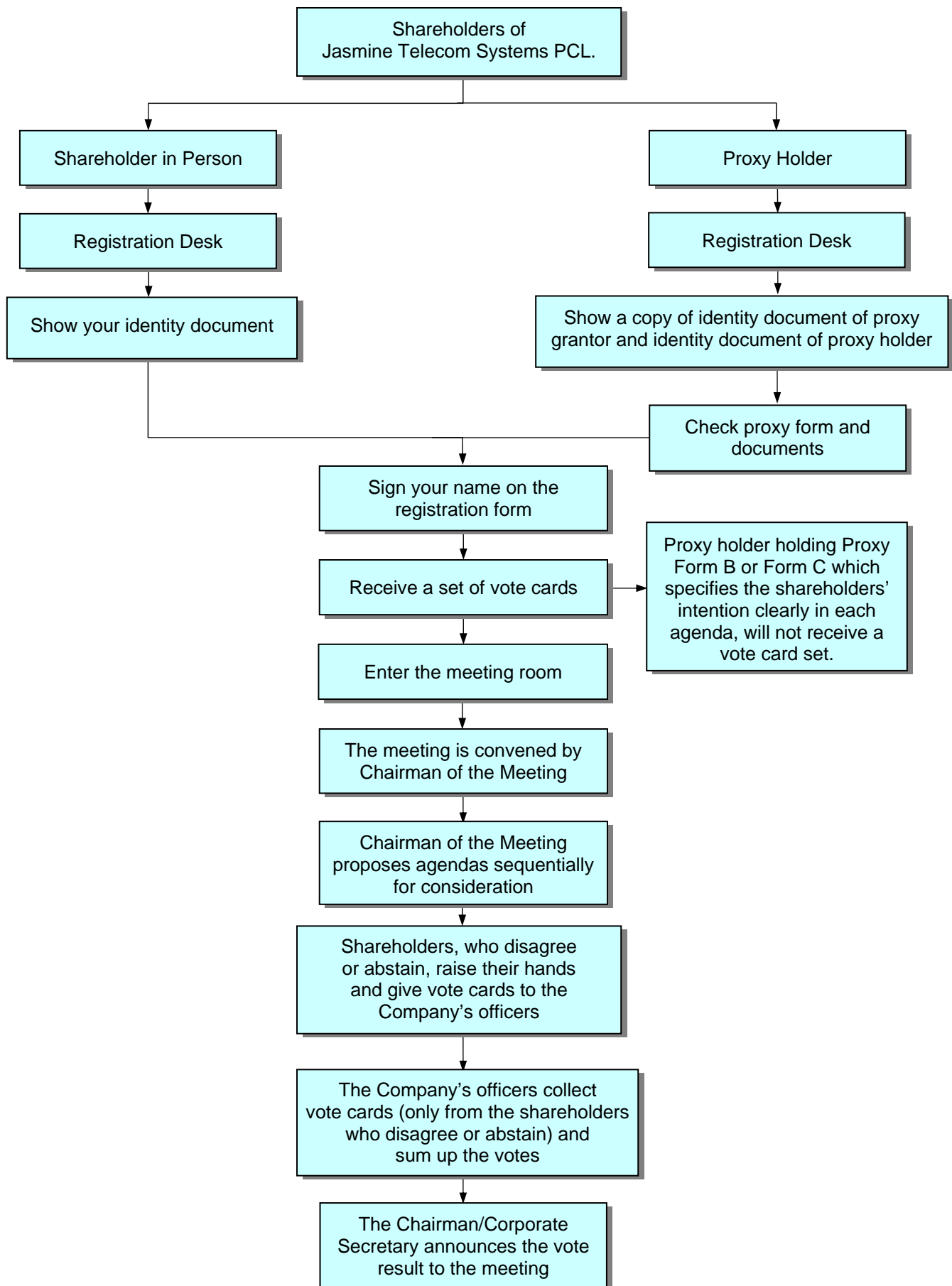
Clause 35 The vote in the shareholders meeting is one share per one vote. Any shareholder who has interest on any matter, except for the vote to elect director(s), shall omit his right to vote. The resolution of the shareholders meeting shall require the following votes.

- (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 held by the company shall have no vote.

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

**Process of Attending the 2017 Annual General Meeting of Shareholders
Jasmine Telecom Systems Public Company Limited
April 28, 2017**



**** Please return the vote cards for all agendas to the Company's officers after the meeting is 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 78 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 : Agenda no. 6, the election of the directors to replace those who retire by rotation

Work Experience

Period	Position	Company
2014-present	Chairman of the Audit Committee and Member of Remuneration Committee	Jasmine Telecom Systems PCL.
2016-present	Advisor	Assumption College Alumni
2015-present	Advisor	Assumption College Parents and Teachers Association
2013-present	Independent Director and Member of Audit Committee	Jasmine Telecom Systems PCL.
2002-2016	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 75 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 : None

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.
	Independent Director and Chairman of Audit Committee	Chao Praya Insurance PCL.
2001-present	Independent Director and Audit Committee	Royal Orchid Hotel (Thailand) PCL.
2000-present	Advisor	Krung Thai Tractor Co., Ltd.
1971-present	Auditor C.P.A. (Thailand)	Freelance



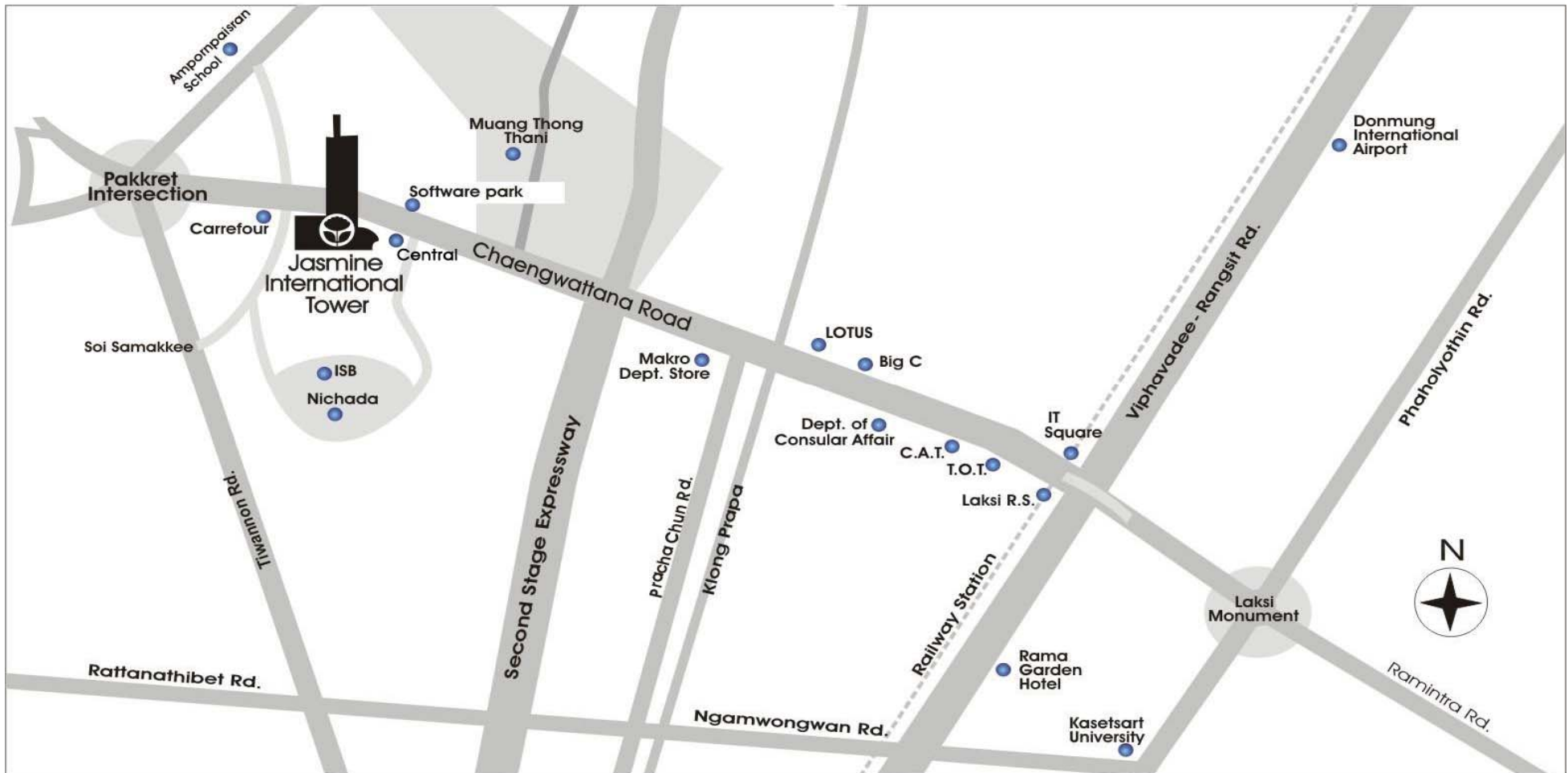
Name Major General Sunanta Sirisumpan
 Position Independent Director and Member of Audit Committee
 Age 67 Years
 Date of Birth May 6, 1950
 Address 38, Soi Pradiphat10, Pradiphat Road, Samsaennai, Phayathai, Bangkok 10400
 Education - Bachelor of Arts (Political Science), Chiang Mai University
 Conflict 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

Information Memorandum on Connected Transaction
Approval for Financial Assistance to Connected Person

On 15 June 2016, Jasmine Telecom Systems Public Company Limited (the “**Company**”) provided its connected person (i.e. Jasmine International Public Company Limited (“**JAS**”), a shareholder directly holding 32.80 percent of the Company’s shares, and indirectly holding 9.06 percent through ACeS Regional Services Co., Ltd. and 9.05 percent through T.J.P. Engineering Co., Ltd., whereby the total shareholding of JAS in the Company, both directly and indirectly, is equivalent to 50.91 percent of the total issued shares of the Company) with a loan amounting to THB 530 million (the “**Loan**”) and JAS repaid the entire such Loan amount to the Company on 28 September 2016. The total period of the Loan was 105 days (including the date on which the Loan was granted).

The said loan provision transaction constitutes a connected transaction as it is the entering into a transaction by the Company with its major shareholder. The transaction is classified as a Type 5 Connected Transaction, i.e. a transaction regarding an offer of financial assistance in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (collectively, the “**Notifications on Connected Transactions**”). The transaction represents the maximum value of 56.40 percent of the net tangible assets of the Company (as at 31 December 2016, the net tangible assets of the Company was THB 945,192,026) calculated based on the reviewed Consolidated Financial Statements of the Company as at 31 December 2016.

Due to the transaction value exceeding 3.00 percent of the net tangible assets of the Company, the Company is required to:

- (1) disclose an information memorandum on the provision of the loan as required by the Notifications on Connected Transactions;
- (2) convene a shareholders meeting to obtain approval for the loan provision transaction, whereby the resolution to approve such transaction shall be passed by the votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by the interested shareholders¹. In this regard, since such loan provision transaction was entered into prior to this shareholders meeting, and JAS has settled all such loan amount due, the consideration and approval of this shareholders meeting shall be carried out to “consider and approve the financial assistance which has been provided”; and
- (3) appoint an independent financial advisor (IFA) to provide opinions on the loan provision transaction, and to deliver such opinions to the Office of the Securities and Exchange Commission (the “**SEC Office**”), the Stock Exchange of Thailand (the “**Stock Exchange**”), and shareholders of the Company. In this regard, the Company has appointed OptAsia Capital Co., Ltd. as its Independent Financial Advisor (IFA).

Thus, the information memorandum on the loan provision transaction has the following details:

¹ In this case, the interested shareholders of the Company are JAS, ACeS Regional Services Co., Ltd., and T.J.P. Engineering Co., Ltd. (ACeS Regional Services Co., Ltd. and T.J.P. Engineering Co., Ltd. are the subsidiaries of JAS).

1. Transaction Date

15 June 2016

2. Name of Connected Person and its Relationship with the Listed Company

Lender: Jasmine Telecom Systems Public Company Limited (the “**Company**”)

Borrower: Jasmine International Public Company Limited (“**JAS**”)

Relationship: JAS is a major shareholder of the Company directly holding 32.80 percent of the Company shares, and indirectly holding 9.06 percent through ACeS Regional Services Co., Ltd. and 9.05 percent through T.J.P. Engineering Co., Ltd. The total shareholding of JAS both direct and indirectly in the Company is equivalent to 50.91 percent of the total issued shares of the Company.

3. General Characteristics of the Transaction

The Company provided JAS with a Loan amounting to THB 530 million on 15 June 2016 under the condition that JAS shall repay such Loan on demand and JAS repaid all such amount to the Company on 28 September 2016.

In order to comply with the Notifications on Connected Transaction, the Board of Directors deemed it appropriate to propose the matter in connection with the Loan to the shareholders meeting for its consideration in this 2017 Annual General Meeting of shareholders. Nevertheless, such loan provision transaction was entered into prior to this shareholders meeting, and JAS has settled all such Loan, the consideration and approval of this shareholders meeting shall be carried out to “consider and approve the financial assistance which has been provided”.

In addition, in order to prevent the Company from losing any benefit due to the loan provision transaction, the Company negotiated with JAS to pay interest at the fixed deposit interest rate of 12 months weighted average of three major financial banks (i.e. Bangkok Bank, Krung Thai Bank, and Kasikornbank) at the period on which the Loan is granted (i.e. the duration of the loan between June to September 2016) which will be calculated at 1.40 percent per annum plus 0.60 percent. The interest calculated from the date on which the Loan is granted (15 June 2016) to the date on which the Loan is fully repaid (28 September 2016) which is a total of 105 days, is a total of THB 3,049,315.07 (the “**Interest**”) which was received by the Company on 21 February 2017.

Remarks :

During the provision of the loan, the Company did not notify the entering into the loan provision transaction to the Stock Exchange of Thailand. This was due to the Company’s understanding that it was providing only a short-term advance to its associated companies (which, at that time, did not include the major shareholders of the Company), and that therefore the Company was not required to act in compliance with the Notifications on Connected Transactions. The Company did not charge interest on the short-term advance due to its understanding that the amount provided was in the form of an advance, upon which interest rates are not generally applicable. Therefore, the Company did not charge interest from JAS for the aforementioned loan provision transaction. However, the Company later became aware that the aforementioned transaction may constitute a loan provision transaction, being an offer of financial assistance under the Notifications on Connected Transactions, and therefore the Company had a duty to convene a shareholders’ meeting to obtain approval for the transaction. Furthermore, as the transaction may now be deemed as a loan provision transaction as opposed to a short-term advance, and the nature of a loan requires the lender to charge interest, the Company therefore retroactively charged interest on the loan amount, which JAS has paid in full.

4. Total Value and Methods used to Determine the Total Transaction Value

The loan provision transaction and the Interest represent the maximum transaction value of 56.40 percent of the net tangible assets of the Company (as at 31 December 2016, the net tangible assets of the Company was THB 945,192,026) calculated based on the reviewed Consolidated Financial Statements of the Company as at 31 December 2016. In this regard, there were no other connected transactions during the past six months from the date on which the Board of Directors of the Company approved the provision of financial assistance or loan provision transaction.

5. Connected Person, and Nature and Scope of Interests of the Connected Person

The financial assistance was provided to JAS, a major shareholder of the Company holding a total of 50.91 percent of the issued shares of the Company both directly and indirectly. The details of the connected person and the nature of its interest are as follows:

	Name	Nature of Interest	Number of the Company's Shares held (as at 14 November 2016)
1.	Jasmine International Public Company Limited	Major shareholder of the Company	231,714,400 shares (equivalent to 32.80% of the total issued shares of the Company)
2.	ACeS Regional Services Co., Ltd. ¹	Shareholders of the Company, and subsidiaries of JAS	64,027,700 shares (equivalent to 9.06% of the total issued shares of the Company)
3.	T.J.P. Engineering Co., Ltd. ²		63,918,000 shares (equivalent to 9.05% of the total issued shares of the Company)

- Remarks: 1. ACeS Regional Services Co., Ltd. ("ARS") is a subsidiary of JAS, whereby JAS indirect holds shares in ARS as follows: 98.04 percent of ARS shares are held by ACeS (Thailand) Co., Ltd. ("ACT"), 58.85 percent of ACT shares are held by Jasmine International Overseas Co., Ltd. ("JOIC"), and 39.82 percent of JOIC shares are held by JAS.
2. T.J.P. Engineering Co., Ltd. ("TJP") is a subsidiary of JAS, whereby 80 percent of its share are held by JAS, and another 20 percent are held by Acumen Co., Ltd. ("ACU") which is another subsidiary of JAS.

JAS, ACeS Regional Services Co., Ltd., and T.J.P. Engineering Co., Ltd. are interested shareholders of the Company who are not entitled to cast votes on the agenda item in the shareholders meeting which proposes that the meeting consider and approve the financial assistance or the loan which have been provided to JAS.

6. Sources of Funds and Sufficiency of Funds

The funds which the Company used as the Loan granted to JAS was from its revolving capital. After the Company provided the Loan to JAS, the Company was still able to maintain a sufficient amount of revolving capital.

7. Attendance and voting in the Board of Directors Meeting of the interested directors

In Board of Directors Meeting No. 1/2017 which was convened on 21 February 2017 in order to consider and approve the financial assistance (or the loan provision) which have been provided to JAS, there were three directors namely, Mr. Pleumjai Sinarkorn, Chairman of the Board of Directors, Mrs. Nonglug Pongsrihadulchai, Director, and Mrs. Nitt Visesphan, Director, who are considered as interested directors with respect to this matter (collectively, the **"Interested Directors"**). Therefore, the Interested Directors did not attend the meeting nor cast votes on such agenda item which proposes that the meeting consider and approve the financial assistance or the loan which have been provided.

8. Opinion of the Board of Directors on the entering into of the transaction

The Board of Directors of the company (not including the Interested Directors) is of the opinion that the financial assistance (loan) provided to JAS is a connected transaction, per the Notification of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). But, the company did not follow the rules in the connected transaction notification, which could damage the company. However, entering this transaction did not cause the company any damage. In fact, the company received full payment of the loan principal on 28 September, 2016 and also received interest on the loan (at a rate that is higher than that given by the financial institution where the company used to deposit the sum) from JAS of 3.05 million Baht.

In addition, the company did not face any difficulty during the period of the loan because the loan was given out of the company's working capital. To follow the requirements of the connected transaction notification, the company's Board of Directors (excluding Directors with a conflict of interest) unanimously agree with the financial assistance provided to JAS and agree to propose this agenda to the company's shareholders to ratify in the 2017 Annual General Meeting of Shareholders. The Company agrees to appoint an independent financial advisor (i.e. OptAsia Capital Co., Ltd.) to provide its opinions to the shareholders on the reasonableness and benefits of the transaction, as well as the fairness, and conditions of the transaction.

9. Opinion of the Audit Committee and/or directors of the Company which are different from those of the Board of Directors under Clause 8

All three members of the Audit Committee are of the opinion that the financial assistance (loan) provided to JAS by JTS was not in compliance with the Notification of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) on the size of the connected transaction which requires the company to publicly issue an information memorandum to the SET, and to propose the transaction to the company's shareholders in a shareholder's meeting to seek their approval. The transaction could cause damage to the company or its shareholders.

However, this transaction had ended without resulting in any damage to the company. The company received full payment of the loan principal on 28 September, 2016 and also received interest on the loan at a rate that is higher than that given by the financial institution where the company used to deposit the sum, from JAS. In addition, the company's investment plans were unaffected by the loan. Therefore, the Audit Committee agrees with the opinion of the Board and approves the connected transaction with JAS. The Audit Committee also suggests that the managing director of the company improve the authority index documents to make them current and propose to the company's Board of Directors. Moreover, the Audit Committee emphasized that the company should closely follow the notifications of the SEC and SET for the right conduct.

Opinion of the Independent Financial Advisor on Financial Assistance to Connected Person of Jasmine
Telecom Systems Public Company Limited

(This enclosure will be disclosed via the SetPortal system of the Stock Exchange of Thailand and on the
Company's website on Wednesday April 12, 2017.)