



(TRANSLATION)

November 30, 2017

- Subject** : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2017
To : Shareholders of Jasmine Telecom Systems Public Company Limited
Enclosure : 1) A copy of the Minutes of the 2017 Annual General Meeting of Shareholders
2) Regulations and Articles of Association of the Company with respect to the meeting of shareholders
3) Proxy Form B
4) Personal data of the Audit Committee being proposed as a proxy holder
5) A map of Jasmine International Tower (The Meeting Venue)
6) Information Memorandum on Connected Transaction Regarding The Offer of Financial Assistance to Connected Person in Relation to the Entering into Transaction with Jasmine International Public Company Limited
7) Opinion of the Independent Financial Advisor on Financial Assistance to Connected Person of Jasmine Telecom Systems Public Company Limited

The Board of Directors No. 6/2017 of Jasmine Telecom Systems Public Company Limited (the "**Company**") has resolved to call for the Extraordinary General Meeting of Shareholders No. 1/2017 (the "**EGM**") on Monday 25th December, 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 Item 1 To consider and endorse the Minutes of the 2017 Annual General Meeting of Shareholders, convened on April 28, 2017

Fact and Reason

The 2017 AGM was held on April 28, 2017. The Minutes of the 2017 AGM 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 2017 AGM is attached herewith (Enclosure 1).

Opinion of the Board

The Board of Directors was of the opinion that the Minutes of the 2017 AGM, convened on April 28, 2017 were correctly and completely recorded; thus, it is appropriate to propose the shareholders' meeting to endorse the Minutes of the 2017 AGM.

Resolution

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

Agenda Item 2 To consider and approve the offer of financial assistance to Jasmine International Public Company Limited, which constitutes a connected transaction of the Company

Fact and Reason

The Board of Directors Meeting No. 6/2017, convened on November 13, 2017 resolved to propose that the shareholders meeting consider and approve the granting of a short term loan, amounting THB 340,000,000 (three hundred and forty million baht only) with interest of 2.08 percent per annum, totaling THB 347,072,000 (three hundred forty seven million seventy two thousand baht only) (loan amount plus interest), with the term of loan for 6 months with an extension right for another 6 months, to a connected person of the Company, Jasmine International Public Company Limited ("**JAS**") (JAS is a shareholder of the Company directly holding 32.80 percent of shares in the Company, and indirectly holding 9.06 percent of the shares in the Company through ACeS Regional Services Co., Ltd., and 9.05 percent of the shares in the Company through T.J.P. Engineering Co., Ltd., having the total direct and indirect shareholding in the Company of 50.91 percent of the total issued shares) (the "**Granting of Loan Transaction**").

The Granting of Loan Transaction constitutes a connected transaction as it is an entering into a transaction with the major shareholder of the Company. The Granting of Loan Transaction is classified as a Class 5 Connected Transaction, i.e., an offer of financial assistance, pursuant to 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 transaction represents the highest transaction value of 36.15 percent of the net tangible assets of the Company (the net tangible assets as at September 30, 2017 was THB 960,022,000 (nine hundred sixty million, twenty-two thousand baht)) calculated based on the reviewed Financial Statement of the Company for the period ending September 30, 2017.

The details are set out in the Information Memorandum on Connected Transaction with respect to the Offer of Financial Assistance to the Connected Person in relation to the entering into transaction with Jasmine International Public Company Limited, attached hereto as the Enclosure No.6 and the Report of the Opinion of the Independent Financial Advisor regarding the Offer of Financial Assistance to the Connected Person, attached hereto as the Enclosure No.7

Opinion of the Board

After due consideration by taking into account the rationale and the best interests of the Company and its shareholders, the Board of Directors (not including the Interested Directors) was of the view that such transaction to offer the financial assistance is reasonable and would directly benefit the Company. Furthermore, the loan interest rate on this transaction is higher than the current maximum return rate that the Company receives from depositing funds with the financial institution. The Board of Directors then resolved to approve the offer of financial assistance to JAS amounting to THB 340,000,000 (three hundred forty million baht only) with interest of 2.08 percent per annum, and to propose that Extraordinary General Meeting of Shareholders consider and approve the offer of financial assistance or the Granting of Loan Transaction. In this regard, the Company agrees to appoint an independent financial advisor (i.e. OptAsia Capital

Co., Ltd.) to provide opinions to the shareholders on the reasonableness and benefits, as well as the fairness and condition with respect to the Granting of Loan Transaction.

Resolution The resolution on this agenda item shall be passed by the votes of no less than three-quarters (3/4) 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 item and; thus, having no right to vote are as follows:-

| Shareholders, having interests on this agenda item | 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 Item 3 Other matter (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 other than those set out in the invitation letter to the meeting.”

Opinion of the Board

The Board of Directors 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 EGM No. 1/2017 to be on Monday, November 27, 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 3 (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 Audit Committee 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

(Please see details of the above recommended proxy in Enclosure 4.)

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

(TRANSLATION)

**Minutes of the 2017 Annual General Meeting of Shareholders
Jasmine Telecom Systems Public Company Limited**

Date, Time and Venue of the Meeting

The 2017 Annual General Meeting of Shareholders (the “**Meeting**”/ the “**AGM**”) of Jasmine Telecom Systems Pubic Company Limited (the “**Company**”/ “**JTS**”) was held on Friday, April 28, 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.

Directors attending the Meeting

| | | |
|---|---|--|
| 1 | Mr. Pleumjai Sinarkorn | Chairman of the Board of Directors and Chairman of Remuneration Committee |
| 2 | Mr. Raks Unahabhokha | Independent Director, Chairman of Audit Committee and Member of Remuneration Committee |
| 3 | Acting Second Lieutenant Annop Suthakavatin | Independent Director, Member of Audit Committee and Member of Remuneration Committee |
| 4 | Major General Sunanta Sirisumpan | Independent Director and Member of Audit Committee |
| 5 | Mrs. Nitt Visesphan | Director |
| 6 | Mrs. Nonglug Pongsrihadulchai | Director and Corporate Secretary |
| 7 | Mr. Dusit Srisangaoran | Director and President |

Executive attending the Meeting

| | | |
|---|------------------------------|---|
| 1 | Ms. Saengdao Dechaduangsakul | Vice President, Accounting and Finance Department |
|---|------------------------------|---|

Other persons attending the Meeting

| | | |
|---|--------------------------------|--|
| 1 | Mrs. Chonlaros Suntiasvaraporn | Auditor, EY Office Limited. |
| 2 | Mr. Annop Saengvanich | Independent Financial Advisor, OptAsia Capital Co., Ltd. |
| 3 | Ms. Veeranuch Thammavaranucupt | Legal Advisor, Weerawong, Chinnavat & Partners Ltd. |

Preliminary Proceeding

Ms.Vasita Chotipruk, staff of Administrative Department of the Company 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 item, 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 item. For the proxy case, the Company shall record the shareholder’s specific intentions apparent in proxy form B or form C in the computer system, during the registration; such votes shall be counted in each agenda item 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 item as informed in the invitation letter, in line with the applicable law and the Company’s Articles of Association.

Then, Mr. Pleumjai Sinarkorn, Chairman of the Board of Directors, presided over as Chairman of the Meeting.

The Chairman notified the Meeting that 42 shareholders out of the total 2,075 shareholders attended the Meeting, both in person and by proxy, equivalent to 2.0241 percent of the total shareholders, representing 601,296,004 shares in aggregate, out of the total paid up shares with the voting right of 706,457,300 shares of the Company, equivalent to 85.1143 percent, thereby constituting a quorum in accordance with Article 103 of the Public Limited Company Act and Clause 33 of the Company's Articles of Association.

He declared the Meeting convened to consider the agenda items as specified in the shareholders' Meeting notification as follows:-

Agenda 1 To consider certifying the Minutes of the 2016 Annual General Meeting of Shareholders, held on April 28, 2016

The Chairman assigned Mr. Dusit Srisangaoran, the President, to give the details of this agenda item to the Meeting.

The President informed the Meeting that the Company had distributed a copy of the minutes of the 2016 AGM to every shareholder as an enclosure to the letter of invitation to the 2017 AGM. He proposed the Meeting to consider certifying the minutes of the 2016 AGM, convened on April 28, 2016.

Resolution of the Meeting

The Meeting resolved to certify the minutes of the 2016 AGM, held on April 28, 2016. 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 600,436,005 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 | 600,436,005 | 100 |
| Disagree | 0 | 0 |
| Abstain | 860,000 | N/A |

Agenda 2 To acknowledge the Company's operating result for the year 2016

The Chairman assigned the President to give the details of this agenda item to the Meeting.

The President informed the Meeting that the report on the Company's operating result for the year 2016 as shown in the 2016 Annual Report, sent to the shareholders in conjunction 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 2016 to the Meeting.

The Vice President, Accounting and Finance Department, informed the Meeting that the operating result for the year 2016 of the Company had been disclosed in the "Management Discussion and Analysis ("MD&A") Section of the 2016 Annual Report as summarized below:-

Revenue

In 2016, the Company and its subsidiary generated total revenue of Baht 142.06 mil., compared to that of Baht 90.76 mil. in 2015, increasing by Baht 51.30 mil. or 56.52 percent. The total revenue comprised the followings:-

- The revenue obtained from Telecom System Integration business of Baht 65.95 mil. or 46.43 percent ;
- The revenue obtained from public payphone rental contract and Universal Service Obligation (USO) project of Baht 0.67 mil. or 0.47 percent ;
- The revenue obtained from Computer System Integration business and cloud computing business of Baht 58.59 mil. or 41.24 percent ;
- Other income of Baht 15.88 mil. or 11.18 percent ;
- FX gain of Baht 0.97 mil. or 0.68 percent.

Operating Performance

In 2016, the Company and its subsidiary generated the operating profit of Baht 23.34 mil., which when compared to the operating loss of Baht 48.20 mil. in 2015, the Company's operating profit increased by Baht 71.54 mil., or 148.42 percent. This amount, when included by the FX gain of Baht 0.97 mil. and deducted by bad debt of Baht 1.72 mil., the allowance for doubtful account of TT&T Public Company Limited and a local company that sold tablets of Baht 80.03 mil., resulted in the net loss of the Company and its subsidiary , totaling Baht 57.44 mil., increasing by Baht 13.87 mil. when compared to the net loss for the year 2015.

Assets

As at December 31, 2016, the Company and its subsidiary had total assets of Baht 1,288.20 mil., compared to that of Baht 1,638.32 mil. in 2015, decreasing by Baht 350.12 mil. or 21.37 percent. Details are as follows:

- Current assets decreased by Baht 337.05 mil. because :
 - Cash and current investments decreased by Baht 281.77 mil. due to the payment to trade account payable, interim dividend payment and loan to the subsidiary;
 - Trade and other receivables increased by Baht 11.10 mil. due to an increase in the completed work delivered to receivables of Baht 39.09 mil. and the recorded doubtful accounts of Baht 27.99 mil;
 - Unbilled receivables and inventories decreased by Baht 6.04 mil;
 - Account receivable under troubled debt restructuring decreased by Baht 47.41 mil. due to the Central Bankruptcy Court's issuance of an absolute receivership order;
 - Other current assets decreased by Baht 12.93 mil. due to the Company's receipt of corporate tax and the decrease in accrued interest.
- Non-current assets decreased because:
 - Property, plant and equipment-net decreased by Baht 12.24 mil. due to depreciation;
 - Other non-current assets decreased by Baht 0.83 mil. due to the decrease in restricted bank deposits of Baht 0.66 mil. and the decrease in deposits of Baht 0.17 mil.

Liabilities

As at December 31, 2016, the Company and its subsidiary had total liabilities of Baht 350.67 mil., compared to Baht 572.34 mil. in 2015, decreasing by Baht 221.67 mil. That was because:

- Current liabilities decreased by Baht 111.16 mil. due to the decrease in trade and other payables of Baht 80.41 mil., the repayment of current portion of long-term loans of Baht 28.97 mil. and the decrease in accrued projects cost of Baht 1.78 mil.;
- Non-current liabilities decreased by Baht 110.51 mil. due to the repayment of the long-term loans of Baht 109.80 mil. and the decrease in provision for long-term employee benefits of Baht 0.71 mil.

Shareholders' Equity

As at December 31, 2016, the Company and its subsidiary had total shareholders' equity of Baht 937.53 mil. , compared to that of Baht 1,065.99 mil. in 2015,

decreasing by Baht 128.46 mil. or 12.05 percent. The Company and its subsidiary had net loss of Baht 57.44 mil. In addition, the Company paid dividend of Baht 70.64 mil. to its shareholders.

After the Vice President, Accounting and Finance Department, had finished her report on the operating performance of the Company for the year 2016, the President 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. He; thus, announced that the Meeting acknowledged the report on the Company's operating performance for the year 2016. (This agenda item requires no vote since it is for acknowledgement.)

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

The Chairman assigned the President to give the details of this agenda item to the Meeting.

The President informed the Meeting that the consolidated financial statements for the fiscal year ended December 31, 2016, as shown in the Financial Statements Section of the 2016 Annual Report (Enclosure 2 of the 2017 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 President had completely given the information on this agenda item, he 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 President; thus, proposed the Meeting to vote for approval.

Resolution of the Meeting

The Meeting resolved to approve the Company's financial statements for the fiscal year ended December 31, 2016. 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 601,298,105 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 | 601,298,105 | 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 2016

The Chairman assigned the President to give the details of this agenda item to the Meeting.

The President 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 profit 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 separated financial statements and based on the condition that such dividend payment shall have no material impact on the Company's operation. The Board of Directors deemed it appropriate to propose the 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 percent of the registered capital) ; this is in accordance with Article 116 of the Public Limited Company Act and the Company's Articles of Association. 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 (Ten Satang) per share; such dividend was already paid on November 25, 2016.

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

Mrs.Nongyao Chompoosri, a minority shareholder, asked the following question: "Since the Company does not regularly pay dividend, may I know about the management principles the Company adhere to for the optimum benefit of the shareholders? "

The Vice President, Accounting and Finance Department's reply:

"The Board of Directors and all the executives try to do the best working for the growing operating profit of the Company and the dividend payment, principally taking into account, the benefit of the shareholders. To pay dividend, what are taken into consideration are the Company's operating profit and cash flow."

When no other shareholder expressed any opinion or raised any query that was related to this agenda item, the President; thus, proposed the Meeting to vote for approval.

Resolution of the Meeting

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 2016. 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 600,438,105 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 | 600,438,105 | 100 |
| Disagree | 0 | 0 |
| Abstain | 860,000 | N/A |

Agenda 5 To consider an appointment of auditor and to fix audit fee for the year 2017

The Chairman assigned the President to give the details of this agenda item to the Meeting.

The President 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 2017; to this regard, one of them should 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

However, in the event that these 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.

Mr. Supachai Phanyawattano signed to certify the financial statements of the Company and its subsidiary for the years 2014-2015 and Mrs. Chonlaros Suntiasvaraporn signed to certify the financial statements of the Company and its subsidiary for the year 2016; they performed their duty well. Ms. Supanee Triyanantakul has 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; therefore, 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 trustworthy.

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

After the President had completely given the information on this agenda item, he 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 President; 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 2017 and fixing the annual audit fee for the year 2017 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 majority 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 600,438,105 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 | 600,436,105 | 99.9997 |
| Disagree | 2,000 | 0.0003 |
| Abstain | 860,000 | N/A |

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

As Mr. Pleumjai Sinarkorn, the Chairman of the Board of Directors and the Chairman of the Meeting, together with 2 other directors of the Company, namely, Mr. Raks Unahabhokha and Mr. Dusit Srisangaoran were due to retire from office in 2017, Acting Second Lieutenant Annop Suthakavatin was assigned to act as the Chairman of the Meeting in Agenda item No. 6.1

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

The Chairman assigned Ms.Vasita Chotipruk, the MC, to give the details of this agenda item to the Meeting.

The MC informed the Meeting that according to Clause 17 of the Articles of Association of the Company, at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If their number is not a multiple of three, the number nearest to one-third (1/3) must retire from office. The director who takes the longest term shall retire by rotation. The retired director is eligible for re-election. Presently, there were 7 director positions in the Company. For the year 2017, the following 3 directors were to retire by rotation:-

- 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

As the Company did not have a nomination committee, the Board of Directors, except the 3 aforementioned retired directors, had considered the qualifications, education, knowledge, experience, professionalism and the past performance of the retired directors and were of the opinion that these 3 retired directors were qualified and that it was appropriate to propose the Meeting to approve re-electing them to directorship and the previous positions for another term. In addition, the independent director who was proposed for the re-election was capable of providing the opinions independently, in accordance with the related regulations.

Preliminary details of the 3 directors who were due to retire by rotation in 2017 and were proposed for the re-election were enclosed with the invitation letter to this AGM.

The election of the directors to replace those who retired by rotation should be made in accordance with Clause 16 of Articles of Association of the Company which stipulates that 1 share is equal to 1 vote and that each shareholder might exercise all their votes to elect one or more persons as directors, but he/she may not split his/her votes among any such persons.

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 and requested that they 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

The Meeting resolved to approve electing the 3 retired directors to resume their directorship and previous positions for another term. The resolution was passed by a majority vote of the shareholders, attending the Meeting and casting the votes. Details of the vote for each director are set out below.

6.1.1 Mr. Pleumjai Sinarkorn

The number of shares of the shareholders, attending the Meeting and casting the votes in this agenda item was 601,296,105 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 | 600,436,105 | 99.8570 |
| Disagree | 860,000 | 0.1430 |
| Abstain | 2,000 | N/A |

6.1.2 Mr. Raks Unahabhokha

The number of shares of the shareholders, attending the Meeting and casting the votes in this agenda item, was 601,298,105 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 | 600,436,105 | 99.8566 |
| Disagree | 862,000 | 0.1434 |
| Abstain | 0 | N/A |

6.1.3 Mr. Dusit Srisangaoran

The number of shares of the shareholders, attending the Meeting and casting the votes in this agenda item, was 601,198,105 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 | 600,338,105 | 99.8570 |
| Disagree | 860,000 | 0.1430 |
| Abstain | 100,000 | N/A |

Mr. Pleumjai Sinarkorn, Mr. Raks Unahabhokha and Mr. Dusit Srisangaoran were invited back to the Meeting.

Mr. Pleumjai Sinarkorn conducted the Meeting as the Chairman of the Meeting.

6.2 To approve fixing the directors' remuneration

The Chairman assigned the President to give the details of this agenda item to the Meeting.

The President informed the Meeting that, 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 (Four Million Baht Only).

For the Year 2017, the Company's Remuneration Committee had 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, was of the opinion that it was 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 was of the same amount as that approved by the shareholders' meeting for the year 2016.

The Board of Directors had deemed it appropriate to propose the Meeting to approve fixing the remuneration and gratuities for the Board of Directors and the subcommittees of the Company for the year 2017 at the amount of not exceeding Baht 4,000,000. Details of the remuneration were shown in the invitation letter.

Regarding resolution, this agenda item was to be passed by not less than two-third (2/3) of the total votes of the shareholders who attended the Meeting. The director who was a shareholder of the Company, holding 50,000 shares in total, exercised the right to vote "abstain" as he was considered having an interest in this matter.

After the President had completely given the information on this agenda item, he 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 President; thus, proposed the Meeting to vote for approval.

Resolution of 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 2017 at the total amount of not exceeding Baht 4,000,000.- (Four Million Baht Only). The resolution was passed by not less than two-third

(2/3) of the total votes of the shareholders who attended the Meeting, Details of the votes are set out below.

The number of shares of the shareholders, attending the Meeting in this agenda item was 601,298,105 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 | 600,386,105 | 99.8483 |
| Disagree | 862,000 | 0.1434 |
| Abstain | 50,000 | 0.0083 |

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

The Chairman informed the Meeting that as a Company's shareholder, he had an interest in this agenda item and; thus, having no right to vote. He, then, assigned the President to conduct the Meeting for this agenda item.

The President assigned the Vice President, Accounting and Finance Department, to give the details of this agenda item to the Meeting.

The Vice President, Accounting and Finance Department, informed the Meeting that, the characteristics and the details of this transaction were explained in the "Information Memorandum on Connected Transaction Regarding Approval for Financial Assistance to Connected Person" and the "Opinion of the Independent Financial Advisor on Financial Assistance to Connected Person of Jasmine Telecom Systems Public Company Limited", that the Company had distributed to the shareholders together with the invitation letter to this AGM; material information of which can be summarized as follows.

Characteristic and details of the connected transaction

Lender : Jasmine Telecom Systems Public Company Limited ("JTS" / the "Company")

Borrower : Jasmine International Public Company Limited ("JAS")

Amount of loan : 530 million Baht

Type of financial assistance : Loan and repayment on demand

(Reference: Information Memorandum submitted to the Stock Exchange of Thailand (the "SET") on February 21, 2017)

Loan period : From June 15, 2016 (start of the loan) to September 28, 2016 (full repayment date), a total of 105 days

JAS agreed to pay interest on the loan at the 12 months fixed deposit interest rate, weighted from the rates at three major banks, plus 0.60 percent. The total of the interest for this loan was 3.05 million Baht; the Company received this amount on February 21, 2017.

Shareholding Structure

JAS and the companies in JAS Group held 50.91 percent of the total issued shares of JTS. In addition, 3 directors of JTS were related to JAS, namely, Mr. Pleumjai Sinarkorn, Chairman of the Board of Directors (holding 0.01percent of JTS shares), Mrs. Nonglug Pongsrihadulchai, Director, and Mrs. Nitt Viseshphan, Director.

Therefore, such above-mentioned financial assistance was considered a connected transaction.

Calculation of transaction size

The transaction represented the maximum value of 56.40 percent of the net tangible assets of the Company. Since the transaction value exceeded 3.00 percent of the net tangible assets of the Company and since it was exceeding 100 million Baht, the Company was required to disclose the information of the transaction to the SET and seek approval of the transaction from the shareholders' meeting by obtaining not less than three-fourths of the votes from the shareholders, attending the meeting and eligible to vote, excluding the votes from the shareholders who had conflict of interest.

The Board of Directors' meeting No.1/2017 held on February 21, 2017 had a resolution to propose to the 2017 AGM to ratify the financial assistance, given by the Company to JAS.

Source of funds

The source of funds used to provide financial assistance came from the working capital of the Company. Based on the separated financial statements of the Company as of March 31, 2016, the Company had cash and cash equivalents of 138.34 million Baht, short-term investments and bank deposits of 533.73 million Baht.

After providing financial assistance, the separated financial statements of the Company, dated June 30, 2016, showed that cash and cash equivalents were 38.22 million Baht and short-term investments and bank deposits were equal to 102.39 million Baht.

When considering the consolidated financial statements as of June 30, 2016, the Company's cash and cash equivalents were equal to 45.82 million Baht and its short-term investments and bank deposits were equal to 102.53 million Baht.

After receiving the loan repayment, the separated financial statements of the Company, dated September 30, 2016, showed that cash and cash equivalents were 551.94 million Baht and short-term investments and bank deposits were equal to 102.39 million Baht.

Therefore, financial assistance provided to JAS during the past had no impact on the liquidity and financial position of the Company. The Company received full repayment from JAS at the end of the 3rd quarter of the year 2016; as a consequence, its cash position became nearly at same level as that before the loan.

Opinion of the Independent Financial Advisor ("IFA") on the reasonableness of the value of the transaction

The IFA had considered the appropriateness of the value of the transaction between the Company and JAS by considering 1) the amount and terms of the financial assistance and 2) the rate of return.

1. Amount and terms of the financial assistance

The amount of loan of 530 million Baht was in line with JAS' working capital needs. However, since there was no written agreement between the parties during the transaction period, JTS, as the lender, might be at risk of not receiving the repayment from JAS even though the loan to JAS did not affect its liquidity. The Company received the payment of the 530 million Baht loan from JAS on September 28, 2016.

2. Rate of return

The IFA had considered that at the time of the transaction, the Company could have charged interest in the three following ways.

(1) Interest calculated from loan policy between related companies of JTS which was the 12 months average of fixed deposit rates from three major financial institutions (Bangkok Bank, Kasikornbank and Krung Thai Bank), plus 0.50 percent per year.

From this method, the interest rate was 1.90 percent

(2) Interest calculated on the opportunity cost of the investment that JTS had invested during the period of financial assistance, ie, the interest rate charged by JTS on the investment in short-term promissory notes of the financial institution and deposit in savings account in a period of 105 days.

From this method, the interest rate was 1.85 percent

(3) Interest calculated based on average return on JTS' investments, calculated from the return which would be received, using remaining liquidity to invest in short-term promissory notes with financial institutions from March to June 2016.

From this method, the interest rate was in the range of 1.79 – 1.91 percent

Appropriate interest rate

The IFA was of the opinion that the appropriate interest rate should be calculated based on the loan policy between related companies of the Group because that policy was applied to all the companies within the Group. Furthermore, the method, referencing the Company's policy yielded the highest return, in comparison to the other methods.

For the IFA, the value and terms of financial assistance and the return on financial assistance to JAS which had already occurred was not appropriate at the time of the transaction because the regulations of the Office of the Securities and Exchange Commission (the "SEC") and the SET were not followed.

However, if considering the following current situations:

1. JAS already made full repayment of financial assistance to JTS on September 28, 2016;
2. JTS already received interest payment on February 21, 2017. The interest rate the Company received was 2 percent, which was higher than the appropriate interest rate calculated by the IFA;

the IFA had an opinion that the transaction was appropriate at the current situation.

For the reasons cited above, OptAsia Co., Ltd, as the Independent Financial Advisor, had an opinion that shareholders of the Company should approve the ratification of financial assistance of the Company to JAS which had already occurred.

After the Vice President, Accounting and Finance Department, had completely given the information on this agenda item, the President 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 President; thus, proposed the Meeting to vote for approval. He also informed the Meeting that the resolution on this agenda item should be passed by the votes of no less than three-quarters (3/4) of the total votes cast by the shareholders, attending the Meeting and eligible to vote, but excluding the shareholders who had interests on this matter. The shareholders who had interests on this agenda item and; thus, having no right to vote were as follows:-

| | | |
|-----------------------------------|--------------------|--------------------|
| 1 Jasmine International PCL | Number of shares : | 231,714,400 shares |
| 2 ACeS Regional Services Co., Ltd | Number of shares : | 64,027,700 shares |
| 3 T.J.P. Engineering Co., Ltd | Number of shares : | 63,918,000 shares |
| 4 Mr.Pleumjai Sinarkorn | Number of shares : | 50,000 shares |

Resolution of the Meeting

The Meeting resolved to approve ratifying the financial assistance provided to Jasmine International Public Company Limited, the related party, by Jasmine Telecom Systems Public Company Limited. The resolution was passed by the votes of not less than three-quarters (3/4) of the total votes cast by the shareholders, attending the Meeting and eligible to votes, but excluding the shareholders who had interests on this matter. Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting and having the right to vote on this agenda item, was 241,623,005 shares. (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There were 4 shareholders who had no right to vote on this agenda item. The Meeting resolution was as follows:-

| Resolution | Number of shares | % of total shares of the shareholders, attending the Meeting and having the right to vote |
|--------------|------------------|---|
| Agree | 240,763,005 | 99.6441 |
| Disagree | 860,000 | 0.3559 |
| Abstain | 0 | 0 |
| Not eligible | 359,710,100 | - |

Agenda 8 To consider other issues (if any)

The Chairman notified 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, might 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 11.08 hrs.

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

(Mr. Pleumjai Sinarkorn)

Signed _____ - *signature* - _____ Minutes Taker

(Mrs. Nonglug Pongsrihadulchai)

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 of 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 of 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 by 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 audit committee of the Company to vote on your behalf. However, only one proxy holder can attend the meeting.

The shareholder may specify two audit committee as follows as 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 audit committee 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

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 audit committee).

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 December 25, 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 or form C 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 the 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 exceeding 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.

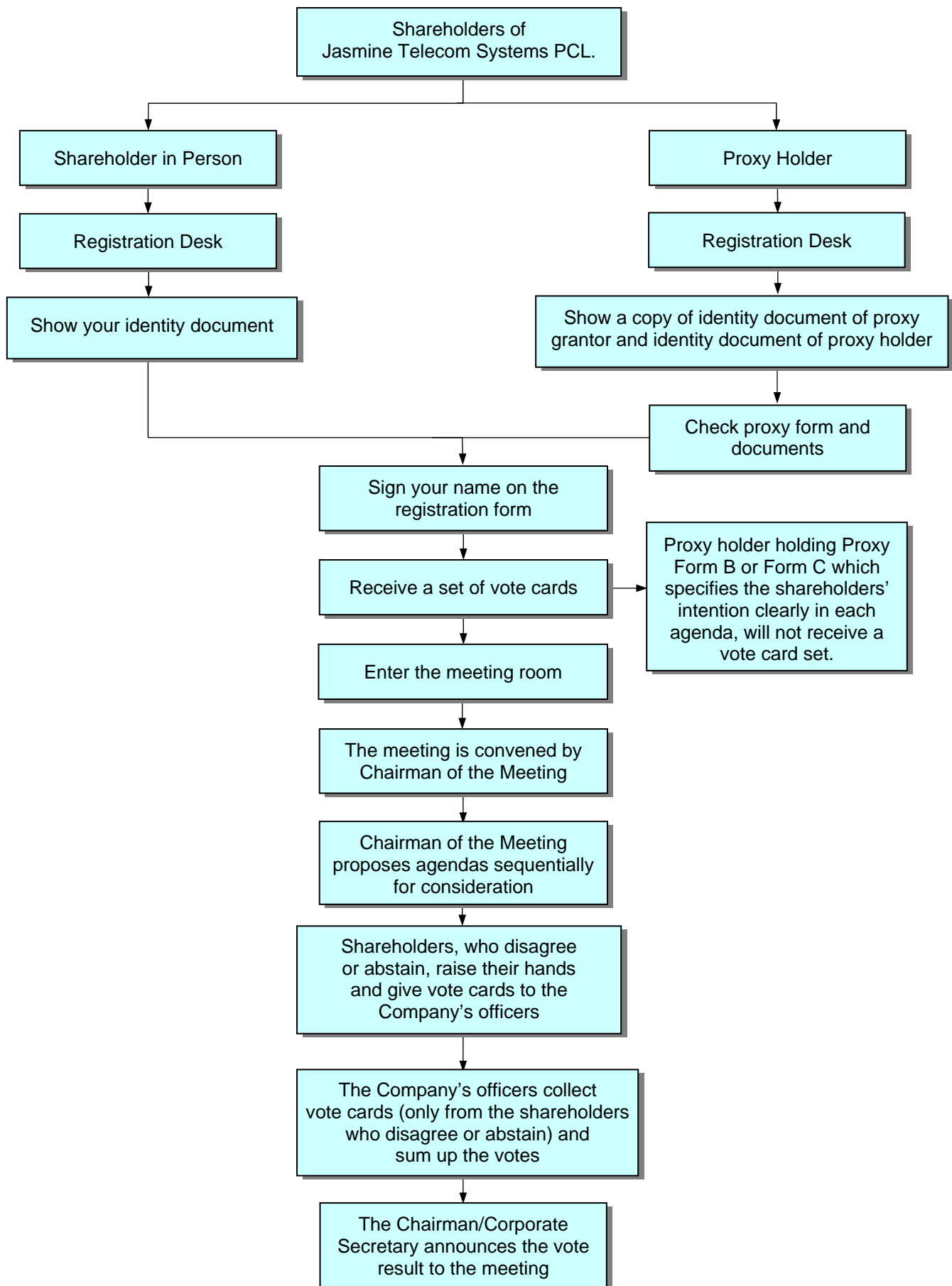
Clause 35 The vote in the shareholders meeting is one share per one vote. Any shareholder who has interest on any matter, except for the vote to elect director(s), shall omit his right to vote. The resolution of the shareholders meeting shall require the following votes.

- (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 Extraordinary General Meeting of Shareholders No. 1/2017
Jasmine Telecom Systems Public Company Limited
December 25, 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 Audit Committee 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 EGM : None

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 Audit Committee being Proposed as a Proxy Holder

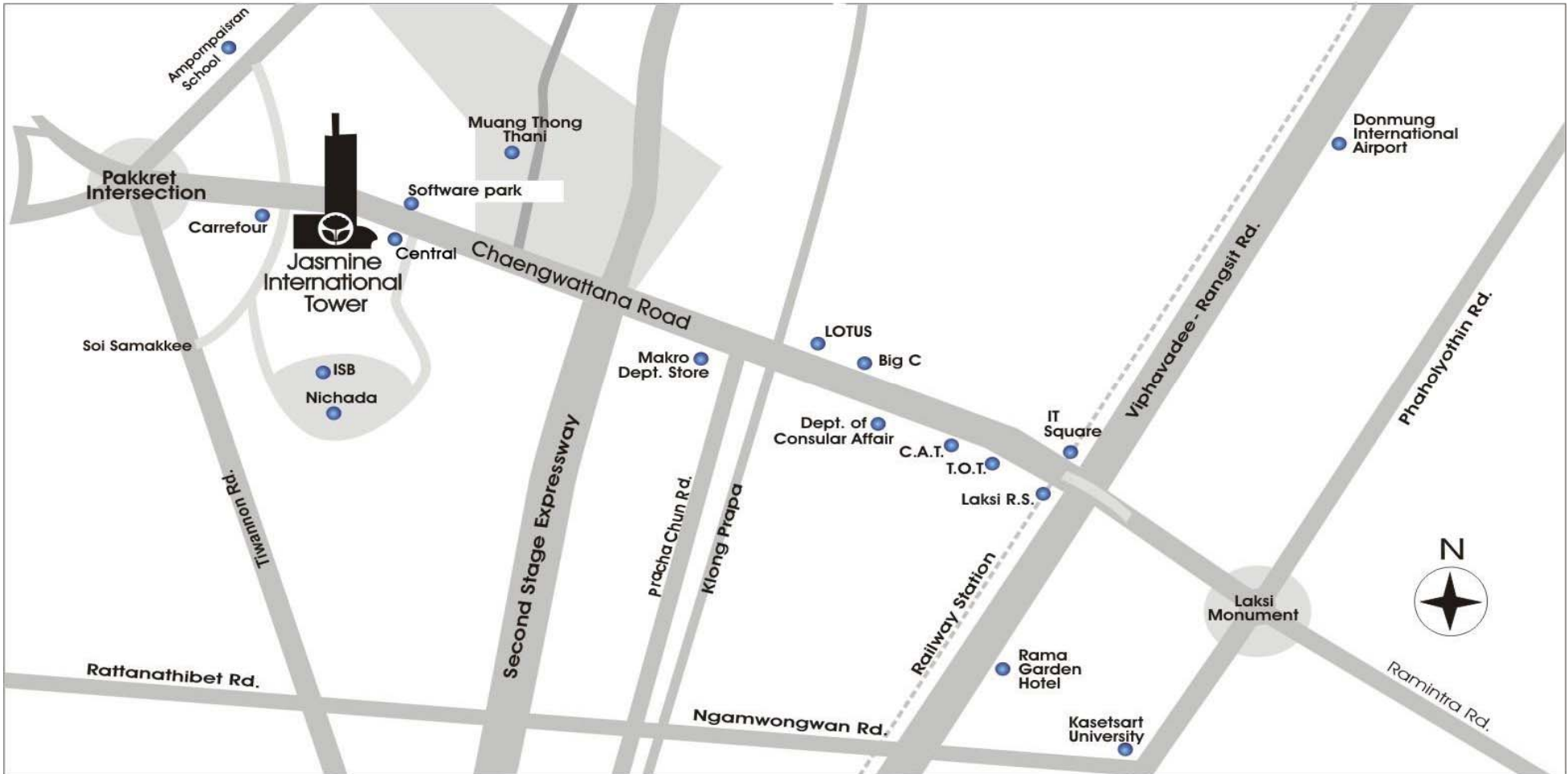
Name Acting Second Lieutenant Annop Suthakavatin
 Position Independent Director, Member of Audit Committee and Member of Remuneration Committee
 Age 75 Years
 Date of Birth April 28, 1942
 Address 101, Soi Phahonyotingolf, Jatujak, Jatujak, Bangkok 10900
 Education - Bachelor of Accounting, Thammasat University
 Conflict of interest in the agenda proposed for this EGM : 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. |
| 1971-present | Auditor C.P.A. (Thailand) | Freelance |



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:
The Offer of Financial Assistance to Connected Person in relation to the entering into
transaction with Jasmine International Public Company Limited**

Jasmine Telecom Systems Public Company Limited (the “**Company**”) would like to inform you that Board of Directors Meeting No. 6/2017, convened on November 13, 2017, resolved to propose that the shareholders meeting consider and approve the granting of a short term loan, amounting THB 340,000,000 (three hundred and forty million baht only) with interest of 2.08 percent per annum, totaling THB 347,072,000 (loan amount plus interest), with the term of loan for 6 months with an extension right for another 6 months, to a connected person of the Company, Jasmine International Public Company Limited (“**JAS**”) (JAS is a shareholder of the Company directly holding 32.80 percent of shares in the Company, and indirectly holding 9.06 percent of the shares in the Company through ACeS Regional Services Co., Ltd., and 9.05 percent of the shares in the Company through T.J.P. Engineering Co., Ltd., having the total direct and indirect shareholding in the Company of 50.91 percent of the total issued shares) (the “**Granting of Loan Transaction**”).

The Granting of Loan Transaction constitutes a connected transaction as it is an entering into a transaction with the major shareholder of the Company. The Granting of Loan Transaction is classified as a Class 5 Connected Transaction, i.e., an offer of financial assistance, pursuant to 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 highest transaction value of 36.15 percent of the net tangible assets of the Company (the net tangible assets as at September 30, 2017 was THB 960,022,000 (nine hundred sixty million, twenty-two thousand baht)) calculated based on the reviewed Financial Statement of the Company for the period ending September 30, 2017.

Due to the transaction value exceeding 3.00 percent of the net tangible assets of the Company, the Company has the following duties:

- (1) To disclose the information memorandum on the Granting of Loan Transaction as required by the Notifications on Connected Transactions;
- (2) To convene a shareholders meeting to seek approval on the Granting of Loan Transaction, whereby the resolution shall be passed by 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;
- (3) To appoint an independent financial advisor to provide opinions on the Granting of Loan Transaction, including to submit such opinions to the Office of the Securities and Exchange Commission (the “**SEC Office**”), the Stock Exchange of Thailand (the “**Stock Exchange**”), and the shareholders. In this regards, the Company has appointed OptAsia Capital Co., Ltd. as its Independent Financial Advisor (IFA).

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) including Mr. Pleumjai Sinarkorn.

In this regard, the Information Memorandum with respect to the Granting of Loan Transaction is detailed as follows:

1. Transaction date

After Extraordinary General Meeting of Shareholders No. 1/2017, to be convened on December 25, 2017, resolves to approve the entering into the transaction.

2. Name of related parties and its relationship with the listed company

| | | |
|---------------------------------------|---|---|
| Lender | : | Jasmine Telecom Systems Public Company Limited |
| Borrower | : | Jasmine International Public Company Limited (“JAS”) |
| Relationship with the Company: | : | JAS is a major shareholder of the Company directly holding 32.80 percent of the shares in the Company, and indirectly holding 9.06 percent of the shares in the Company through ACeS Regional Services Co., Ltd., and 9.05 percent of the shares in the Company through T.J.P. Engineering Co., Ltd., having the total direct and indirect shareholding in the Company of 50.91 percent of the total issued shares. |

3. General characteristics of the transaction

The Company resolved to grant JAS a short term loan amounting THB 340,000,000 (three hundred and forty million baht only) with interest of 2.08 percent per annum, totaling THB 347,072,000 (loan amount plus interest) to use as revolving capital, with the term of loan for 6 months with an extension right for another 6 months, under the conditions that JAS is required to repay the Company an interest once every quarter.

The interest rate which the Company agreed with JAS to pay is an interest rate at the fixed deposit interest rate of 12 months weighted average of three major financial institutions (i.e. Bangkok Bank, Krung Thai Bank, and Kasikorn Thai Bank), as at the date on which the Board of Directors resolved to propose that the shareholders meeting consider and approve an offer of financial assistance or the Granting of Loan Transaction, which is equivalent to the rate of 1.08 percent per annum plus 1 percent. Such amount is even more than the return that the Company may have obtained if it had continually deposited such amount with a financial institution at which the Company generally would have deposited its money for the same period.

4. Total value and methods used to determine the total transaction value

The Granting of Loan Transaction including the interest incurred therefrom represents the highest transaction value of 36.15 percent of the net tangible assets of the Company (the net tangible assets as at September 30, 2017 was THB 960,022,000 (nine hundred and sixty million, twenty-two thousand baht)) calculated based on the reviewed Financial Statement of the Company for the period ending September 30, 2017. In this regard, there were no other connected transactions of the Company occurred during the past six months prior to the date on which the Board of Directors approved to propose that the shareholders meeting consider and approve the offer of financial assistance or the Granting of Loan Transaction.

5. Connected persons, and nature and scope of interests of the connected person

The granting of the loan is considered as an offer of financial assistance to JAS which is a major shareholder of the Company holding a total of 50.91 percent of the total issued shares of the Company, directly and indirectly. The details of the connected persons and the nature of the interests are as follows:

| | Name | Nature of Interests | Number of Shares held in the Company (As at March 9, 2017) |
|----|---|---|---|
| 1. | Jasmine International Public Company Limited | Major shareholder of the Company | 231,714,400 shares (equivalent to 32.80 percent of the total issued shares of the Company) |
| 2. | ACeS Regional Services Co., Ltd. ¹ | Shareholder of the Company, and subsidiary of JAS | 64,027,700 shares (equivalent to 9.06 percent of the total issued shares of the Company) |
| 3. | T.J.P. Engineering Co., Ltd. ² | | 63,918,000 shares (equivalent to 9.05 percent of the total issued shares of the Company) |
| 4. | Mr. Pleumjai Sinarkorn | Director of JAS | 50,000 shares (equivalent to 0.01 percent of the total issued shares of the Company) |

Remarks: 1. ACeS Regional Services Co., Ltd. ("**ARS**") is a subsidiary of JAS, whereby JAS indirectly holds shares in ARS as follows: 98.04 percent of ARS shares are held by ACeS (Thailand) Co., Ltd. ("**ACT**"), 58.84 percent of ACT shares are held by Jasmine International Overseas Co., Ltd. ("**JIOC**"), and 39.82 percent of JIOC shares are held by JAS;

2. T.J.P. Engineering Co., Ltd. ("**TJP**") is a subsidiary of JAS, whereby 80 percent of its shares 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. including Mr. Pleumjai Sinarkorn 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 offer for financial assistance or the Granting of Loan Transaction which has been provided to JAS.

6. Sources of funds and sufficiency of the working capital

The funds which the Company used as a loan granted to JAS are from the deposit and the short-term investment that the Company has deposited with the financial institution. After the Company grants the Loan to JAS, the Company shall still able to maintain a sufficient amount of working capital.

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

In Board of Directors Meeting No. 6/2017, convened on November 13, 2017 to propose that the shareholders meeting consider and approve the offer of financial assistance (or the Granting of Loan Transaction) 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**"). As a result, such Interested Directors did not attend the meeting nor cast votes on such agenda item.

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

After due consideration by taking into account the rationale and the best interests of the Company and its shareholders, the Board of Directors (not including the Interested Directors) was of the view that such transaction to offer the financial assistance is reasonable and would directly benefit the Company. Furthermore, the loan interest rate on this transaction is higher than the current maximum return rate that the Company receives from depositing funds with the financial institution. The Board of Directors then resolved to approve the offer of financial assistance to JAS amounting to THB 340,000,000 (three hundred forty million baht only) with interest of 2.08 percent per annum, and to propose that Extraordinary General Meeting of Shareholders consider and approve the offer of financial assistance or the Granting of Loan Transaction. In this regard, the Company agrees to appoint an independent financial advisor (i.e. OptAsia Capital Co., Ltd.) to provide opinions to the shareholders on the reasonableness and benefits, as well as the fairness and condition with respect to the Granting of Loan 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

None.

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 Friday December 8, 2017.)