



(TRANSLATION)

May 29, 2020

- Subject** : Invitation to the 2020 Annual General Meeting of Shareholders  
**To** : Shareholders of Jasmine Telecom Systems Public Company Limited  
**Enclosures** : 1) A copy of the Minutes of the 2019 Annual General Meeting of Shareholders, held on April 25, 2019  
2) QR Code of the 2019 Annual Report, including the Company's Financial Statements, ended December 31, 2019  
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 proxy holders  
7) QR Code Downloading Procedures for the 2019 Annual Report  
8) Measures and Guidelines for Attending the 2020 Annual General Meeting of Shareholders  
9) A map of Jasmine International Tower (The Meeting Venue)

As the Board of Directors of Jasmine Telecom Systems Public Company Limited (the "**Company**") at the Meeting No.2/2020, convened on 13 April 2020, resolved to approve the postponement of the 2020 Annual General Meeting of Shareholders (the "**2020 AGM**") due to the outbreak of the coronavirus disease 2019 (COVID-19), the Company hereby calls for the 2020 AGM on Tuesday 23<sup>rd</sup> June, 2020 at 14.00 hrs. at Auditorium, 3<sup>rd</sup> 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 2019 Annual General Meeting of Shareholders, held on April 25, 2019**

Fact and Reason

The 2019 Annual General Meeting of Shareholders (the "**2019 AGM**") was held on April 25, 2019. 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 were also completely disclosed to the public on the Company's website. A copy of the Minutes of the 2019 AGM is attached herewith (Enclosure 1).

Opinion of the Board of Directors

The Board of Directors was of the opinion that the Minutes of the 2019 AGM, convened on April 25, 2019 were correctly and completely recorded; thus, it is appropriate to propose to the shareholders' meeting for certification.

Resolution

The resolution under this agenda shall 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 2019**  
Fact and Reason  
The report on the Company's operating result for the year 2019 is shown in the 2019 Annual Report (Enclosure 2).  
Opinion of the Board of Directors  
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 2019.  
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, 2019**  
Fact and Reason  
The Company's financial statements, ended December 31, 2019 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 of Directors  
The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to approve the Company's financial statements, ended December 31, 2019.  
Resolution      The resolution under this agenda shall 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 2019**  
Fact and Reason  
According to Article 116 of the Public Limited Company Act, B.E.2535 and Clause 43 of the Articles of Association of the Company, the Company shall appropriate not less than 5 percent of its annual net profit after deducting accumulated loss brought forward (if any) until the reserve fund reaches 10 percent of the registered capital. As for dividend payment, the Company has a policy of paying dividend 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 of Directors  
The Board of Directors has deemed it appropriate to propose to 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 percent of the registered capital). At present, the Company's accumulated legal reserve is totally Baht 70,645,730. This is in compliance with the Public Limited Company Act, B.E. 2535 and the Company's Article of Association.  
2) Omitting dividend payment from the operating result for the year 2019 in order to retain the earnings for working capital.

Comparison of dividend payment between the year 2019 and the year 2018

	<b>2019 (Proposed year)</b>	<b>2018</b>
1. Net profit (loss) for the year (Baht)	<b>-10,456,890</b>	-4,705,024
2. Number of Shares (Share)	<b>706,457,300</b>	706,457,300
3. Annual dividend payment/share (Baht/Share)	<b>No dividend Payment</b>	No dividend Payment
4. Total dividend payment (Baht)	-	-
5. Dividend Payment Ratio	-	-

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

**Agenda 5 To consider an appointment of the auditor and to fix the audit fee for the year 2020**

Fact 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 2019, the 2019 AGM, convened on April 25, 2019, resolved to appoint auditors of EY Office Limited, namely Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant Registration No. 4523 or Mr. Supachai Phanyawattano, Certified Public Accountant Registration No. 3930 or Ms. Krongkaew Limkittikul, Certified Public Accountant Registration No. 5874 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 2020, the Board of Directors, by the suggestion of the Audit Committee, has deemed it appropriate to appoint one of the auditors from EY Office Limited whose names appear below 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 Mrs. Chonlaros Suntiasvaraporn	4523	4 years (2016-2019)
2 Mr. Vatcharin Pasaraponggun	6660	-
3 Mr. Supachai Phanyawattano	3930	2 years (2014-2015)

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. 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 to the shareholders' meeting to approve fixing the audit fee for year 2020 at the amount of not exceeding Baht 1,370,000 (One million, three hundred and seventy thousand Baht), excluding other

expenses, increasing by Baht 80,000 or 6.20 percent from the amount approved by the shareholders' meeting in 2019 as a result of the impacts of the new financial reporting standard on the financial statements that caused more auditing responsibility.

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. The details are as follows:-

Details	2020 (Proposed year)	2019
1. Audit Fee	Baht 1,370,000	Baht 1,290,000
2. Non-Audit Fee	-	-
<b>Total</b>	<b>Baht 1,370,000</b>	<b>Baht 1,290,000</b>

#### Opinion of the Board of Directors

The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to approve the appointment of the auditors from EY Office Limited as the Company's auditors and fix the audit fee for the year 2020 at the amount of not exceeding Baht 1,370,000, excluding other expenses.

Resolution The resolution under this agenda shall 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 2020**

#### **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 2020, the following 3 directors must retire from office.

- |                                 |             |          |     |                 |
|---------------------------------|-------------|----------|-----|-----------------|
| 1 Mr. Pleumjai Sinarkorn        | Director    |          |     |                 |
| 2 Mrs. Nonglug Pongsrihadulchai | Director    |          |     |                 |
| 3 Ms. Chaovana Viwatpanachati   | Independent | Director | and | Audit Committee |

#### Opinion of the Board of Directors

As the Company does not have a nomination committee, the Board of Directors, except the 3 aforementioned retired directors, has considered the qualifications, knowledge, experience, professionalism and performance of the retired directors. They are of the opinion that it is appropriate to propose to 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 directors who are proposed for the re-election are capable of providing the opinions independently, in accordance with the relevant 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 shall be passed by a majority vote of the shareholders, attending the meeting and casting the votes.

**6.2 To approve fixing the directors' remuneration**Fact and reason

In 2019, the 2019 AGM 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)

Opinion of the Board of Directors

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 2020 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 2019 as detailed below:-

Position	Remuneration per Month (Baht)	
	2020 (Proposed year)	2019
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 to the shareholders' meeting to approve fixing the remuneration and gratuities for the Board of Directors and the subcommittees of the Company for the year 2020 as stated above. (Please see detailed scopes of duties of the Board of Directors and the subcommittees of the Company in the 2019 Annual Report, Section: Management and Section: Corporate Governance)

Resolution

The resolution under this agenda shall 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 an addition of the Company's objective and an amendment to Clause 3 (Objective) of the Company's Memorandum of Association**

Fact and Reason

The Company wishes to expand its operation to include the provision of cloud computing service in the form of ICT system rental; therefore, it is necessary that the Company add a new objective with regard to cloud computing business operation. Furthermore, to be in accordance with the addition of the new objective, it is also necessary that an amendment be made to Clause 3 (Objective) of its Memorandum of Association. In order to complete these transactions, the following processes are to be executed:

1. The addition of a new objective of the Company as detailed herein below.  
“(82)To engage in the business of cloud computing system service offering, consisting of Infrastructure-as-a-service and Software-as-a-service, including but not limited to private cloud service, public cloud service and hybrid cloud service; in addition to the provision of application services via cloud computing system.”
2. The amendment to Clause 3 of the Company's Memorandum of Association, regarding objective, to be in accordance with the addition of the above-mentioned new objective  
**From :** “Clause 3 : The objectives of the Company are included in 81 clauses as shown in the attached Form Bor Mor Jor.002.”  
**To :** “Clause 3 : The objectives of the Company are included in 82 clauses as shown in the attached Form Bor Mor Jor.002.”

For the convenience and flexibility, it is appropriate to authorize the authorized signatory directors or any person appointed by the authorized signatory directors to register the amendment to the objective and the amendment to the Memorandum of Association, Clause 3, regarding objective, of the Company at the Department of Business Development, Ministry of Commerce and to amend the terms in relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar's order to complete the registration.

Opinion of the Board of Directors

The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and approve the addition of 1 Company's objective, the amendment to Clause 3 (Objective) of the Company's Memorandum of Association to include the total of 82 clauses and the granting of authorization to the authorized signatory directors or any person appointed by the authorized signatory directors to register the amendment to the objective and the amendment to the Memorandum of Association, Clause 3, regarding objective, of the Company at the Department of Business Development, Ministry of Commerce, and to amend the terms in relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar's order to complete the registration.

Resolution      The resolution under this agenda shall be passed by a vote of not less than 3/4 of the total votes of the shareholders, attending the meeting and being eligible to cast the vote (According to Clause 35 (2) (d) of the Articles of Association of the Company).

**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 other matters than those set out in the invitation letter to the meeting.”

Opinion of the Board of Directors

The Board of Directors has deemed it appropriate to include this agenda in the 2020 AGM to allow the shareholders 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 2020 AGM on Tuesday, April 28, 2020.

Since this AGM is held during the spread of the coronavirus disease 2019 (COVID-19), the Company is concerned about the safety of all the meeting attendees. Thus, it is determined that the AGM be organized to ensure the maximum hygienic safety and strict compliance with guidelines and recommendations drawn up by government agencies and relevant organizations on hosting the meetings, seminars and other activities, involving the gathering of a large number of people. The Company has put in place its measures and guidelines for attending the 2020 AGM (Enclosure 8) and requested all the meeting attendees' strict compliance in order to minimize the risk of the spread of the disease.

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, Enclosure 5, 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 the shareholder is a foreign investor appointing a Thai resident as custodian and safekeeper of the shares, you 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](http://www.jts.co.th)). As a shareholder, you may appoint any person or one of the following 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. Ms. Chaovana Viwatpanachati                 | 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

Tel. 0 2100 8232

Facsimile 0 2962 2523





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

200 หมู่ 4 ชั้น 9 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120  
200 Moo 4, 9th Floor, Jasmine International Tower, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120, Thailand.  
Tel : +66 (0) 2100 8300 Fax : +66 (0) 2962 2523 URL : <http://www.jts.co.th> Registration No. 0107547000109

(TRANSLATION)

**Minutes of the 2019 Annual General Meeting of Shareholders  
Jasmine Telecom Systems Public Company Limited**

**Date, Time and Venue of the Meeting**

The 2019 Annual General Meeting of Shareholders (the “**Meeting**”/ the “**AGM**”) of Jasmine Telecom Systems Public Company Limited (the “**Company**”/ “**JTS**”) was held on Thursday, April 25, 2019 at 10.00 hrs. at Auditorium, 3<sup>rd</sup> Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120, Thailand.

**Directors who attended 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. Parinya Sahaphatsombut	Director and President

**Remarks** : As at the Meeting date, the Company had 7 directors in total. All attended the Meeting. Therefore, the proportion of the Company directors, attending the Meeting was 100 percent.

**Executive who attended the Meeting**

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

1	Mr. Vatcharin Pasarapongun	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 acted as Master of Ceremonies (the “**MC**”) at the AGM. The MC introduced the directors and the executive of the Company and other persons concerned to the Meeting. Then, she informed the Meeting of the procedures of the shareholders’ meeting and the related voting rules as follows:-

At every shareholders’ meeting, the Chairman of the Meeting (the “**Chairman**”) would conduct the meeting to be in accordance with the agenda items set forth in the invitation letter. Prior to voting in each agenda item, the Chairman shall ask whether there is any shareholder 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 is requested to declare his/her intention in writing on a voting ballot received during the registration and then submit it to a Company staff. All the votes for disagreement or abstention will be subtracted from the entire votes of the shareholders who attended the Meeting, with respect to the voting condition of that particular agenda item. For the proxies, holding Proxy Form B or Form C in which the shareholders clearly specify their intentions, the Company shall record the votes of every agenda item as apparent on the proxy forms accordingly during the registration. These votes will be

counted in each agenda item and combined with the votes of other shareholders prior to the announcement of the voting result of each agenda item.

In the event that a voting ballot falls into one of the following 5 cases, it shall be recognized as invalid and shall be void in the vote counting procedure:-

1. When a voter puts a mark on the voting ballot that does not belong to the agenda item under consideration;
2. When a voter does not put any mark to specify his/her intention in one of the checkboxes (☐) provided;
3. When a voter uses a symbol that does not specify whether he/she has the intention to vote for agreement, disagreement or abstention;
4. When more than 1 mark is found in more than 1 checkbox (the split of votes is allowed only in the case where a custodian appointed by a shareholder attends the meeting. In such a case, the custodian is permitted not only to specify more than one type of intention, but also to allocate the votes for agreement, disagreement or abstention in the number as deemed appropriate);
5. When a voting ballot is so damaged that the voting intention becomes unclear.

Regarding voting, one share is counted as one vote. The vote for director election shall be made in accordance with Clause 16 of Articles of Association of the Company. The consideration on other issues in Agenda item 7 is allowed by Clause 2 of Section 105 of the Public Limited Company Act which states that the shareholders whose shares are counted altogether at the number of not less than one-third of the entire issued and subscribed shares of the Company are entitled to request the shareholders' meeting to consider other issues than the ones specified in the shareholders' meeting notification. 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 compliance 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 assigned Mr. Parinya Sahaphatsombut, the President, to inform the Meeting of the number of the shareholders who attended the Meeting.

The President noted that 40 shareholders out of the total 1,938 shareholders attended the Meeting; of this number, 13 shareholders attended the Meeting in person and 27 shareholders attended the Meeting by proxy, that was equivalent to 2.0640 percent of the total shareholders of the Company, representing 599,186,103 shares of all the issued and subscribed 706,457,300 shares with the voting right or 84.8156 percent of all the issued and subscribed shares of the Company which were eligible to vote, constituting a quorum according to Section 103 of the Public Limited Company Act and Clause 33 of the Company's Articles of Association.

Then, the Chairman declared the Meeting convened to consider the matters as set forth in the shareholders' Meeting notification as follows:-

**Agenda 1      To consider certifying the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019, held on February 26, 2019**

The Chairman assigned 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 Extraordinary General Meeting of Shareholders No. 1/2019 (the "**EGM No.1/2019**") to every shareholder as an enclosure of the letter of invitation to the 2019 AGM. He proposed the Meeting to consider certifying the minutes of the EGM No.1/2019, convened on February 26, 2019.

**Resolution of the Meeting**

The Meeting resolved to certify the minutes of the EGM No.1/2019, held on February 26, 2019. 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 on this agenda item was 599,204,103 shares. (While the Meeting was

proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right on this agenda item. There was no voided ballot. The Meeting resolution was as follows:-

<b>Resolution</b>	<b>Number of shares</b>	<b>% of total shares of the shareholders, attending the Meeting and casting the votes, excluding voided ballots</b>
Agreed	599,204,103	100
Disagreed	0	0
Abstained	0	N/A
Voided ballot	0	-

## **Agenda 2 To acknowledge the Company's operating result for the year 2018**

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 2018 as shown in the 2018 Annual Report that was sent to the shareholders in QR Code form 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 briefly report the Company's operating result for the year 2018 to the Meeting.

The Vice President, Accounting and Finance Department, informed the Meeting that the operating result for the year 2018 of the Company had been disclosed in the "Management Discussion and Analysis ("MD&A") Section of the 2018 Annual Report as summarized below:-

### Revenue

In 2018, the Company and its subsidiary generated total revenue of Baht 142.76 million, increasing by Baht 43.24 million or 43.45 percent. The total revenue comprised the followings:-

- The revenue obtained from Telecom Systems Integration and Telecom Service business of Baht 68.71 million or 48.13 percent ;
- The revenue obtained from Computer Systems Integration business and cloud computing business of Baht 61.93 million or 43.38 percent ;
- Other income of Baht 11.94 million or 8.36 percent ;
- FX gain of Baht 0.18 million or 0.13 percent.

The increase in the revenue of Telecom Systems Integration and Telecom Service business, amounting Baht 56.44 million was due to the increase in the revenue obtained from sale of computer equipment, the survey and the implementation of telecom networks and the design and the implementation of computer networks of Baht 42.05 million, Baht 10.98 million and Baht 3.41 million, respectively.

### Operating Performance

In 2018, the Company and its subsidiary generated the operating profit of Baht 14.97 million, compared to that of Baht 10.09 million in 2017, increasing by Baht 4.88 million, or 48.36 percent. This amount, when included by the FX gain of Baht 0.18 million, resulted in the net profit of the Company and its subsidiary, totaling Baht 15.15 million, increasing by Baht 2.63 million or 21.01 percent, compared to the year 2017.

Assets

The Company and its subsidiary had total assets of Baht 1,261.68 million, compared to that of Baht 1,240.06 million in 2017, increasing by Baht 21.62 million or 1.74 percent. The assets comprised:-

- Current assets which increased by Baht 35.80 million;
- Non-current assets which decreased by Baht 14.18 million due to the return of bank guarantee to bank.

Liabilities

The Company and its subsidiary had total liabilities of Baht 296.75 million, compared to Baht 289.30 million in 2017, increasing by Baht 7.45 million or 2.58 percent. The liabilities comprised:-

- Current liabilities which increased by Baht 5.22 million;
- Non-current liabilities which increased by Baht 2.23 million due to the provision for long-term employee benefits.

Shareholders' Equity

The Company and its subsidiary had total shareholders' equity of Baht 964.93 million, compared to that of Baht 950.76 million in 2017, increasing by Baht 14.17 million or 1.49 percent.

The retained earning increased by Baht 13.71 million due to an increase in the net profit of the Company and its subsidiary of Baht 15.15 million and the actuarial loss of Baht 1.41 million.

After the Vice President, Accounting and Finance Department, had finished her report on the operating performance of the Company for the year 2018, 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 Chairman; thus, announced that the Meeting acknowledged the report on the Company's operating result for the year 2018. (This agenda item requires no vote since it is for acknowledgement.)

**Agenda 3      To consider approving the Company's financial statements, ended December 31, 2018**

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, 2018, as shown in the Financial Statements Section of the 2018 Annual Report (Enclosure 2 of the 2019 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, 2018. 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 on this agenda item was 599,204,503 shares (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right on this agenda item. There was no voided ballot. The Meeting resolution was as follows:-

<b>Resolution</b>	<b>Number of shares</b>	<b>% of total shares of the shareholders, attending the Meeting and casting the votes, excluding voided ballots</b>
Agreed	599,202,503	99.9997
Disagreed	2,000	0.0003
Abstained	0	N/A
Voided ballot	0	-

**Agenda 4 To consider the allocation of net profit as legal reserve and the dividend payment from the operating result for the year 2018**

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

The President informed the Meeting that according to Section 116 of the Public Limited Company Act, B.E.2535 and Clause 43 of 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 consider and 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 compliance with Section 116 of the Public Limited Company Act, B.E.2535 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 2018 in order to retain the earnings for working capital.

After the President had completely given the information on this agenda item, he allowed the shareholders to express their opinions and raise questions. There was a shareholder who had an interest in asking questions and expressing opinions as follows:-

Mrs. Nongyao Chompoo Si, a minority shareholder, raised questions and made a suggestion as follows:-

1. "Why does JTS omit paying dividend to the shareholders when it could provide financial assistance to JAS? When will the Company be able to pay the dividend?"

The President clarified :

“The Company’s dividend payment policy stipulates that the Company shall pay dividend in the ratio of not less than 40 percent of the net profit after tax according to the Company’s separated financial statements. However, in the previous year, according to the Company’s separated financial statements, the Company still had loss. With respect to this matter, I would like to assign the Vice President, Accounting and Finance Department, to additionally explain to the Meeting.”

The Vice President, Accounting and Finance Department, additionally clarified :

“As the President has just told, the Company’s dividend payment is to be in accordance with the dividend payment policy of the Company. The fact that the Company still had loss according to its separated financial statements, it omitted paying dividend for the year 2018. However, if you have noticed the sales and services income of the Company during these 3 years, you will see that it has steadily improved. Particularly, in 2018, the Company’s revenue grew a great deal and its net operating profit also grew higher. Therefore, it is expected that the Company can pay dividend in the future.”

2. “The Company should learn how to manage business from other successful companies and it should also cut down on unnecessary expenses in order to minimize loss.”

The President clarified :

“The Company has lowered its expenses so we expect that the operating performance will be gradually improved.”

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 2018. 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 on this agenda item was 599,204,603 shares. (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right on this agenda item. There was no voided ballot. The Meeting resolution was as follows:-

<b>Resolution</b>	<b>Number of shares</b>	<b>% of total shares of the shareholders, attending the Meeting and casting the votes, excluding voided ballots</b>
Agreed	599,202,603	99.9997
Disagreed	2,000	0.0003
Abstained	0	N/A
Voided ballot	0	-

#### **Agenda 5 To consider an appointment of auditor and to fix audit fee for the year 2019**

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 2019; to this regard, one of them should be responsible for auditing and providing the opinions on the Company's financial statements:-

- 1 Mrs. Chonlaros Suntiasvaraporn  
Certified Public Accountant Registration No. 4523 or
- 2 Mr. Supachai Phanyawattano  
Certified Public Accountant Registration No. 3930 or
- 3 Ms. Krongkaew Limkittikul  
Certified Public Accountant Registration No. 5874

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.

Mrs. Chonlaros Suntiasvaraporn signed to certify the financial statements of the Company and its subsidiary for the years 2016-2018, totally 3 years and Mr. Supachai Phanyawattano signed to certify the financial statements of the Company and its subsidiary for the years 2014-2015, totally 2 years; they performed their duty well. As for Ms. Krongkaew Limkittikul, she has never signed to certify 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 2019 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 2018.

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 2019 and fixing the audit fee for the year 2019 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 votes on this agenda item was 599,204,603 shares. There was no shareholder

without the voting right on this agenda item. There was no voided ballot. The Meeting resolution was as follows:-

<b>Resolution</b>	<b>Number of shares</b>	<b>% of total shares of the shareholders, attending the Meeting and casting the votes, excluding voided ballots</b>
Agreed	599,204,603	100
Disagreed	0	0
Abstained	0	N/A
Voided ballot	0	-

## **Agenda 6**

### **To consider the election of directors to replace those who retire by rotation and fix the remuneration for the year 2019**

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

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

In order not to influence the voting, the 3 retired directors, namely Mr. Raks Unahabhokha, Mrs. Nitt Visesphan and Mr. Parinya Sahaphatsombut, temporarily left the Meeting while the voting was in process.

The MC informed the Meeting that according to Clause 17 of 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 firstly retire by rotation. The retired director is eligible for re-election. There were 7 director positions in the Company. For the year 2019, the following 3 directors were to retire by rotation:-

- 1 Mr. Raks Unahabhokha Independent Director and Chairman of Audit Committee
- 2 Mrs. Nitt Visesphan Director
- 3 Mr. Parinya Sahaphatsombut Director

As the Company does not have a nomination committee, the Board of Directors, except the 3 aforementioned retired directors, had considered the qualifications, 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 2019 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 the 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 MC; thus, proposed the Meeting to vote and 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**

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 unanimous vote of the shareholders, attending the Meeting and casting the votes. Details of the vote for each director are set out below.

The number of shares of the shareholders, attending the Meeting and casting the votes on this agenda item was 599,204,603 shares. There was no shareholder without the voting right on this agenda item. There was no voided ballot. The Meeting resolution was as follows:-

Director's Name/Position	Agreed		Disagreed		Abstained		Voided ballot
	Shares	%	Shares	%	Shares	%	Shares
1. Mr. Raks Unahabhokha Independent Director and Chairman of Audit Committee	599,204,603	100	0	0	0	N/A	0
2. Mrs. Nitt Visesphan Director	599,204,603	100	0	0	0	N/A	0
3. Mr. Parinya Sahaphatsombut Director	599,204,603	100	0	0	0	N/A	0

Mr. Raks Unahabhokha, Mrs. Nitt Visesphan and Mr. Parinya Sahaphatsombut were invited back to 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 2018, 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 2019, 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, it 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 2019 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 2018.

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 2019 at the amount of not exceeding Baht 4,000,000 (Four Million Baht Only). 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.

Mrs. Nongyao Chompoo Si, a minority shareholder, had a suggestion as follows:-  
"The Company should consider paying half of the amount of the remuneration proposed for the Meeting's approval this year to the directors in 2020 for an increased profit."

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 fixing the remuneration according to the positions and the gratuity for the Board of Directors and the subcommittees of the Company for the year 2019 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 599,239,603 shares. (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right on this agenda item. There was no voided ballot. The Meeting resolution was as follows:-

<b>Resolution</b>	<b>Number of shares</b>	<b>% of total shares of the shareholders who attended the Meeting, excluding voided ballots</b>
Agreed	599,189,603	99.9917
Disagreed	0	0
Abstained	50,000	0.0083
Voided ballot	0	-

#### **Agenda 7**

##### **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.

None of the shareholders proposed any other issue for the Meeting's consideration. However, some shareholders made suggestions and asked questions as follows:-

Mr. Anupong Santavanon, the proxy of Thai Investors Association, raised the following questions:-

1. "How does the Company make the anti-corruption policy known to the subsidiary and trading partners?"

The President clarified :

"The Company has already made the declaration of intent-collective action coalition against corruption. Its anti-corruption policy, as disclosed in the 2018 Annual Report, has been conveyed to the subsidiary and notified to the trading partners, accordingly."

2. "May I know the Company's business direction to increase its sales? And, how much percentage increase in operating performance the Company expects to achieve this year?"

The President clarified :

"With regard to business direction, the Company will focus on IABC-related business. "I" is "Internet of Things" (IoT); "A" is "Artificial Intelligence" (AI); "B" is "Big Data" and "C" is "Cloud". As a proficient System Integrator (SI), the Company offers total solution telecommunications services to the customers. Synergy within Jasmine International Group enables the Company to have more customers. We provide them with products and total solution services. Our target group is the customers from the customer bases of the companies within Jasmine International Group, especially corporate customers such as petrol stations and restaurants."

There was no other question, opinion or suggestion; therefore, the Chairman expressed his appreciation to all attendees and declared the Meeting closed.

The Meeting was closed at 11.00 hrs.

Signed\_\_\_\_\_ - *signature*-\_\_\_\_\_ Chairman of the Meeting

(Mr. Pleumjai Sinarkorn)

Signed\_\_\_\_\_ - *signature*-\_\_\_\_\_ Minutes Taker

(Mrs. Nonglug Pongsrihadulchai)

The 2019 Annual Report  
and  
The Company Financial Statement as at December 31, 2019  
(Available on QR Code)



**Brief Curriculum Vitae of the Directors due to retire and proposed to be re-elected****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 2019 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 authority<sup>1)</sup> 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 sector<sup>2)</sup> 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 assistance 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.

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**Remarks :** <sup>1)</sup> *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*

<sup>2)</sup> *Official sector refers to a central official unit, according to the Law on Administration of State Affairs*

**III 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 : 87 Years  
Education : Ph.D. (Innovative Management),  
Suan Sunandha Rajabhat University  
Specialization : Innovative Management  
Training for director course : With Thai Institute of Directors Association (IOD)  
- Directors Certification Program (DCP)  
- Role of the Compensation Committee (RCC)  
- DCP Refresher Course  
Work experience : 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 : JTS 50,000 shares, equal to 0.007% of the paid up capital  
as at May 28, 2020  
Position of Director/Executive : 1 company - Director, Jasmine International PCL.  
in other listed companies  
Position of Director/Executive in other companies : 1 company (subsidiary)  
(non-listed companies)  
Position of Director/Executive in other companies : -None-  
which may cause conflict of interest to the Company  
Duration of being director : 16 Years  
First Appointment as director : February 19, 2004  
Meeting attendance in 2019 : Board of Directors' Meeting 9/9  
(No. of attendance/No. of the meetings) : Remuneration Committee's Meeting 2/2





2. Name-Surname : **Mrs. Nonglug Pongsrihadulchai**

Proposed Director Position : Director

Age : 64 Years

Education : Master of Agricultural Economics,  
Kasetsart University  
Master of Environmental Management,  
Mahidol University  
Bachelor of Education,  
Chulalongkorn University

Specialization : Corporate Management

Training for director course : With Thai Institute of Directors Association (IOD)  
- Directors Certification Program (DCP) Class No. 147/2011

Work Experience : 1 May 2020-present - Advisor  
Premium Assets Co. Ltd.  
2010-present - Director,  
Jasmine Telecom Systems PCL.  
- Director,  
Cloud Computing Solutions Co., Ltd.  
2009-present - Director,  
Triple T Broadband PCL.  
2007-present - Director,  
Triple T Internet Co., Ltd.

Share holding in the Company : JTS -None-  
as at May 28, 2020

Position of Director/Executive : -None-  
in other listed companies

Position of Director/Executive in other companies : 3 companies  
(non-listed companies) (subsidiary and related companies)

Position of Director/Executive in other companies : -None-  
which may cause conflict of interest to the Company

Duration of being directors : 10 Years

First Appointment as director : July 27, 2010

Meeting attendance in 2019 : Board of Directors' Meeting : 8/9  
(No. of attendance/No. of the meetings)





3. Name-Surname : **Ms. Chaovana Viwatpanachati**  
 Proposed Director Position : Independent Director and Audit Committee  
 Age : 58 Years  
 Education : Master of Accounting,  
 Chulalongkorn University  
 Master of Management,  
 University of Wollongong, NSW, Australia  
 Specialization : Accounting and Auditing  
 Training for director course : With Thai Institute of Directors Association (IOD)  
 - Directors Certification Program (DCP) Class No. 58/2005  
 - Audit Committee Program (ACP)  
 - Risk Management Program for Corporate Leaders – RCL  
 Class No. 4/2016  
 - IT Governance & Cyber Resilience Program (ITG)  
 - Corruption Risk and Control Technical Update Program – CRC  
 Class No. 2/2019  
 Work Experience : 2019-present - Independent Director and Audit Committee,  
 Jasmine Telecom Systems PCL.  
 2019-present - Independent Director, Rambuttri Rung Ruang Co.Ltd.  
 2017-present - Chairman of Audit Committee, Food and Drinks PCL.  
 2014-present - Audit Committee, SCI Electric PCL.  
 2002-present - Audit Committee, Food and Drinks PCL.  
 1999-present - Executive Director, Moore Stephens Dia Sevi Ltd.  
 1994-present - Managing Director, Office of Pitisevi Co., Ltd.  
 Share holding in the Company : JTS -None-  
 as at May 28, 2020  
 Position of Director/Executive : 2 companies - Independent Director and Chairman of Audit Committee,  
 in other listed companies - Food and Drinks PCL.  
 - Independent Director and Audit Committee,  
 SCI Electric PCL.  
 Position of Director/Executive in other companies : 3 companies  
 (non-listed companies)  
 Position of Director/Executive in other companies which may cause : -None-  
 conflict of interest to the Company  
 Duration of being director : 7 Months  
 First Appointment as director : November 28, 2019  
 Meeting attendance in 2019 : Board of Directors' Meeting : 1/9  
 (No. of attendance/No. of the meetings) : Audit Committee Meeting : 0/5

Relationship with the Company/Major company/subsidiaries/associates or other corporates which may have conflicts at present or during the past 2 years :

1. Having no relationship as close relative of executives or major shareholders of the Company/subsidiary or other juristic persons which may have conflicts.
2. Not being an executive director, staff, employee or advisor receiving regular salary
3. Having no significant business relationship which may affect the independence in performing duties
4. Providing professional advice on accounting and being a Certified Public Accountant, but not an auditor of the Company

## Regulations 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 procedures 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 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. Other shareholders can use only one of proxy form: 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 81 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 78 years, Independent Director, Member of Audit Committee and Member of Remuneration Committee, Residing at 101, Soi Phahonyotingolf, Jatujak, Jatujak, Bangkok 10900
  - 3) Ms. Chaovana Viwatpanachati, Age 58 years, Independent Director and Member of Audit Committee, Residing at 425, Soi Nawamin 27, Khlong Chan, Bang Kapi, , Bangkok 10240
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 documents are needed (except for the case that the proxy is a Company's independent director).
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 June 23, 2020 from 12.00 hrs. onwards.

After the process of registration, the Company's officer will give the shareholders or the proxy holders 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 other attending shareholders. (The proxy holder who wants a set of vote cards to copy the proxy grantor's votes for verifying the 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 votes of shareholders who disagree or abstain according to their holding shares from the total votes of shareholders attending and entitled 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.

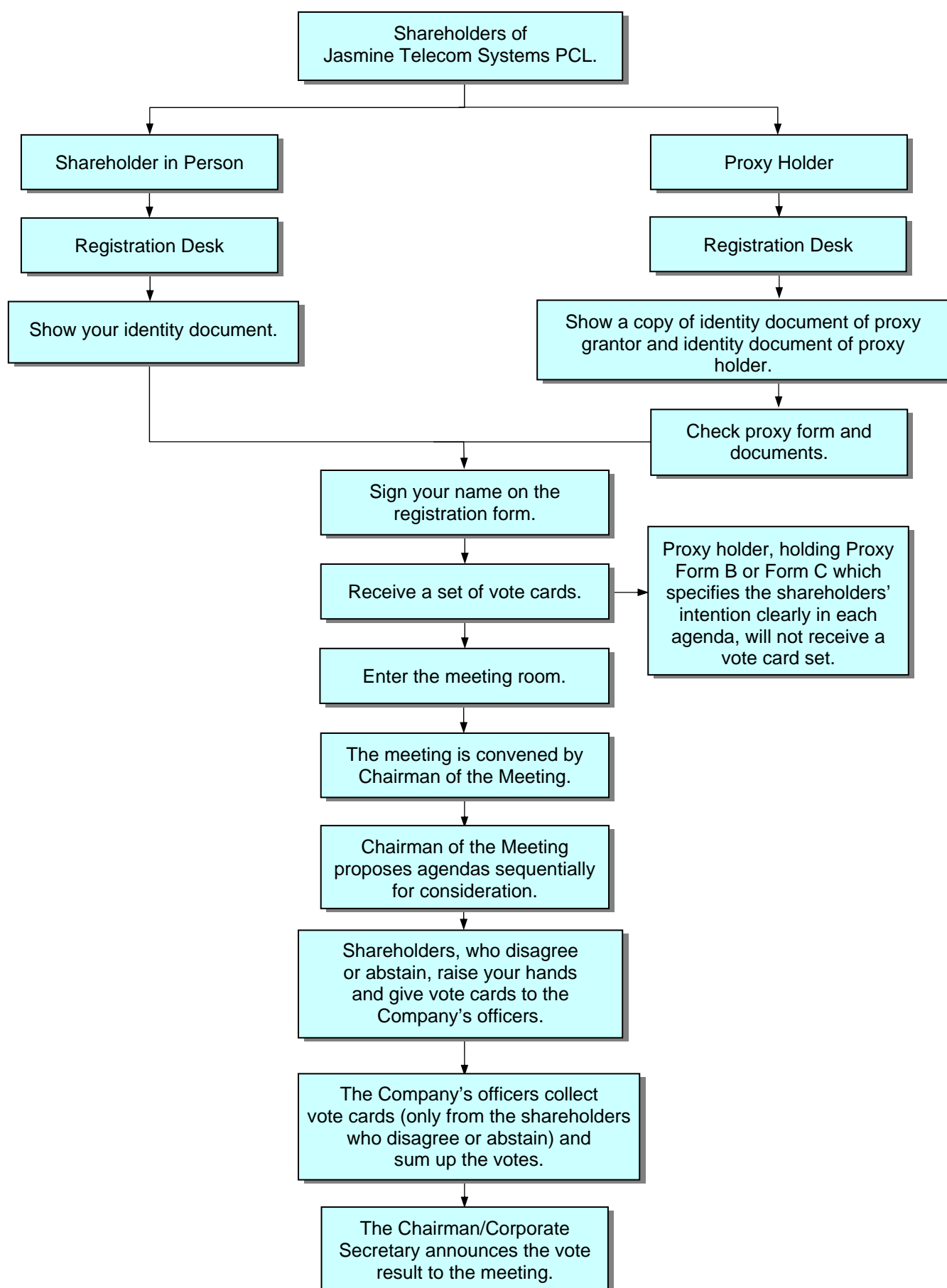
- (1) In normal cases, the resolution shall be adopted by the majority votes of the shareholders who are present and vote in the meeting, of which one share will be counted as one vote. In case of equality of votes, the chairman of the meeting shall have a second or casting vote.
- (2) In the following 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 or public 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 2020 Annual General Meeting of Shareholders  
Jasmine Telecom Systems Public Company Limited  
June 23, 2020**



**\*\* Please return the vote cards for all agendas to the Company's officers after the meeting is closed \*\***

(ปิดอากรแสตมป์ 20 บาท)

(Affix 20 Baht duty stamp)

**หนังสือมอบฉันทะ (แบบ ข.)**  
**Proxy (Form B.)**

เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.

เขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

- (1) ข้าพเจ้า  
I/We  
อยู่บ้านเลขที่  
address
- สัญชาติ  
nationality

- (2) เป็นผู้ถือหุ้นของ บริษัท จัสมิน เทเลคอม ซิสเต็มส์ จำกัด (มหาชน) (“บริษัทฯ”)  
being a shareholder of **Jasmine Telecom Systems Public Company Limited ( the “ Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม  
holding shares at the total amount of  
☐ หุ้นสามัญ  
ordinary share  
☐ หุ้นบุริมสิทธิ  
preference share

หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
shares and having the right to vote equal to \_\_\_\_\_ votes as follows:  
หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
shares and having the right to vote equal to \_\_\_\_\_ votes  
หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
shares and having the right to vote equal to \_\_\_\_\_ votes

- (3) ขอมอบฉันทะให้  
hereby appoint

- (1) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphoe/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or  
(2) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphoe/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or  
(3) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphoe/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 23 มิถุนายน 2563 เวลา 14.00 น. ณ ออดิทอเรียม ชั้น 3 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ เลขที่ 200 หมู่ 4 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่แจ้งเปลี่ยนไป ในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders, held on Tuesday 23<sup>rd</sup> June 2020, at 14.00 hrs., at Auditorium, 3<sup>rd</sup> Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120 or on the date, at time and place, as may be postponed or changed.

1. ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย  
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.  
2. ผู้มอบฉันทะ กรุณาแนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้นมาพร้อมหนังสือมอบฉันทะ  
A copy of identity document of proxy grantor is required to attach with proxy form.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows :-

**วาระที่ 1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 25 เมษายน 2562

**Agenda No. 1** To consider certifying the Minutes of the 2019 Annual General Meeting of Shareholders, held on April 25, 2019

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

**วาระที่ 3** พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

**Agenda No. 3** To consider approving the Company's financial statements, ended December 31, 2019

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

**วาระที่ 4** พิจารณาเรื่องการจัดสรรเงินกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2562

**Agenda No. 4** To consider the allocation of net profit as legal reserve and the dividend payment from the operating result for the year 2019

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

**วาระที่ 5** พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการตรวจสอบบัญชีประจำปี 2563

**Agenda No. 5** To consider an appointment of the auditor and to fix the audit fee for the year 2020

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

**วาระที่ 6** พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ และกำหนดค่าตอบแทนกรรมการสำหรับปี 2563

**Agenda No. 6** To consider the election of directors to replace those who retire by rotation and fix the remuneration for the year 2020

**6.1** อนุมัติเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

1. ผู้ที่มาร่วมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.

2. ผู้มอบฉันทะ กรุณาแนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้นมาพร้อมหนังสือมอบฉันทะ

A copy of identity document of proxy grantor is required to attach with proxy form.



☐ การเลือกตั้งกรรมการทั้งชุด

The election of the complete set of the directors

☐ เห็นด้วย/Agree☐ ไม่เห็นด้วย/Disagree☐ งดออกเสียง/Abstain☐ การเลือกตั้งกรรมการเป็นรายบุคคล ดังรายนามต่อไปนี้

The election of the individual director, namely;

## 1. นายปลื้มใจ สินอากร/ 1. Mr. Pleumjai Sinarkorn

☐ เห็นด้วย/Agree☐ ไม่เห็นด้วย/Disagree☐ งดออกเสียง/Abstain

## 2. นางนงลักษณ์ พงษ์ศรีหตุลชัย/ 2. Mrs. Nonglug Pongsrihadulchai

☐ เห็นด้วย/Agree☐ ไม่เห็นด้วย/Disagree☐ งดออกเสียง/Abstain

## 3. นางสาวชวนา วิวัฒน์พนชาติ/ 3. Ms. Chaovana Viwatpanachati

☐ เห็นด้วย/Agree☐ ไม่เห็นด้วย/Disagree☐ งดออกเสียง/Abstain

## 6.2 อนุมัติกำหนดค่าตอบแทนกรรมการสำหรับปี 2563

## 6.2 To approve fixing the directors' remuneration for the year 2020



(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.



(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

☐ เห็นด้วย/Agree☐ ไม่เห็นด้วย/Disagree☐ งดออกเสียง/Abstain

## วาระที่ 7

พิจารณาแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 3. (วัตถุประสงค์)

## Agenda No. 7

To consider an addition of the Company's objective and an amendment to Clause 3 (Objective) of the Company's Memorandum of Association



(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.



(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

☐ เห็นด้วย/Agree☐ ไม่เห็นด้วย/Disagree☐ งดออกเสียง/Abstain

## วาระที่ 8

พิจารณาเรื่องอื่นๆ (ถ้ามี)

## Agenda No. 8

To consider other issues (if any)



(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.



(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

☐ เห็นด้วย/Agree☐ ไม่เห็นด้วย/Disagree☐ งดออกเสียง/Abstain

- 5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy holder does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholder.

1. ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.

2. ผู้มอบฉันทะ กรุณาแนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้นมาพร้อมหนังสือมอบฉันทะ

A copy of identity document of proxy grantor is required to attach with proxy form.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any acts performed by the proxy holder in this meeting, except in the event that the proxy holder does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Proxy Grantor  
( \_\_\_\_\_ )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( \_\_\_\_\_ )

#### หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy holder shall appoint only one proxy holder to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxy holders to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
With respect to the agenda on the election of the Company's directors, either the complete set of the directors or individual director may be elected.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the continued list of Proxy Form B as per attached.

1. ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย  
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.
2. ผู้มอบฉันทะ กรุณาแนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้นมาพร้อมหนังสือมอบฉันทะ  
A copy of identity document of proxy grantor is required to attach with proxy form.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.**  
**The continued list of Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท จัสมิน เทเลคอม ซิสเต็มส์ จำกัด (มหาชน)

A proxy is granted by a shareholder of **Jasmine Telecom Systems Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันอังคารที่ 23 มิถุนายน 2563 เวลา 14.00 น. ณ ออดิทอเรียม ชั้น 3 จัสมิน อินเตอร์เนชันแนล ทาวเวอร์ เลขที่ 200 หมู่ 4 ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2020 Annual General Meeting of Shareholders, held on Tuesday 23<sup>rd</sup> June 2020, at 14.00 hrs., at Auditorium, 3<sup>rd</sup> Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120 or on the date, at time and place, as may be postponed or changed.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
**Agenda No. Subject :**

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
**Agenda No. Subject :**

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

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(b) The proxy holder shall vote according to my/our intention as follows :-

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
**Agenda No. Subject :**

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows :-

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ)  
**Agenda No. Subject : The election of the directors (continued)**

ชื่อกรรมการ/Name of director \_\_\_\_\_

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

ชื่อกรรมการ/Name of director \_\_\_\_\_

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

ชื่อกรรมการ/Name of director \_\_\_\_\_

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

1. ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย  
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.
2. ผู้มอบฉันทะ กรุณาแนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้นมาพร้อมหนังสือมอบฉันทะ  
A copy of identity document of proxy grantor is required to attach with proxy form.

**Personal Data of the Independent Directors being Proposed as Proxy Holders**

Name Mr. Raks Unahabhokha  
 Position Independent Director, Chairman of Audit Committee and Member of Remuneration Committee  
 Age 81 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 agendas proposed for this AGM : None

*Work Experience*

Period	Position	Company
2014-present	Chairman of the Audit Committee and Member of Remuneration Committee	Jasmine Telecom Systems PCL.
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.

Name Acting Second Lieutenant Annop Suthakavatin  
 Position Independent Director, Member of Audit Committee and Member of Remuneration Committee  
 Age 78 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 agendas 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.
2001-2019	Independent Director and Audit Committee	Royal Orchid Hotel (Thailand) PCL.

**Personal Data of the Independent Directors being Proposed as Proxy Holders**

Name Ms. Chaovana Viwatpanachati  
 Position Independent Director and Member of Audit Committee  
 Age 58 Years  
 Date of Birth August 30, 1961  
 Address 425, Soi Nawamin 27, Khlong Chan, Bang Kapi, , Bangkok 10240  
 Education - Master of Accounting, Chulalongkorn University  
                   - Master of Management, University of Wollongong, NSW, Australia  
 Conflict of interest in the agendas proposed for this AGM : None

***Work Experience***

Period	Position	Company
2019-present	Independent Director and Audit Committee	Jasmine Telecom Systems PCL.
2019-present	Independent Director	Rambuttri Rung Ruang Co.Ltd.
2017-present	Chairman of Audit Committee	Food and Drinks PCL.
2014-present	Audit Committee	SCI Electric PCL.
2002-present	Audit Committee,	Food and Drinks PCL.
1999-present	Executive Director	Moore Stephens Dia Sevi Ltd.
1994-present	Managing Director	Office of Pitisevi Co., Ltd.

### **QR Code Downloading Procedures for the 2019 Annual Report**

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand, has developed a system that enhances the companies, listed on the SET, to send to the shareholders documents regarding the Shareholders' Meeting and the Annual Report in the form of E-books accessible through the QR Code, to facilitate their access to the information rapidly and conveniently. The Shareholders can download the documents from the QR Code by following the steps below.

#### **For iOS System**

1. Turn on the mobile camera.
2. Focus the mobile camera on QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access the documents regarding the meeting.

Remarks : In case the notification does not appear on the screen of the mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER and Line.

#### **For Android System**

1. Open applications such as QR CODE READER and Line.  
How to scan the QR Code with Line application :
  - Open Line application and click on "Add friend"
  - Choose "QR Code"
  - Scan the QR Code
2. Focus the mobile camera on QR Code and scan it.

## Measures and Guidelines for Attending the 2020 Annual General Meeting of Shareholders

The current situation of the spread of the coronavirus disease 2019 (COVID-19) and the AGM that involves the gathering of a large number of the shareholders are risk factors that lead to the spread of COVID-19. With concern for the safety of all the meeting attendees against the risk of COVID-19 infection, Jasmine Telecom Systems Public Company Limited (the “**Company**”) has put in place the measures and the guidelines for attending the 2020 Annual General Meeting of Shareholders (the “**AGM**”) as follows.

1. Encourage for proxy voting instead of attending the AGM in person

1.1 Shareholders who might be of high risk e.g. those recently traveled to and from abroad, those in close contact with someone who traveled to and from abroad or communicable disease areas or places for COVID-19 announced by the Ministry of Public Health, within 14 days before the date of the AGM, those having a fever or a cold; coughing, gasping or sneezing symptoms and/or showing any respiratory symptoms or other symptoms suspected of being infected with COVID-19, are requested to follow the Department of Disease Control's precaution by not attending the meeting and instead are suggested to appoint the Company's Independent Director as their proxy to attend and vote on their behalf.

1.2 The Company requests cooperation from all shareholders even if you are not in a high-risk category to appoint an Independent Director to act as your proxy. The shareholders may use the proxy form and attach the required document as explained in Enclosure 4 of the Notice of the AGM and submit to the following address.

Corporate Secretary Administration Division,  
Jasmine Telecom Systems PCL.  
200 Moo 4, 9<sup>th</sup> Floor, Jasmine International Tower,  
Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120

2. For the shareholders who wish to attend the AGM in person, several measures prepared by the Company could add to the normal registration process on the AGM day. Thus, the Company would like to inform and request for all shareholders' cooperation to follow the measures as stated herein below.

2.1 Screening measures as suggested by the Department of Disease Control: Everyone attending the AGM must be screened before entering the meeting area. Anyone who fails to pass the screening, i.e. having a body temperature higher than 37.5 degrees Celsius and/or having respiratory symptoms, including those who have traveled from abroad or communicable disease areas or places for COVID-19, announced by the Ministry of Public Health, within 14 days prior to the date of the AGM, will be denied the entry.

The shareholders who are denied the entry to the AGM can use proxy voting by assigning an Independent Director to vote on their behalf.

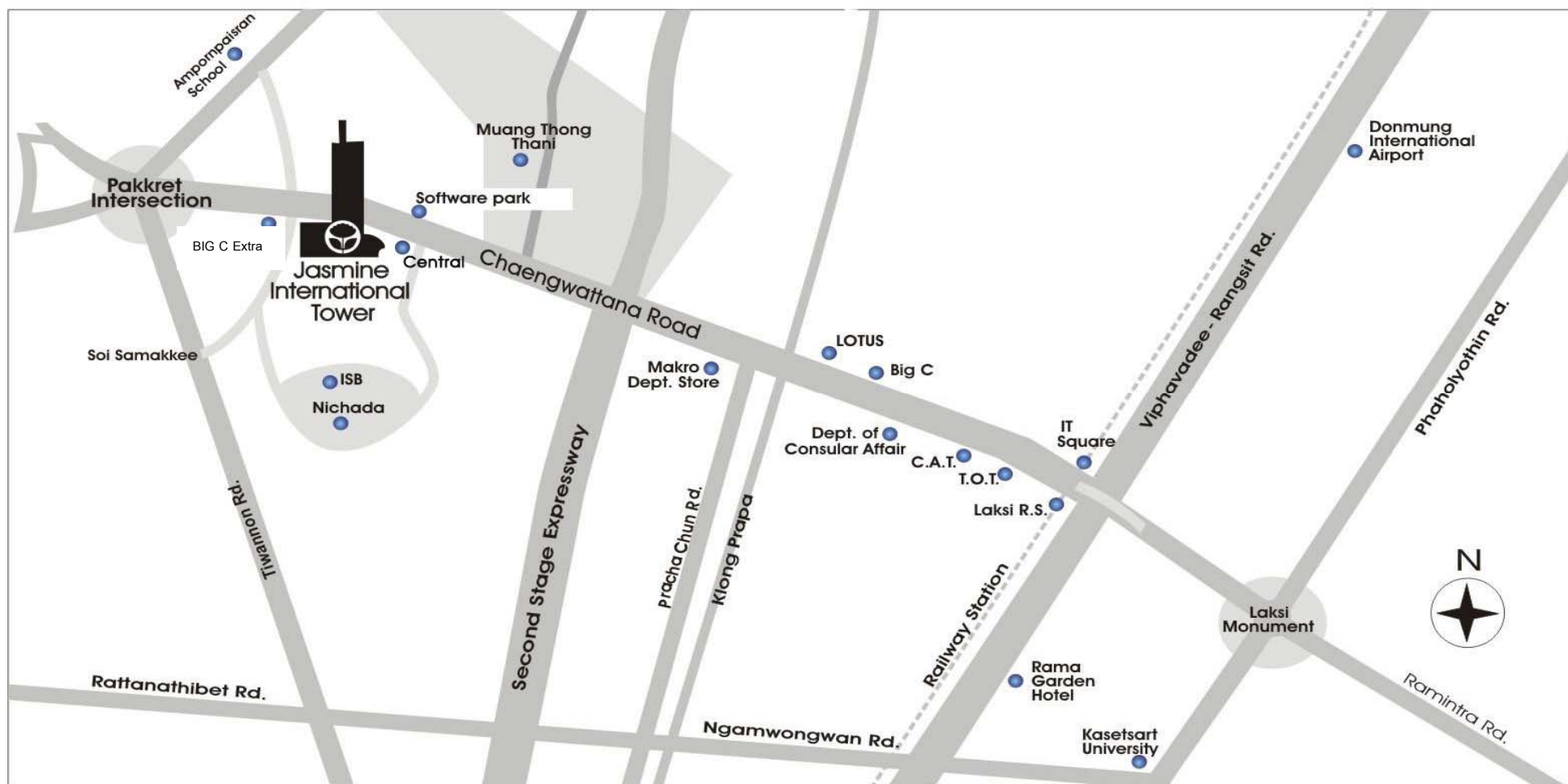
2.2 Measures upon venue arrangement and registration:

- (1) The registration will start at 12.00 p.m.
- (2) Queuing at the screening point, the document screening point and the registration point will keep a distance of at least 1 meter from each other.
- (3) The space between the seats in the meeting room will be 1 meter apart; thus, the meeting room capacity will be limited. In addition, the Company will prepare an additional meeting area with live broadcast.
- (4) Every attendee must wear a facemask at all time during the attendance.
- (5) Only bottled water is available (1 person per 1 bottle). Neither food nor coffee or tea will be provided for the shareholders. In addition, the Company also requests that all the attendees not eat food in the AGM venue and its compound.

The Company apologizes for the delay in the screening and the registration processes that may occur due to these measures and guidelines.



## MAP OF JASMINE INTERNATIONAL TOWER



200, Moo 4, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120 Tel. 0 2100 8232

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