

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

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

As the Company has not yet established a nomination committee, the selection of directors to replace those retiring by rotation of the Company for the year 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 authority¹⁾ in the company, including the shares held by the persons who are related to him
2. Not assuming, both at present and in the past of at least 2 years prior to the appointment date, the position of executive director, employee, staff or advisor receiving regular salary or having controlling authority in the company, holding company, subsidiary, associated company, subsidiary of the same level or a major shareholder or any person having controlling authority in the company; this condition does not include an Independent Director who used to be a government officer or advisor to any official sector²⁾ who is a major shareholder or a person having the controlling authority in the company
3. Not having the relationship by blood line or legal registration as parent, spouse, brother , sister, child and spouse of the child of any executive, major shareholder, authorized person or person nominated as executive or authorized person of the company or the subsidiary
4. Not having, both at present and in the past of at least 2 years prior to the appointment date, any business relationship with the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company in the manner that may hinder his own freedom of judgment in addition to not being both in the past and at present, a significant shareholder, or a person with controlling authority of any person having business relationship with the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company

The above mentioned business relationship includes normal business transaction, rental or lease of immovable property, the transaction relating to assets or services as well as the offer or the receipt of financial 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.

Remarks : ¹⁾ *A person having controlling authority refers to a shareholder or any person who by action is significantly influential to management policy set-up or business operation of the company whether or not such influence is derived due to his / her status as a shareholder or as a representative by contract or by other transactions; such a person having controlling authority is, in particular, a person who falls into one of the following criteria : (A) Holding over 25% of shares, (B) Having the mandate to control the appointment / removal of directors, (C) Having the mandate to control a person in charge of policy set-up (D) Having power / responsibility for business operation as an executive*

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

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

1. Name-Surname : **Mr. Raks Unahabhokha**
 Proposed Director Position : Independent Director and Chairman of Audit Committee
 Age : 80 Years
 Education : Ph.D. in Chemical Engineering, University College London, U.K.
 Bachelor of Engineering (Honours) in Industrial Engineering, Chulalongkorn University
 Specialization : Business Management
 Training for director course : From Thai Institute of Directors Association (IOD)
 - Directors Certification Program (DCP)
 - Audit Committee Program (ACP)
 - Effective Audit Committee
 - Chartered Director Class
 Work experience during the period of 5 years : 2014-present - Chairman of 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 Audit Committee, Jasmine Telecom Systems PCL.
 Share holding in the Company as at March 22, 2019 : JTS -None-
 Position of Director/Executive in other listed companies : -None-
 Position of Director/Executive in other companies (non-listed companies) : -None-
 Position of Director/Executive in other companies which may cause conflict of interest to the Company : -None-
 Duration of being director : 6 Years
 First Appointment as director : July 16, 2013
 Meeting attendance in 2018 : Board of Directors' Meeting 8/8
 (No. of attendance/No. of the meetings) : Audit Committee's Meeting 5/5
 : Remuneration Committee's Meeting 2/2

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

1. Not being an executive director, staff, employee or advisor receiving regular salary
2. Having no significant business relationship which may affect the independence in performing duties
3. Not being a professional service provider (such as auditor or legal advisor)



2. Name-Surname : **Mrs. Nitt Visesphan**
 Proposed Director Position : Director
 Age : 58 Years
 Education : Master of Business Administration (MBA)
 (Public Management), Burapha University
 Bachelor of Arts, Chiang Mai University
 Specialization : Business Management
 Training for director course : -None-
 Work Experience : 2010-present - Director,
 Jasmine Telecom Systems PCL.
 - Director,
 Cloud Computing Solutions Co.,Ltd.
 2008-present - Vice President, Finance Department,
 Jasmine International PCL.
 Share holding in the Company : JTS -None-
 as at March 22, 2019
 Position of Director/Executive : 1 Company - Vice President, Finance Department,
 in other listed companies Jasmine International PCL.
 Position of Director/Executive in other companies : 1 company (subsidiary company)
 (non-listed companies)
 Position of Director/Executive in other companies : -None-
 which may cause conflict of interest to the Company
 Duration of being directors : 9 Years
 First Appointment as director : July 27, 2010
 Meeting attendance in 2018 - Board of Directors' Meeting : 8/8
 (No. of the meetings/ No. of attendance)



3. Name-Surname : **Mr. Parinya Sahaphatsombut**
 Proposed Director Position : Director
 Age : 46 Years
 Education : Master of Management (Telecommunication),
 Asian Institute of Technology (AIT)
 Bachelor of Engineering (Electrical Engineering),
 King Mongkut's Institute of Technology Ladkrabang
 Specialization : Sale and Marketing Management
 Training for director course : -None-
 Work experience during the period of 5 years : 2018-present - Director and President,
 Jasmine Telecom Systems PCL.
 - Director,
 Cloud Computing Solutions Co.,Ltd.
 2008-present - Assistance Vice President, Office of President,
 Jasmine Internet Co., Ltd.
 Share holding in the Company : JTS -None-
 as at March 22, 2019
 Position of Director/Executive : -None-
 in other listed companies
 Position of Director/Executive in other companies : 2 companies (subsidiary company and
 (non-listed companies) Jasmine Internet Co., Ltd.)
 Position of Director/Executive in other companies : -None-
 which may cause conflict of interest to the Company
 Duration of being director : 5 Months
 First Appointment as director : November 7, 2018
 Meeting attendance in 2018 : Board of Directors' Meeting : 2/8
 (No. of attendance/No. of the meetings)