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JAS

ANNUAL
REPORT 2015

JASMINE INTERNATIONAL PUBLIC COMPANY LIMITED

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Interested investors may study more information of the issuer from JAS Annual Registration Statement (Form 56-1) disclosed on www.sec.or.th.



Abbreviation used in 2015 Annual Report

ACT	=	ACeS (Thailand) Company Limited	SHW	=	Smart Highway Company Limited
ACU	=	Acumen Company Limited	TJP	=	T.J.P. Engineering Company Limited
ADSL	=	Asymmetric Digital Subscriber Line	TKSC	=	Telecom KSC Company Limited
AIL	=	ACeS International Company Limited	TLDT	=	Thai Long Distance Telecommunications Company Limited
ARS	=	ACeS Regional Services Company Limited	TT&T	=	TT&T Public Company Limited
Broadband Internet	=	High-speed Internet	TTTBB	=	Triple T Broadband Public Company Limited
CCS	=	Cloud Computing Solutions Company Limited	TTTI	=	Triple T Internet Company Limited
CP	=	Chaengwatana Planner Company Limited	VPN	=	Virtual Private Network
CPN	=	Compunet Corporation Company Limited	WiFi	=	Wireless Fidelity
IKSC	=	Internet Knowledge Service Center Company Limited			
INC	=	In Cloud Company Limited			
IPTV	=	Internet Protocol Television			
ISP	=	Internet Service Provider			
JAS	=	Jasmine International Public Company Limited			
JASMBB	=	JAS Mobile Broadband Company Limited			
JASIF	=	Jasmine Broadband Internet Infrastructure Fund			
JAS-W3	=	The Warrant Representing the Rights to Purchase the Ordinary Shares of Jasmine International Public Company Limited. No. 3			
Ji-NET	=	Jasmine Internet Company Limited			
JIOC	=	Jasmine International Overseas Company Limited			
JSS	=	Jasmine Smart Shop Company Limited			
JSTC	=	Jasmine Submarine Telecommunications Company Limited			
JTS	=	Jasmine Telecom Systems Public Company Limited			
JasTel	=	JasTel Network Company Limited			
MCS	=	Mobile Communication Services Company Limited			
PA	=	Premium Asset Company Limited			
PP	=	Pakkred Planner Company Limited			
PRE	=	Premium Real Estate Company Limited			
NBTC	=	The National Broadcasting and Telecommunications Commission			
CAT	=	CAT Telecom Public Company Limited			
Three BB	=	Three BB Company Limited			
TOT	=	TOT Public Company Limited			
Plan Administrator	=	Chaengwatana Planner Company Limited as the plan administrator of Jasmine International Public Company Limited or Pakkred Planner Company Limited as the plan administrator of Jasmine International Overseas Company Limited, as the case may be			



Message from CEO

Dear Shareholders,

2015 was an unstably, slow economic period globally that did not affect the telecommunications industry. This can easily be seen by Jasmine International PCL's subsidiary Triple T Broadband PCL or "3BB's" client subscription growth from 2014 which increased to more than 2 million users.

Relating to the businesses of Jasmine Group, there was significant gain as a result of the Company's drive which increased the overall sales and service revenues up to 14%, even during the establishment period of Jasmine Broadband Internet Infrastructure Fund (JASIF), which proved to be a success among investors who showed great interest and positive feedback that met our targeted expectations. In addition, JASIF received the Achievement Award for 2015 from the Finance Asia Magazine for Best Thailand Deal. From these accomplishments, comes the motivation for the Company to continuously drive toward further development in all business aspects of broadband internet utilisation expansion nationwide. A report from MIS (Measuring the Information Society) from the International Telecommunication Union (ITU) stated that in 2014, only 25% of Thai households utilised broadband internet compared to 50% utilisation in other countries. With much more room for growth in Thailand, the Company plans to continue it's nationwide broadband internet expansion coverage and increase its overall marketshare status as much as possible, including Bangkok and its perimeter provinces as well as in every sub-district of every province all over the country.

In addition to providing broadband internet through ADSL technology, 3BB provides broadband internet through a network using technology of fiber optics known as FTTx, now, available in all major and minor provincial cites all over Thailand. Such massive penetration can only guarantee a stronger and more stable financial position for JAS Group.





Message from CEO

As for our Corporate Social Responsibility duties (**“CSR”**), JAS Group as a telecommunications service provider is aware of the lack of internet access for Thai youth in remote provincial areas compared to youth who reside in major cities both in Thailand and globally. Because of this shortcoming, Jasmine International PCL has joined forces with Triple T Broadband’s 3BB to provide free broadband internet & WiFi access in provincial regions selecting educational institutions at the grammar school level affiliated with the Office of the Basic Education Commission located in very remote areas across the country that lack technology access for educational purposes. Our continued CSR duties provided through to the end of 2015 resulted in a total of free broadband internet & WiFi installation for 716 schools and the Company aims a target of 1,500 schools by the year 2017.

On a last note, on behalf of the Company’s management, I want to acknowledge and give thanks to all JAS shareholders, business partners and affiliates, financial institutions, government-affiliated and private institutions, and to all of our devoted customers for your undivided support and continued trust in JAS Group. Thank you to all JAS company employees nationwide for your hard work and dedication toward further growth. I believe that your determination and strong teamwork will ensure continued growth and success for the future of JAS Group.

Mr. Pete Bodharamik
Chief Executive Officer

JAS Board of Directors



Mr. Sudhitham Chirathivat

Chairman of the Board of Directors and Independent Director



Mr. Pete Bodharamik

Chief Executive Officer and Director



JAS Board of Directors



Dr.Vichit Yamboonruang
Independent Director



Dr.Yodhin Anavil
Independent Director



Mrs.Chantira Purnariksha
Independent Director

JAS Board of Directors



Mr. Pleumjai Sinarkorn
Director



Mr. Somboon Patcharasopak
Director



Mr. Terasak Jerauswapong
Director



Mr. Subhoj Sunyabhisithkul
Director



Ms. Saijai Kitsin
Director



Dr. Soraj Asavaprapha
Director

JAS DIRECTORS, EXECUTIVES, AUTHORIZED PERSONS, AND CORPORATE SECRETARY

1. Information of JAS Directors, Executives, Authorized Persons, and Corporate Secretary

1.1 Background and Personal Information of JAS Directors, Executives, Authorized Persons, and Corporate Secretary

Name-Surname Position Date of Registration for Directorship	Age (Years)	Academic Degree/Training	Family Relationship with Directors and Executives	JAS, JAS-W3 holding Ratio (%) ¹⁾	Work Experience
1) Mr. Sudhitham Chirathivat Independent Director and Chairman of the Board of Directors 3 February 2010	68	- MBA Operation Research, Iona University, New York, USA. - Thai Institute of Directors Association (IOD): Director Certification Program (DCP) (in 2003)	None	-	2014-Present Independent Director and Member of Audit Committee TV Thunder PCL. 2010-Present Chairman of the Board of Directors, Jasmine International PCL. 2004-Present Vice Chairman and Executive Director, Robinson Department Store PCL. 2002-Present Director and Chairman of Advisory Committee, Central Group Co., Ltd. Chairman of Executive Committee, Earth Care Co., Ltd. Executive Director, The Vintage Club Co., Ltd Director and Executive Director, - Central Pattana PCL. - Central Plaza Hotel PCL.
2) Dr. Vichit Yamboonruang Independent Director and Chairman of Audit Committee 4 June 1999	74	- Ph.D. Public & International Affairs, University of Pittsburgh, Pennsylvania, USA. - Thai Institute of Directors Association (IOD): Director Accreditation Program (DAP) (in 2004) Director Certification Program (DCP) (in 2004) The Role of Chairman Program (RCP) (in 2004) Audit Committee Program (ACP) (in 2004) Chartered Director Class (CDC) (in 2007)	None	JAS = 0.010 JAS-W3= None	2014-Present Independent Director and Chairman of Audit Committee, BMP Energy PCL. 2012-Present Independent Director and Chairman of Audit Committee, Sherwood Chemicals PCL. 2011-Present Chairman of the Board of Directors and Independent Director, Ekarat Engineering PCL. 2008-Jan. 2014 Chairman and Chief Executive Officer, Thai Premier League Co., Ltd. 2006-Present Independent Director and Chairman, Wiik & Hoeglund PCL. 2004-2013 Independent Director and Chairman of Audit Committee, RPCG PCL 1999-Present Independent Director and Chairman of Audit Committee, Jasmine International PCL.

Remarks: ¹⁾ JAS = Ordinary share; the total number of JAS used for calculation = 7,133,530,653 shares

JAS-W3 = the Warrant Representing the Rights to Purchase the Ordinary Shares of the Company; the total number of JAS-W3 used for calculation = 3,289,591,716 units

Name-Surname Position Date of Registration for Directorship	Age (Years)	Academic Degree/Training	Family Relationship with Directors and Executives	JAS, JAS-W3 holding Ratio (%) ¹⁾	Work Experience
3) Dr. Yodhin Anavil Independent Director, Member of Audit Committee, and Chairman of Remuneration and Nomination Committee 28 September 2006	66	<ul style="list-style-type: none"> - Ph.D. Electric Engineer, University of Cincinnati, Ohio, USA. - Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP) (in 2006) - Director Certification Program (DCP) (in 2008) - Audit Committee Program (ACP) (in 2008) - Chartered Director Class (CDC) (in 2008) - Role of the Compensation Committee (RCC) (in 2008) - Financial Statement Demystified for Directors (FDD) (in 2009) - A talk on "The Challenging in Nominating Independent Directors" - Seminar on Thai Directors Compensation Survey 2014 - Directors Forum 2/2015 "Building Better Board through Effective Independent Director" (in 2015) - Basic course on New Auditor Reporting and a seminar on "The UK Experience on Implementing the Enhanced Auditor Reporting" (in 2016) 	None	-	<p>Independent Director and Chairman of Remuneration and Nomination Committee, Muangthai Leasing PCL.</p> <p>Chairman of Remuneration and Nomination Committee, Jasmine International PCL.</p> <p>Independent Director, Audit Committee, Corporate Governance Committee, Robinson Department Store PCL.</p> <p>Advisor to Director Committee, D.T.C. Industries PCL.</p> <p>Expert of the Committee on Constitutional Organs Affairs and Following up the Budget Administration</p> <p>Member of Remuneration and Nomination Committee, Jasmine International PCL.</p> <p>Advisor and Vice Chairman, POP Network Co., Ltd.</p> <p>Independent Director and Member of Audit Committee, Jasmine International PCL.</p> <p>Executive Director, The Vintage Club Co., Ltd.</p>
4) Mrs.Chantra Purnarksha Independent Director and Member of Audit Committee 20 December 2011	69	<ul style="list-style-type: none"> - M.A. Diplomacy and Comparative Economics, University of Kentucky USA. - Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP) (in 2005) 	None	-	<p>Advisor to the Board of Directors Muang Thai Insurance PCL.</p> <p>President / CEO, Saha Pathana Inter-Holding PCL.</p> <p>Director, Saha Pathana Inter-Holding PCL.</p> <p>Independent Director and Member of Audit Committee, Kasikornbank PCL.</p> <p>Independent Director and Member of Audit Committee, Jasmine International PCL.</p> <p>Independent Director, Phatra Leasing PCL.</p> <p>Secretary-General, Office of Insurance Commission (OIC) Director, S.P. Enterprise Co., Ltd.</p>

Remarks: ¹⁾ JAS = Ordinary share; the total number of JAS used for calculation = 7,133,530,653 shares
JAS-W3 = the Warrant Representing the Rights to Purchase the Ordinary Shares of the Company; the total number of JAS-W3 used for calculation = 3,289,591,716 units

Name-Surname Position Date of Registration for Directorship	Age (Years)	Academic Degree/Training	Family Relationship with Directors and Executives	JAS, JAS-W3 holding Ratio (%) ¹⁾	Work Experience
5) Mr.Pete Bodharamik ²⁾ Director ³⁾ , Chief Executive Officer and President 21 March 2008	43	Bachelor of Management Sciences, London School of Economics and Political Science, England	None	JAS = 25.85 JAS-W3 = 16.84	2012-Present - Chairman, Mono Technology PCL. - Director, PVS Development Co., Ltd. 2008-Present - Director and Chief Executive Officer, Jasmine International PCL. - Director, Jasmine International Group 2008-2010 Director and Chairman, Jasmine Telecom Systems PCL. 2007-Present Director, Triple T Internet Co., Ltd. 2006-Present Director, Triple T Broadband PCL. 2002-Present Director, Mono Group. 2001-Present Director, TT&T PCL. 1995-Present Director, Emerald Farm Co., Ltd.
6) Mr.Somboon Patcharasopak ²⁾ Director ³⁾ , Member of Remuneration and Nomination Committee and Chairman of Risk Management Committee 7 January 1994	55	- Honorary Doctorate Degree, Faculty of Science and Technology, Rajamangala University of Technology Phra Nakhon - MBA, Kasetsart University - Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP) (in 2003) Director Certification Program (DCP) (in 2003)	None	JAS = 0.26 JAS-W3 = 0.28	2012-Present Chairman of Risk Management Committee, Jasmine International PCL. 2008-Present - Member of Remuneration and Nomination Committee, Jasmine International PCL. - Director, TT&T PCL. 2004-Present Member of Risk Management Committee, Jasmine International PCL. 1988-Present Director, Jasmine International Group 1982-Present Director, Jasmine International PCL.

Remarks: ¹⁾ JAS = Ordinary share; the total number of JAS used for calculation = 7,133,530,653 shares
JAS-W3 = the Warrant Representing the Rights to Purchase the Ordinary Shares of the Company; the total number of JAS-W3 used for calculation = 3,289,591,716 units

²⁾ Person, approved by the Company's directors, to assume the position of director and authorized person in the subsidiaries that operate the Company's core businesses

³⁾ Authorized director

Name-Surname Position Date of Registration for Directorship	Age (Years)	Academic Degree/Training	Family Relationship with Directors and Executives	JAS, JAS-W3 holding Ratio (%) ¹⁾	Work Experience
7) Mr.Subhoj Sunyabhisithkul ²⁾ Director ³⁾ 4 June 1999	47	- Bachelor of Electrical Engineering, Chulalongkorn University - Thai Institute of Directors Association (IOD) : Director Certification Program (DCP) (in 2004)	None	-	2007-Present Director and President, Triple T Broadband PCL. 2004-2011 Director, Triple T Internet Co., Ltd. Member of Risk Management Committee, Jasmine International PCL. 1999-Present Director, Jasmine International PCL. 1997-Present Director, Jasmine International Group 1988-Present Executive, Jasmine International Group
8) Mr.Terasak Jerauswapong ²⁾ Director ³⁾ and Member of Risk Management Committee 22 June 2000	54	- Bachelor of Electrical Engineering, (Telecommunications), King Mongkut's Institute of Technology, Ladkrabang - Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP) (in 2004) Director Certification Program (DCP) (in 2004)	None	JAS = 0.08 JAS-W3 = 0.08	2004-Present Member of Risk Management Committee, Jasmine International PCL. 1999-Present Director, Jasmine International PCL. 1996-Present President, Jasmine Submarine Telecommunications Co.,Ltd. 1990-Present Director, Jasmine International Group 1988-Present Executive, Jasmine International Group
9) Ms.Saijai Kitsin ²⁾ Director, Executive Vice President, Secretary to the Board of Directors and Corporate Secretary 8 May 2008	53	- MS. (Accounting), Chulalongkorn University - Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP) (in 2004) Director Certification Program (DCP) (in 2004) Finance for Non-Finance Director (FND) (in 2005) Audit Committee Program (ACP) (in 2005)	None	JAS = 0.03 JAS-W3 = 0.03	2015-Present Director, Premium Asset Co., Ltd. 2008-Present Director, Executive Vice President and Corporate Secretary, Jasmine International PCL. 2011-Present Director, In Cloud Co., Ltd. 2007-Present Director, Triple T Internet Co., Ltd. 2006-Present Director, Triple T Broadband PCL. 1992-Present Director and Executive, Jasmine International Group

Remarks: ¹⁾ JAS = Ordinary share; the total number of JAS used for calculation = 7,133,530,653 shares

²⁾ JAS-W3 = the Warrant Representing the Rights to Purchase the Ordinary Shares of the Company; the total number of JAS-W3 used for calculation = 3,289,591,716 units

³⁾ Person, approved by the Company's directors, to assume the position of director and authorized person in the subsidiaries that operate the Company's core businesses

Authorized director

Name-Surname Position Date of Registration for Directorship	Age (Years)	Academic Degree/Training	Family Relationship with Directors and Executives	JAS, JAS-W3 holding Ratio (%) ¹⁾	Work Experience
10) Mr. Pleumjai Sinarakorn Director and Member of Remuneration and Nomination Committee 20 November 2008	82	<ul style="list-style-type: none"> - Ph.D. (Innovative Management), Suan Sunandha Rajabhat University - MBA, Suan Sunandha Rajabhat University - Thai Institute of Directors Association (IOD) : Director Certification Program (DCP) (in 2004) Role of the Compensation Committee (RCC) (in 2007) DCP Refresher Course (in 2008) 	None	<p>JAS = 0.008 JAS-W3=None</p>	<p>2014-Present Chairman of Remuneration Committee, Jasmine Telecom Systems PCL.</p> <p>2011-Present Member of Remuneration and Nomination Committee, Jasmine International PCL.</p> <p>2010-present Director, Cloud Computing Solutions Co., Ltd.</p> <p>2009-present Advisor, JasTel Network Co., Ltd.</p> <p>2008-Present Director, Jasmine International PCL.</p> <p>2007-Present Director, TT&T Group</p> <p>2004-Present Director and Member of Remuneration Committee</p> <p>2004-2015 Jasmine Telecom Systems PCL.</p> <p>Executive Director</p> <p>Jasmine Telecom Systems PCL.</p> <p>1994-Present Director, TT&T PCL.</p>
11) Dr. Soraj Asavaprapha Director 30 March 2011	50	<p>Ph.D Business Administration, International Business, Alliant International University, San Diego, USA.</p> <ul style="list-style-type: none"> - Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP) (in 2008) Director Certification Program (DCP) (in 2008) The Role of Chairman Program (RCP) (in 2009) 	None	-	<p>2014-Present Director, Sapsipenong Co., Ltd.</p> <p>2012- Present Vice Chairman and Chairman of Executive Committee Mono Technology PCL.</p> <p>2011-Present Director, Jasmine International PCL.</p> <p>2009-2013 Independent Director and Chairman of Audit Committee, Cyber Planet Interactive PCL.</p> <p>2009-2012 Honor Associated Specialist, The Committee of National Science Technology and Innovation Policy</p> <p>2007-Present Director, Asava Co., Ltd.</p> <p>Director, Thana Fah Thai Co., Ltd.</p> <p>2005- Present Director, PSW Car Rental Co., Ltd.</p> <p>2004-Present Executive Director, Toyota P.S. Enterprise Co., Ltd.</p> <p>2002-Present Director, Mono Group</p> <p>1998-Present Director, V. Conglomerate Co., Ltd.</p>

Remarks: ¹⁾ JAS = Ordinary share; the total number of JAS used for calculation = 7,133,530,653 shares
JAS-W3 = the Warrant Representing the Rights to Purchase the Ordinary Shares of the Company; the total number of JAS-W3 used for calculation = 3,289,591,716 units

Name-Surname Position	Age (Years)	Academic Degree/Training	Family Relationship with Directors and Executives	JAS, JAS-W3 holding Ratio (%) ¹⁾	Work Experience
12) Mrs.Chuenkamol Treesuattacheep Chief Financial Officer, Finance Department	45	MBA Finance, National Institute of Development Administration	None	-	2005-Present - Executive, Jasmine International Group
13) Mrs.Nitt Viseshpan Vice President, Finance Department	55	Master of Administration (Public Management), Burapha University	None	-	1994-Present - Executive, Jasmine International Group
14) Ms.Sinenart Jongpakpaisal Vice President, Accounting Department	53	Master of Science Accounting, Thammasat University	None	-	1992-Present - Executive, Jasmine International Group
15) Mrs.Uraiporn Charoenchit Vice President, Regulatory & Compliance Department	51	Bachelor of Arts, Thammasat University	None	-	1992-Present - Executive, Jasmine International Group

Remarks: ¹⁾ JAS = Ordinary share; the total number of JAS used for calculation = 7,133,530,653 shares

JAS-W3 = the Warrant Representing the Rights to Purchase the Ordinary Shares of the Company; the total number of JAS-W3 used for calculation = 3,289,591,716 units

1.2 Roles and Responsibilities of Corporate Secretary

Please see Section 7, Subsection 7.3

1.3 Directors, Executives, and Authorized Persons of the Subsidiaries that Operate the Company's Core Businesses

(Names of persons approved by the Company's directors, to assume the position of directors and authorized persons in the subsidiaries that operate the Company's core businesses are presented in Subsection 1.1)

Name-Surname Position	Age (Years)	Academic Degree/Training	Family Relationship with Directors and Executives	JAS, JAS-W3 Shareholding Ratio (%) ¹⁾	Work Experience
Jasmine Submarine Telecommunications Co., Ltd.					
1) Ms.Sinenart Jongpakpaissal Vice President, Accounting and Finance Department	53	Master of Science Accounting, Thammasat University	None	-	1992-Present Executive, Jasmine Submarine Telecommunications Co., Ltd.
2) Ms.Lukkana Moolsri Senior Manager, Administration Department	56	Master of Arts (Psychology), Chulalongkorn University	None	-	1993-Present Executive, Jasmine Submarine Telecommunications Co., Ltd.
Acumen Co., Ltd.					
1) Mrs.Nonglug Pongsrihadulchai General Manager	60	Master of Environment Technology Management, Mahidol University	None	-	1994-Present Executive, Acumen Co., Ltd.
2) Mr.Kamchai Vongkledhark Assistant General Manager	45	Bachelor of Engineering (Computer Engineering), Kasetsart University	None	-	1993-Present Executive, Acumen Co., Ltd.
3) Mrs.Jirawat Prayoonyuang Assistant Vice President, Satellite Business Department	54	Bachelor of Arts, Ramkhamhaeng University	None	-	1993-Present Executive, Acumen Co., Ltd.
4) Mrs.Kanchana Surbkitwanchai Senior Manager	49	Bachelor of Accounting, Kirk University	None	-	1992-Present Executive, Acumen Co., Ltd.

Remarks: ¹⁾ JAS = Ordinary share; the total number of JAS used for calculation = 7,133,530,653 shares

JAS-W3 = the Warrant Representing the Rights to Purchase the Ordinary Shares of the Company; the total number of JAS-W3 used for calculation = 3,289,591,716 units

2. Directors, Executives, and Authorized persons of the Company who are also Directors, Executives and Authorized persons of the Subsidiaries and the Associates

Name of Executive	JAS	Subsidiary																Associate		
		TTTB	TTTI	INC	JSTC	TLDT	JasTel	Ji-NET	ACU	ARS	SHW	JTS	CCS	PA	CP	JIOC	ACT		PP	JASMBB
1) Mr.Sudhitham Chirathivat	C,I																			
2) Dr.Vichit Yamboonruang	CA,I																			
3) Dr.Yodhin Anavil	AC,I,CRN																			
4) Mrs.Chantra Purnariksha	AC,I																			
5) Mr.Soomboon Patcharasopak	A,CRM,RN				A	A	A	A	A	A	D			A	A	A	A			A
6) Mr.Subhoj Sunyabhisithkul	A	A,P	A	A	A	A	A	A	A	A						A	A			
7) Mr.Terasak Jerauswapong	A,RM				A,P	A	A		A	A	A					A	A	A		A
8) Mr.Pete Bodharamik	A,P,CEO	A	A		A	A	A,P	A	A	A	A			A				A		
9) Ms.Saijai Kitsin	D,EVP	A	A	A	A	A	A							A				A		
10) Mr.Pleumjai Sinarkorn	D,RN											A,CRC	A							
11) Dr.Soraj Asavaprapha	D																			
12) Mr.Pisit Tantirodjanakijakam		E	E					D												

Remarks:

A	=	Authorized Director	AC	=	Member of Audit Committee	C	=	Chairman of the Board of Directors
CA	=	Chairman of Audit Committee	CEO	=	Chief Executive Officer	CRC	=	Chairman of Remuneration Committee
CRN	=	Chairman of Remuneration and Nomination Committee	CRM	=	Chairman of Risks Management Committee	D	=	Director
E	=	Executive Director	EVP	=	Executive Vice President	I	=	Independent Director
P	=	President	RM	=	Risks Management Committee	RN	=	Remuneration and Nomination Committee

3. Penalty record of Directors, Executives, and Authorized persons during the past 5 years

Directors, executives and authorized persons have not committed any offence against the Securities and Exchange Act, B.E.2535 or the Derivative Act, B.E.2546, especially in connection with the following :-

3.1 Dishonesty or serious negligence in performing duties

3.2 Disclosure or dissemination of false information that may result in misleading or misunderstanding as well as concealment of significant material information that should be clearly communicated because such cover-up may affect the decision making of shareholders, investors or other related persons

3.3 Unfair acts or the taking of advantage of investors in trading securities or futures contracts as well as having or used to have a part in doing or supporting such deeds

Directors of the Subsidiaries and Associate Companies

Name of Executive		Subsidiary																Associate		
		TTTBB	TTTI	INC	JSTC	TLDT	JasTel	Ji-NET	ACU	ARS	SHW	JTS	CCS	PA	CP	JIOC	ACT	PP	JASMBB	IKSC
1. Mrs.Nonglug	Pongsrihadulchai	A	A									A	A							
2. Ms.Chongrak	Rojanavipat	A																		
3. Mr.Vasu	Prasannate	A																		
4. Mr.Anupong	Bodharamik	A																		
5. Mrs.Somchit	Terachutikul				D															
6. Mr.Kittipong	Mekvichitsaeng									A										
7. Mr.Varin	Chayanun									A										
8. Mr.Raks	Unahabhokha										CA,I,RC									
9. Acting Sub Lt. Annop	Suthakavatin										AC,I,RC									
10. Maj. Gen. Sunanta	Sirisumpan										AC,I									
11. Mrs.Nitt	Visesphan			A							A	A								
12. Mrs.Pindao	Rojanakul											A		A						
13. Mr.Suraphol	Chanpetch			A																
14. Ms.Oranuch	Chandhasin													A						
15. Ms.Yaowapa	Rattanaaburee																A			
16. Mrs.Lalana	Tharasuk																A			
17. Mrs.Surparsorn	Honchaiya																			A
18. Mr.Taj	Bussadeegarn																			A
19. Mr.Aroon	Tatsanachantatane																			A
20. Mr.Chumanus	Keshsathira																			A
21. Mr.Sombat	Punsiripat																	A		
22. Mr.Yordchai	Asawathongchai																		A	

Remarks: A = Authorized Director AC = Member of Audit Committee CA = Chairman of Audit Committee
D = Director I = Independent Director RC = Remuneration Committee

Information of JAS Head of Internal Audit

Name-Surname	Academic Degree/Training	Work Experience
Mrs.Nipaporn Rattanarmik Manager, Office of Internal Audit	<ul style="list-style-type: none"> - Bachelor of Business Administration (Finance and Banking), Ramkhamhaeng University - Federation of Accounting Professions under the Royal Patronage of His Majesty the King : IT Audit Risk Assessment for Audit Planning Internal Auditing Certificate Program (IACP) - The Institute of Internal Auditors of Thailand : Skills for the New Auditor-In-Charge Fraud Audit - The Stock Exchange of Thailand : Internal Control over Financial Reporting 	<ul style="list-style-type: none"> 2008-Present Manager, Office of Internal Audit, Jasmine International PCL. 2004-2007 Assistant Manager, Office of Internal Audit Jasmine International PCL.

Changes in Shareholding of Directors and Executives

Name-Surname	Number of Shares (Shares)			Number of JAS-W3 ¹⁾ (Units)		
	as at 31 Dec. 2014	Change in Number of Shares in 2015 Increase / (Decrease)	as at 31 Dec. 2015	as at 6 Jul.2015 ²⁾	Change in Number of JAS-W3 in 2015 Increase / (Decrease)	as at 31 Dec. 2015
Director						
1. Mr.Sudhitham Chirathivat	-	-	-	-	-	-
Spouse and Minor child	-	-	-	-	-	-
2. Dr.Vichit Yamboonruang	450,000	200,000	650,000	269,607	(269,607)	-
Spouse and Minor child	-	-	-	-	-	-
3. Dr.Yodhin Anavil	-	-	-	-	-	-
4. Mrs.Chantra Purnariksha	-	-	-	-	-	-
Spouse and Minor child	-	-	-	-	-	-
5. Mr.Pete Bodharamik	1,844,046,870	-	1,844,046,870	903,944,543	(350,000,000)	553,944,543
6. Mr.Somboon Patcharasopak	18,589,270	-	18,589,270	9,112,387	-	9,112,387
Spouse and Minor child	-	-	-	-	-	-
7. Mr.Subhoj Sunyabhisithkul	-	-	-	-	-	-
Spouse and Minor child	-	-	-	-	-	-
8. Mr.Terasak Jerauswapong	5,585,080	-	5,585,080	2,737,784	-	2,737,784
Spouse and Minor child	-	-	-	-	-	-
9. Mr.Pleumjai Sinarkorn	300,000	247,058	547,058	147,058	(147,058)	-
Spouse and Minor child	-	-	-	-	-	-
10. Ms.Saijai Kitsin	2,074,790	-	2,074,790	1,017,053	-	1,017,053
11. Dr.Soraj Asavaprappa	11,000,000	(11,000,000)	-	5,392,156	(5,392,156)	-
Spouse and Minor child	-	-	-	-	-	-
Executive						
1. Mrs.Chuenkamol Treesuttacheep	-	-	-	-	-	-
Spouse and Minor child	-	-	-	-	-	-
2. Mrs.Nitt Visphan	-	-	-	-	-	-
Spouse and Minor child	-	-	-	-	-	-
3. Ms.Sinenart Jongpakpaisal	-	-	-	-	-	-
4. Mrs.Uraiporn Charoenchit	-	-	-	-	-	-
Spouse and Minor child	-	-	-	-	-	-

Remarks: ¹⁾ The Warrant Representing the Rights to Purchase the Ordinary Shares of Jasmine International Public Company Limited. No. 3

²⁾ Issuance date of the Warrants Representing the Rights to Purchase the Ordinary Shares of Jasmine International Public Company Limited. No. 3

Shareholding in Subsidiaries and Associate Company of the Board of Directors

Company name	Name of Director		Number of Ordinary Shares as at 31 December 2015
In Cloud Co., Ltd.	Mr.Subhoj	Sunyabhisithkul	1
Jasmine Submarine Telecommunications Co., Ltd.	Mr.Somboon	Pacharasopak	2
	Ms.Saijai	Kitsin	1
Thai Long Distance Telecommunications Co., Ltd.	Mr.Somboon	Pacharasopak	2
	Mr.Terasak	Jerauswapong	1
	Ms.Saijai	Kitsin	1
JasTel Network Co., Ltd.	Mr.Somboon	Pacharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	3
	Ms.Saijai	Kitsin	1
Acumen Co., Ltd.	Mr.Somboon	Pacharasopak	1
	Ms.Saijai	Kitsin	2
ACeS Regional Services Co., Ltd.	Mr.Somboon	Pacharasopak	1
Smart Highway Co., Ltd.	Mr.Somboon	Pacharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	3
Jasmine Telecom Systems PCL.*	Mr.Somboon	Pacharasopak	400
	Mr.Subhoj	Sunyabhisithkul	100
	Mr.Terasak	Jerauswapong	1,000
	Ms.Saijai	Kitsin	400
	Mr.Pleumjai	Sinarkorn	50,000
Cloud Computing Solutions Co., Ltd.	Ms.Saijai	Kitsin	3
Premium Asset Co., Ltd.	Mr.Terasak	Jerauswapong	3
Jasmine Broadband Internet Infrastructure Fund	Mr.Pete	Bodharamik	225,000,000
JAS Mobile Broadband Co., Ltd.	Mr.Pete	Bodharamik	350
	Ms.Saijai	Kitsin	350
ACeS (Thailand) Co., Ltd.	Mr.Somboon	Pacharasopak	1
T.J.P. Engineering Co., Ltd.	Mr.Somboon	Pacharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	2
Mobile Communication Services Co., Ltd.	Mr.Somboon	Pacharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	3
Compunet Corporation Co., Ltd.	Mr.Somboon	Pacharasopak	1
	Ms.Saijai	Kitsin	2
Three BB Co., Ltd.	Mr.Somboon	Pacharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	2
Jasmine Smart Shop Co., Ltd.	Mr.Somboon	Pacharasopak	1

Remarks: * Shareholding as at 25 November 2015, the closing date of share register book



Business Policy and Business Operation Overview

1. Business Policy and Business Operation Overview

Jasmine International PCL. was established on 3 December 1982 by a group of Thai consultants who were experts in telecommunications engineering and management. At the beginning, the Company engaged only in providing engineering consulting service. It gradually expanded its business to broader lines. It was in 1994 that the Company transformed itself into a public company and was listed on the Stock Exchange of Thailand, with funds raised from both the local and the foreign money markets and the capital markets to be used for business expansion.

At Present, the Company has adjusted its role to be an investment or holding company, with an objective to invest in telecommunications and information technology businesses. Also, the Company chooses to invest in businesses whose products and services support and compliment one another. To achieve such goal, the Company fully utilizes potentiality in its well synergized human capital, telecom networks and other core assets. Nowadays, the Company's businesses are categorized into 4 groups, namely:

1. Broadband Business that provides high-speed connectivity, digital data network, Internet services, software and applications, as well as nationwide WiFi service.
2. Telecom Network & Service Provider Business that provides marine services and submarine optical fiber maintenance service on both the eastern and the western coast-lines, leased-circuits for domestic and international data communications, international Internet gateways, data center services and satellite communications.
3. System Integration Business that provides equipment sourcing, design, and installation of telecommunications and IT systems, as well as the distribution of computer systems and other related equipment; included in this category also are telecommunications and cloud computing businesses.
4. Other Businesses that include property and office rental and related services for Jasmine International Tower.

1.1 The Company's Vision, Objective, Goal, or Strategy for Business Operation

Vision

An initiator and a leading telecommunications service provider, fulfilling the requirements and demands of our users with customized solutions and an array of diverse value added services to meet their specific needs, and also adhering to our corporate social responsibilities

Mission

- 1) Continued development of service quality and speed in all aspects including research and development for progressive growth
- 2) Continued development of personnel training to ensure employees have the proper skills and capabilities to perform their duties to the best of their abilities
- 3) Utilizing synergy between technology and personnel
- 4) Adhering to our commitment towards corporate social responsibility

Goal

To be the leading provider of high speed broadband internet in both quality and speed

1.2 Significant Changes and Development

Significant changes and development of the Company are summarized as follows:-

Changes in Control Power of the Company

There was no change in control power of the Company in 2015.

Changes in Nature of Business

In 2015, Jasmine International Group still had 4 business groups. Of these 4, the business that remarkably reported significant progress was Broadband Internet business under TTTBB that emphasized offering Broadband Internet service, using ADSL (Asymmetric Digital Subscriber Line) system via a copper network; and at the same time, expanding Broadband Internet, utilizing a network of fiber optics with a technology called FTTX service, that provides an Internet speed of up to 1Gbps. In addition, TTTI, a subsidiary of TTTBB, was granted a license to operate radio or television broadcasting business for radio or television broadcasting network services, not using radio frequency, national level by the National Broadcasting and Telecommunications Commission (NBTC). Besides, on 10 August 2015, the Company established JAS Mobile Broadband Co., Ltd.(JASMBB) with the registered capital of 1,000,000 Baht to engage in the mobile phone service business. Later on, on 15-19 December 2015, JASMBB participated in the auction of Spectrum Licensing for Telecommunications Service in the Frequency Band of 900 MHz and was the auction winner for 895-905 MHz paring to 940-950 MHz at the total bid price of 75,654 million Baht (excluding VAT).

Changes in Shareholding Structure and Management

- Acquisition and Disposition of Assets of Jasmine International Group

2013

In August 2013, JAS Board of Directors' meeting resolved to approve the establishment of an Infrastructure Fund for Broadband Internet business.

In November 2013, the Extraordinary General Meeting of Shareholders No.1/2013 approved the establishment of the Infrastructure Fund for Broadband Internet business (Investors may study for more detailed information from the minutes of the Extraordinary General Meeting of Shareholders No.1/2013 that was completely disclosed on the Company website.)

2014

In September 2014, JAS Board of Directors at the meeting No.5/2014 approved an amendment to the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2013, regarding the transactions of Jasmine Broadband Internet Infrastructure Fund ("JASIF") to propose at the Extraordinary General Meeting of Shareholders No. 1/2014 held on 25 October 2014 for approval, as detailed below:-

1. Approving an amendment to the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2013, that approved the Company and/or its subsidiaries to enter into the sale transactions of the assets relating to the Broadband Internet business of the Company and/or its subsidiaries to JASIF, that is deemed as a disposal of assets transaction
2. Approving an amendment to the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2013, that approved the Company and/or its subsidiaries to enter into the assets acquisition transaction in which the Company and/or its subsidiaries will lease all assets sold in item no.1 from JASIF to be used for the continuance of its business
3. Approving an amendment to the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2013, that approved the Company and/or juristic persons who will be designated by the Company to subscribe for the investment units of JASIF in the amount of not more than 1/3 of the total investment units
4. Approving appointing Mr. Pete Bodharamik, the Chief Executive Officer, or the person designated by Mr. Pete Bodharamik to have the power to take any necessary or related actions and also specify or amend terms, conditions and details, which are related and beneficial to the entry into the JASIF Transaction , Asset Sale Transaction, Lease Transaction, Investment Units Subscription Transaction, specification or amendment of detail and value of the entry into JASIF Transaction, related contractual parties, and others.

2015

On 20 January 2015, the SEC approved the establishment of Jasmine Broadband Internet Infrastructure Fund abbreviated as "JASIF". The Initial Public Offering period was from 28 January to 3 February 2015. (More information is provided for interested investors in <http://www.jas-if.com>).

On 10 February 2015, the SEC approved the registration of JASIF. Total investment units of JASIF are 5,500,000,000 units. The offering price per investment unit as well as the par value per investment unit is Bt 10.00. JASIF obtained the proceeds of Bt 55,000,000,000 from the Initial Public Offering. The first day of trading of JASIF's units on the SET was 16 February, 2015.

On 21 August 2015, JAS Board of Directors' meeting No.6/2015 resolved to rectify the establishment of JAS Mobile Broadband Co., Ltd.(JASMBB) with the registered capital of Bt 1,000,000, divided into 100,000 ordinary shares, par value Bt 10 apiece; the shareholding proportion of the Company is 99.997%; the objective of the establishment of this company is to engage in mobile phone service business. Later on, JASMBB increased its registered capital to Bt 350,000,000; JAS Board of Directors' meeting; thus, approved to purchase the newly-issued shares of JASMBB in proportion to the shareholding, which was 34,898,953 shares in total, at Bt 10 per share. Therefore, the total investment value of the 2 transaction combined was Bt 349,989,500.

- Treasury stock Program for Financial Management

2011-2013

JAS Board of Directors at the meeting No. 8/2011, convened on 13 December 2011, resolved to approve a treasury stock program for financial management. The maximum amount for this share repurchase did not exceed Bt 300 million; hence, the number of shares that would be repurchased did not exceed 724,425,137 shares. The par value was at Bt 0.50 /share. The number of shares that would be repurchased was not exceeding 10 percent of the total paid-up shares (7,244,251,378 shares). The share repurchase was through the SET. The repurchase period was from 28 December 2011 to 27 June 2012. When the period ended, 106,857,000 shares in total were repurchased by the Company. Such number of repurchased shares was equivalent to 1.47 percent of the total paid-up shares, totally amounting to Bt 298,085,246. Later, on 12 December 2012, JAS Board of Directors at the meeting No. 5/2012 resolved to approve the share resale period to be from 2-15 January 2013. On 22 January 2013, JAS decreased its paid-up capital from Bt 3,622,125,689 to Bt 3,568,697,189 by way of writing off 106,857,000 JAS shares that remained unsold at the par value of Bt 0.50 apiece, totally amounting to Bt 53,428,500.

2014-2015

JAS Board of Directors at the meeting No. 3/2014, convened on 10 June 2014, resolved to approve a treasury stock program with the maximum amount of not exceeding 10 percent of the total paid-up shares of 7,137,394,378 shares, at the par value of Bt 0.50 per share, equivalent to not exceeding 713,739,437 shares. The maximum amount for the share repurchase was not exceeding Bt1,000 million. The share repurchase would be on the SET. The repurchase period covered the duration of 6 months, starting on 25 June 2014 and ended on 18 December 2014.

The total number of shares repurchased was 142,730,000 shares or 2 percent of the total paid-up shares, amounting to Bt 989,695,500, which was not exceeding the maximum amount approved by the Board of Directors. JAS announced the completion of this treasury stock program for financial management on 18 December 2014.

On 19 March 2015, JAS Board of Directors' meeting No. 3/2015 resolved to schedule the period to distribute the repurchased shares on the SET during 19-23 June 2015. Later, on 26 June 2015, the Company undertook the paid-up capital decrease from Bt 3,568,697,189 to Bt 3,497,332,189 by writing off the Company's 142,730,000 repurchased shares at the par value of Bt 0.50 per share, amounting to Bt 71,365,000 in total.

- Dividend Payment

On 29 April 2013, the Annual General Meeting of Shareholders of the year 2013 of JAS passed a resolution to approve dividend payment for the year 2012 to the shareholders of the entire 7,137,394,378 ordinary shares at Bt 0.09 /share, totaling Bt 642,365,494.02.

On 25 April 2014, the 2014 Annual General Meeting of Shareholders passed a resolution to approve paying dividend for the year 2013 to the shareholders of the entire 7,137,394,378 ordinary shares at Bt 0.25 per share, totaling Bt 1,784,348,594.50.

On 23 February 2015, JAS Board of Directors' meeting No. 1/2015 passed a resolution to approve the payment of interim dividend from the net profit of the Company for the period from 1 January 2015 to 19 February 2015 to the existing common shareholders of the total 6,994,664,378 shares (excluding 142,730,000 repurchased shares which had no right to receive dividend), at the rate of Bt 1.50 per share, equivalent to the total dividend payment amount of Bt 10,491,996,567.

On 28 April 2015, the 2015 Annual General Meeting of Shareholders passed a resolution to approve paying dividend for the year 2014 to the shareholders of the entire 6,994,664,378 ordinary shares (excluding 142,730,000 repurchased shares which had no right to receive dividend) at the rate of Bt 0.15 per share, totaling Bt 1,049,199,656.70.

On 29 October 2015, the Board of Directors' Meeting No.8/2015 of JAS resolved to approve the payment of interim dividend from the net profit of the Company for the period from 1 January 2015 to 30 September 2015 to the existing common shareholders of the total 7,133,472,259 shares, at the rate of Bt 0.10 per share, equivalent to the total dividend payment amount of Bt 713,347,225.90.

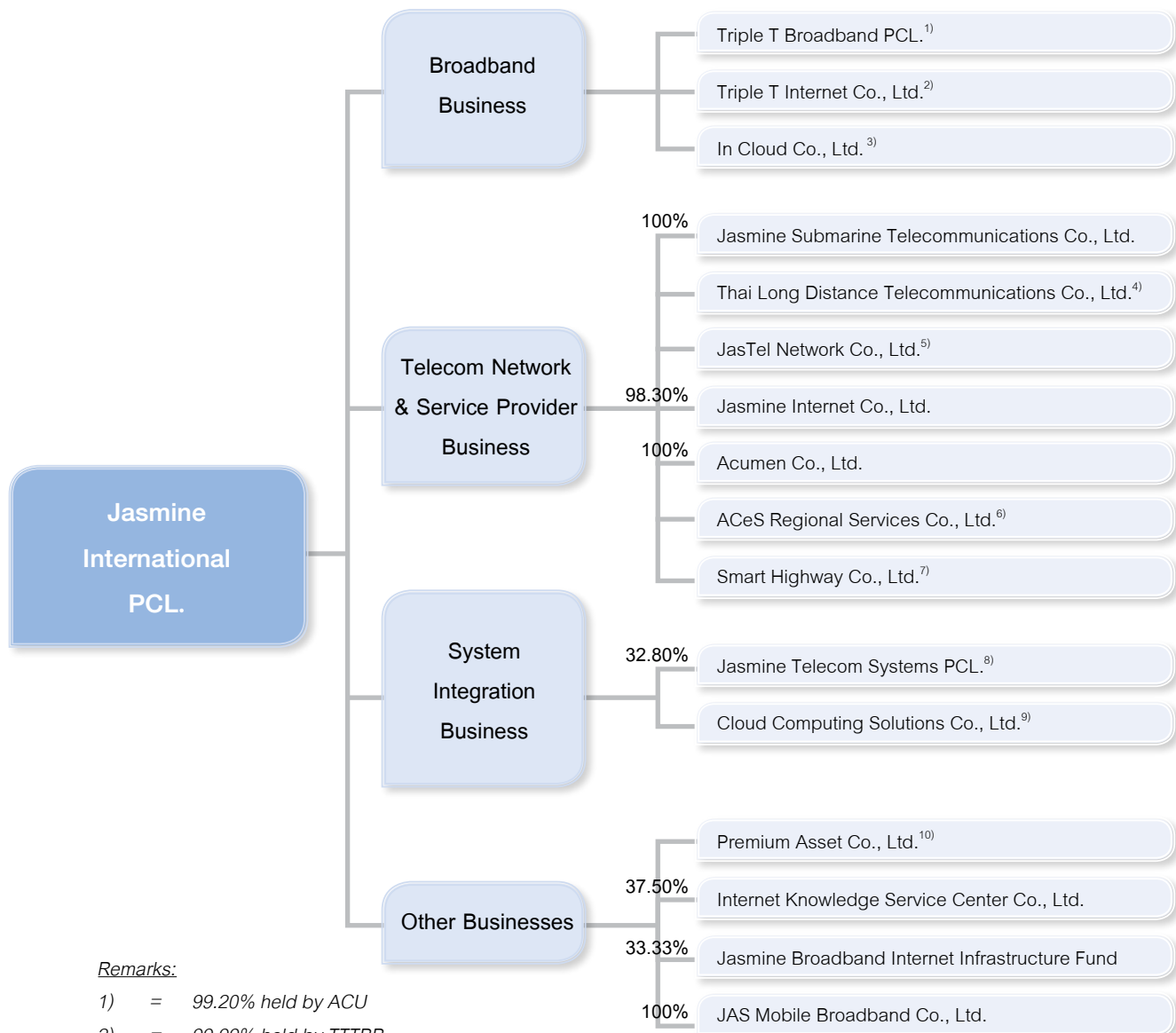
- Warrants Representing the Rights to Purchase the Ordinary Shares of Jasmine International Public Company Limited No.3 (JAS-W3)

On 28 April 2015, the Extraordinary General Meeting of Shareholders No.1/2015 of JAS passed the resolutions to approve the issues regarding the issuance and the allocation of JAS-W3 as follows:-

1. Approving the issuance and the allocation of not exceeding 3,497,332,189 units of JAS-W3 Warrants to the existing shareholders of the Company in proportion to their shareholding (Right Offering) in the allocation ratio of 2.04 existing ordinary shares (with the par value of Baht 0.50 per share) to one unit of JAS-W3 Warrant (2.04:1). However, the Company should not be allocated JAS-W3 Warrant with respect to 142,730,000 shares that the Company had bought back. In this regard, the unit price of JAS-W3 Warrant is Bt -0- (Nil), and the exercise ratio is one JAS-W3 Warrant for one ordinary share of the Company (with the par value of Bt 0.50 per share) at the exercise price to buy the ordinary shares under the JAS-W3 Warrants at Baht 4.30 per share (with the exception of any right adjustment). Any fraction of the shares or JAS-W3 Warrants from the calculation (if any) shall be rounded down. The conditions and details of JAS-W3 Warrants were set out in the letter of invitation to the EGM that the Company had delivered to the shareholders.
2. Approving the increase in the registered capital of the Company by Bt 1,748,666,094.50 from the existing registered capital of Bt 3,568,697,189 to Bt 5,317,363,283.50 by issuing 3,497,332,189 new shares, with a par value of Bt 0.50 per share to accommodate the exercise of JAS-W3 Warrants.
3. Approving the allocation of not exceeding 3,497,332,189 newly issued shares at the par value of Bt 0.50 per share, to accommodate the exercise of JAS-W3 Warrants.

On 6 July 2015, the Company notified that it fixed the date of issuance and allocation of JAS-W3 Warrants on 6 July 2015.

1.3 Shareholding Structure of Jasmine International Group



Remarks:

- 1) = 99.20% held by ACU
- 2) = 99.99% held by TTTBB
- 3) = 100% held by TTTBB
- 4) = 90% held by JSTC
- 5) = 100% held by JSTC
- 6) = 98.04 % held by ACT (ACT is 58.84% held by JIOC and JIOC is 39.82 % held by JAS)
- 7) = 67.40% held by ACU
- 8) = 32.80% held by JAS, 9.06% held by ARS and 9.05% held by TJP, making the total of 50.91%
- 9) = 97.87% held by JTS
- 10) = 53.85% held by ACU and 46.15% held by JSTC

Size of the Companies that Operate Core Businesses and Size of the Subsidiary and Associate Companies

The Company has invested in the companies that operate the core business in compliance with the relevant regulations. The size of those companies is 100 %, compared to the size of the Company.

1.4 Relationship with Business Group of Major Shareholders

- None -



Nature of Business

2. Nature of Business

2.1 Policy on Business Operation Categorization of Jasmine International Group

The Company engages in investment, as a holding company, through its own subsidiaries only. The investment is mostly in telecom business, information technology systems, and other relevant businesses. The Company aims to encourage the subsidiaries to increase their competitiveness, keep close-knitted collaboration and synergize all resources so as to achieve maximum efficiency in developing new products, suitable for the era of rapid technological changes. Businesses of Jasmine International Group are categorized into 4 main groups as follows:-

1. Broadband Business

This business group comprises service providers of high-speed Internet, high-speed connectivity, digital networks, Internet, software and applications and nation-wide WiFi. The following companies are under this business group:-

- **Triple T Broadband PCL.** that provides high-speed connectivity for Broadband Internet service.
- **Triple T Internet Co. Ltd.**, an Internet service provider (ISP) that provides Internet services and applications to mass and corporate customers
- **In Cloud Co., Ltd.** that provides software development, distribution, and service provision of general software, including software system that supports value added services for Broadband Business

2. Telecom Network & Service Provider Business

This business group comprises network service providers of; for instances, marine services and submarine optical fiber maintenance service on the eastern and the western coast lines; International Private Leased-Circuit; International Internet Gateway; data center service; and satellite communication. The following companies are under this business group:-

- **Jasmine Submarine Telecommunications Co., Ltd.** that provides marine services and submarine optical fiber maintenance service on the eastern coast lines of Thailand
- **Thai Long Distance Telecommunications Co., Ltd.** that provides marine services and submarine optical fiber maintenance service on the western coast lines of Thailand
- **JasTel Network Co., Ltd.** that provides International Private Leased-Circuit (IPLC), a circuit of high stability with many routes linking to overseas lands such as the southern route to Malaysia and Singapore and the northeastern route to Laos, Vietnam and China. The leased circuit service continues without disruption despite the cable problem because the company has prepared alternative routes for back-up. JasTel has high-capacity bandwidth that accommodates huge volumes of data delivery. Its automatic control system is 24 hour monitored. JasTel also offers Internet Protocol Virtual Private Network (IP-VPN) service, Managed Network service locally and internationally via networks of optic fiber and copper cable, and Co-Location Service that is a space rental service for an installation of Internet server and router for customers who are operators /service providers of telecommunication network as well as Internet and corporate clients. Other services include maintenance service for submarine cable, submarine as well as terrestrial cable installation, and off-shore services.

- **Jasmine Internet Co., Ltd.** that provides a variety of Internet services to both individual and corporate clients. Its services include broadband Internet (ADSL), data center, BranchConnex via ADSL and General Packet Radio Service (GPRS), WiFi, VoIP, EDI, and international calling card. Besides, Ji-NET also provides consultancy, design and sourcing for IP solutions; for instances, online services via GPRS/Enhanced Data rates for Global Evolution (EDGE) /Code Division Multiple Access (CDMA) systems, IP camera service and WiFi Hotspots, etc. to its customers.
- **Acumen Co., Ltd.**, that emphasizes providing WiFi Hotspot service, especially in the areas of tourist destinations, communities, schools, and department stores. Each spot provides high-speed bandwidth, which enables WiFi users to enjoy fast Internet connectivity. Those who use smart phone, in particular, will appreciate more conveniences the service provides. Besides WiFi Hotspot service, the company offers wireless communication services such as satellite communications called VSAT (Very Small Aperture Terminal) country-wide.
- **ACeS Regional Services Co., Ltd.** that offers calling service via Internet and international calling cards called “CyberVoice” that are 2-way calling cards, uniquely different from common international calling cards in that customers can use them to make and receive their calls everywhere across the world. As this is a new service innovation, the company is; thus, the first to provide it in Thailand. The company is also a provider of satellite phone service under “Asia Cellular Satellite (ACeS)” project. The service area covers Thailand and several Asian countries. Users can use either a mobile or fixed handset, and pay by either a post-paid or pre-paid method. A mobile handset is small and has dual mode of operations, either a satellite mode or a GSM900 mode with roaming service with the GSM900 operator in Thailand. A fixed handset or “ACeS Contax” is for users who want to use the service from a fixed indoor location in a remote area inaccessible to other communications services. The company is also a provider of user terminals.

3. System Integration Business

This business group comprises telecom system integrator, computer system and peripherals distributor, telecommunications service provider and cloud computing service provider. The following companies are under this business group:-

- **Jasmine Telecom Systems PCL.**, a company that engages in telecommunications business as a System Integrator, proficient in providing the service of equipment sourcing, system design and system and network installation for both the governmental or private sections
- **Cloud Computing Solutions Co., Ltd.**, a provider of cloud computing with full service from the Infrastructure-as-a-Service stage which is a hardware resource rent on the Internet; all the way through to the Software-as-a-Service stage, which is a business software rent on the Internet. The company also engages in consultancy, design, and installation of computer and IT systems, including application software development and maintenance service for the customers in both the government and the private sector.

4. Other Businesses

The following companies are under this business group:-

- **Premium Asset Co., Ltd.** that engages in space rental and related services for Jasmine International Tower. The company emphasizes providing services that suit the lessees' space usability. Strengths lie in modern styled office building of Jasmine International Tower, the building's safe-from-flood-disaster location, an advantage of being a hub of telecommunications and data backup systems. These strengths attract the lessees and ensure them for their business operation continuity.
- **Internet Knowledge Service Center Co., Ltd.**, a holding company, holding shares in KSC Commercial Internet Co., Ltd. that is an internet service provider (ISP)
- **Jasmine Broadband Internet Infrastructure Fund**, a mutual fund established to mobilize funds from general and institutional investors for investment in not only telecommunications infrastructure business that possesses potential for return on investment to the Fund, but also in other assets, securities, and/or instruments as allowed by the security law and enable the Fund to pay the return to the unit holders in a long run.
- **JAS Mobile Broadband Co., Ltd.**, that engages in mobile phone business. JASMBB participated in the auction of Spectrum Licensing for Telecommunications Service in the Frequency Band of 900 MHz and was the auction winner for 895-905 MHz paring to 940-950 MHz.

2.2 Revenue Contribution from Each Business Group

In 2015, the Company's total revenue was Bt 33,427 mn. This amount was from the contribution of the following business groups :-

1. Broadband Business whose contribution for the year 2015 was Bt 31,946 mn or 95.57 percent of the total revenue of Jasmine International Group
2. Telecom Network & Service Provider Business whose contribution for the year 2015 was Bt 1,181 mn or 3.54 percent of the total revenue of Jasmine International Group
3. System Integration Business whose contribution for the year 2015 was Bt 45 mn or 0.13 percent of the total revenue of Jasmine International Group
4. Other Businesses whose contribution for the year 2015 was Bt 255 mn or 0.76 percent of the total revenue of Jasmine International Group

Revenue Structure of the Company, Subsidiaries and Associated Companies

Unit : Million Baht

Product line/ Business Group	Operated by	% of Shares Held by JAS	2015		2014		2013	
			Revenue	%	Revenue	%	Revenue	%
<i>The Company and the subsidiaries</i>								
Broadband Business	TTTBB	99.20% held by ACU	¹⁾ 19,262	57.62	51	0.41	65	0.58
	TTTI	99.99% held by TTTBB	12,684	37.95	10,952	88.24	9,503	84.40
	INC	100% held by TTTBB	-	-	-	-	-	-
Total			31,946	95.57	11,003	88.65	9,568	84.97
Telecom Network &	JSTC	100	16	0.05	23	0.19	26	0.23
Service Provider Business	TLDT	90% held by JSTC	-	-	2	0.02	-	-
	JasTel	100% held by JSTC	691	2.07	516	4.16	412	3.66
	Ji-NET	98.30	310	0.92	403	3.24	512	4.55
	ACU	100	76	0.23	53	0.43	163	1.45
	ARS	98.04% held by ACT	87	0.26	114	0.92	115	1.02
	SHW	67.40% held by ACU	1	0.01	2	0.02	-	0.04
Total			1,181	3.54	1,113	8.97	1,232	10.94
System Integration Business	JTS	32.80% held by JAS, 9.06%	23	0.07	72	0.58	233	2.07
		held by ARS and 9.05%						
		held by TJP						
	CCS	97.87% held by JTS	22	0.06	26	0.21	46	0.41
Total			45	0.13	98	0.79	279	2.48
Other Businesses	JAS	-	87	0.26	30	0.24	27	0.24
	PA	53.85% held by ACU	159	0.47	159	1.28	146	1.30
		and 46.15% held by JSTC						
	TJP	80% held by JAS	1	0.01	1	0.01	1	0.01
		and 20% held by ACU						
	Others ²⁾	-	8	0.02	7	0.06	7	0.06
Total			255	0.76	197	1.59	181	1.61
Grand Total for the Company and the subsidiaries			33,427	100.00	12,411	100.00	11,260	100.00
Associated Companies								
Other Businesses	IKSC ³⁾	37.50	0.4	0.04	0.1	50.00	0.1	37.02
	TKSC ³⁾	40	-	-	-	-	-	-
	JASIF	33.33	796.5	99.96	-	-	-	-
	PRE	49	-	-	0.1	50.00	0.2	62.98
Grand Total for the associated companies			796.9	100.00	0.2	100.00	0.3	100.00

Remarks: ¹⁾ Revenue obtained from the sale of assets to JASIF, totaling Bt 18,859 mn

²⁾ Comprising JIOC, MCS, CPN, Three BB, ACT

³⁾ In 2015, the data was prepared by the management of this company itself.

The Company and its subsidiaries have had no comparative proportion between the local and the overseas distribution during 2014-2015.

3. Risk Factors

The Risk Management Committee of the Company has monitored and analyzed all the risk factors of Jasmine International Group. The analysis results have been properly assessed and used as the basis for setting up a risk management scheme that is in accordance with the Company's policies and strategies. Risk management has been promoted corporate-wide so that the personnel can learn about its concept and procedures; thus, fostering the awareness that managing corporate risks is a duty of everyone. To manage risks, the Committee has placed importance on supporting its personnel's partaking in the risk management activities, putting emphasis on the practical and standard work systems, and a risk management system that can effectively mitigate the risks to an acceptable level.

Risks of Jasmine International Group are classified into 5 main categories as follows:-

1. Revenue

The Company is determined to build the complete, strong and stable Internet networks, capable of supporting high-speed Internet and a huge volume of data, all over the country. It has raised fund via the establishment of an Infrastructure Fund (IFF) to enable the rapid growth of its business without delay; hence, becoming recognized as a leader of Fixed Line Broadband Internet. The intention to invest more for the expansion of the Internet networks as stated above is in accordance with both the government's Digital Economy Policy that concentrates on expanding the optical fiber cable networks to cover villages across the country within the year 2016 and Thailand's plan of joining ASEAN Economic Community (AEC).

Internet is necessary as a significant tool that enhances work efficiency and growth of industrial sector; therefore, the customers' increasing confidence in the quality of the Company's service has brought about the steady growth of the Company's Internet subscribers.

2. Finance

In 2015, the slower-than-expected recovery of the Thai economy, the fluctuation of the Baht depreciation and an impact of the raise of the Federal Funds Target Rate, yielded effects that have caused the financial risks. However, the Group has managed the risks as detailed below:-

- The Company has raised funds for the investment in the expansion of strong Internet networks to cover more service areas nation-wide by selling the optical fiber cables of a subsidiary to Jasmine Broadband Internet Infrastructure Fund. Nevertheless, to hedge against this risk, the Company has still maintained the policy of preparing the operation plan ahead of time and providing sources of funds both from within Jasmine International Group and the financial institutions.
- Jasmine International Group's compliance with terms and conditions in financial and commercial contracts; cash flow management; the use of financial instruments that suit the situations such as the conversion of payment for purchase of equipment from USD currency to THB currency; suitable timing for entering the forward contracts and the maintenance of an appropriate level of USD reserve for foreign debt payment have all been followed up and audited.

3. Human Resources

Personnel who always learn to keep tract with changing technologies and who have enthusiasm for increasing their knowledge on techniques, products, services and skills that are related to their work through regular trainings are regarded as a significant factor that helps drive the organization towards growth and development. To preserve these personnel and, at the same time, reduce the turnover rate, the Company has relied upon a performance appraisal system, which is fair and transparent, in considering reasonable personnel compensation payment at the rates which are comparable to the ones paid by other companies in the same industrial sector. In addition to proper compensation, the Company has also supported its personnel for progress in their career paths by fairly promoting them on the basis of performance.

4. Market and Competition

Although 2015 was the year in which the Company faced with higher competitions due to its rivals' expansion of service areas to serve the increasing demand of Internet both in the household sector, that normally used Internet for information searching, data downloading, and game playing and; in the business sector in which Internet was needed more for increasing competitiveness in supporting the use of cloud computing, the Company's business still grew in the midst of economic slowdown during the year. To manage the risk, the Company has steadily invested more to build Internet networks to cover more service areas throughout Thailand; in addition, it has managed to maintain its network efficiency, satisfy the customers by offering them higher speeds plus a variety of value-added services and keep the transmission of data to always remain stable. Campaign management team has been set up to increase marketing activities which includes the so called Lifestyle Event Marketing activities to grant the customers special privileges, continuously.

5. Operation and Maintenance

Realizing that smooth connectivity is a key of Internet service offering; thus, to hedge against the risk of Internet networking discontinuity, the Company has placed importance on maintaining its existing networks and equipment to be always stable, being capable of providing non-stop connectivity service. Step-by-step, the maintenance of the stated networks and equipment has been designed and controlled by the Network Management System, concentrating on preventive maintenance. The Company has also prepared an efficient contingency plan for the case of emergency and discontinuity of network systems as well as other important systems.



General Information and other Significant Information

4. General Information and other Significant Information

4.1 General Information

4.1.1 JAS General Information

- Company Name : Jasmine International Public Company Limited
- Head Office Address : 200, 29th-30th Fl., Moo 4, Chaengwatana Road,
Pakkred Sub-district, Pakkred District, Nonthaburi 11120
- Sector Name : Information and Communication Technology
- Registration Number : 0107537000106
- Telephone : (66) 0 2100 3000
- Fax : (66) 0 2100 3150-2
- Website : www.jasmine.com
- Number and Type of Total : 1. Registered capital 5,245,998,283.50 Baht
Paid-up Shares divided into 10,491,996,567 Ordinary shares
- 2. Each with the par value of 0.50 Baht
- 3. Total paid-up capital 3,566,765,326.50 Baht
- 4. Total number of 7,133,530,653 Shares
Paid-up ordinary shares

4.1.2 General Information of Juristic Persons in which the Company's Shareholding Proportion is of 10% up each

Company Name and Head Office Address	Nature of Business	Total Number of Paid-up Shares	Number and Proportion of Common Shareholding of JAS and/or the Subsidiary
1. Broadband Business			
Triple T Broadband PCL. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-2255 Fax : 0-2100-2129	Engages in Broadband Internet service, digital data network service, fixed-line telephone service and public payphone service	1,250,000,000	ACU 1,239,992,570 shares = 99.20%
Triple T Internet Co.,Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-2100 Fax : 0-2100-2121	Engages in providing Internet service and Internet applications to residential clients and corporate clients	10,000,000	TTTBB 9,999,300 shares = 99.99%

4.1.2 General Information of Juristic Persons in which the Company's Shareholding Proportion is of 10% up each

Company Name and Head Office Address	Nature of Business	Total Number of Paid-up Shares	Number and Proportion of Common Shareholding of JAS and/or the Subsidiary
1. Broadband Business			
In Cloud Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100- 4400 Fax : 0-2100-4401	Engages in software development, distribution and provision service of general software and software system that supports the value added services of Broadband business	100,000	TTTBB 99,997 shares = 100%
2. Telecom Network & Service Provider Business			
Jasmine Submarine Telecommunications Co., Ltd. 200, Moo 4, 7 th Fl. , Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3183 Fax : 0-2100-3184	Engages in providing marine services and submarine optical fiber maintenance service on the eastern coast lines of Thailand	15,500,000	JAS 15,499,994 shares = 100%
Thai Long Distance Telecommunications Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3183 Fax : 0-2100-3184	Engages in providing marine services and submarine optical fiber maintenance service on the western coast lines of Thailand	30,900,000	JSTC 27,809,993 shares = 90%
JasTel Network Co., Ltd. 200, Moo 4, 7 th Fl, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3183 Fax : 0-2100-3184	Engages in circuit leasing service and local as well as international data communications service	5,200,000	JSTC 5,199,993 shares = 100%
Jasmine Internet Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3700 Fax : 0-2100-3793	Engages in a variety of Internet services	1,500,000	JAS 1,474,500 shares = 98.30%
Acumen Co., Ltd. 200, Moo 4 , Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3000 Fax : 0-2100-3222	Engages in wireless Internet service (WiFi)	7,600,000	JAS 7,599,994 shares = 100%
ACeS Regional Services Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3000 Fax : 0-2100-3416	Engages in satellite mobile phone service both in Thailand and several Asian countries and the distribution of IP-Phones	102,000,000	ACT 99,999,993 shares = 98.04%

4.1.2 General Information of Juristic Persons in which the Company's Shareholding Proportion is of 10% up each

Company Name and Head Office Address	Nature of Business	Total Number of Paid-up Shares	Number and Proportion of Common Shareholding of JAS and/or the Subsidiary		
2. Telecom Network & Service Provider Business					
Smart Highway Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3000 Fax : 0-2100-3222	Engages in high-speed data communications service via leased line	1,550,000	ACU	1,044,693 shares	= 67.40%
3. System Integration Business					
Jasmine Telecom Systems PCL. 200, Moo 4,9 th Fl., Jasmine International Tower, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-8300 Fax : 0-2962-2523	Engages in providing turnkey telecommunications services	706,457,300 (As at 25 November 2015)	- JAS - ARS - TJP	231,714,400 shares 64,027,700 shares 63,918,000 shares	= 32.80% = 9.06% = 9.05%
Cloud Computing Solutions Co.,Ltd. 200 Moo 4 Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3000 Fax : 0-2100-3501	Engages in cloud computing with full service from the Infrastructure-as- a-Service stage all the way through to the Software-as- a Service stage and providing consulting services, the design and installation of computer system as well as IT network, and the development of application software	550,000	JTS	538,264 shares	= 97.87%
4. Other Businesses					
Premium Asset Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District Nonthaburi 11120 Tel : 0-2100-3000 Fax : 0-2100-3575	Engages in space rental management and related services for Jasmine International Tower	130,000,000	- ACU - JSTC	69,999,993 shares 60,000,000 shares	= 53.85% = 46.15%
Internet Knowledge Service Center Co., Ltd. 2/4,10 th Fl., Siam Commercial Samaggi Insurance Tower, Vibhavadi Rungsit Rd., Thungsonghong Sub-district, Laksi District, Bangkok 10210 Tel: 0-2955-0099 Fax: 0-2955-0300	A holding company	12,000,000	JAS	4,500,000 shares	= 37.50%

4.1.2 General Information of Juristic Persons in which the Company's Shareholding Proportion is of 10% up each

Company Name and Head Office Address	Nature of Business	Total Number of Paid-up Shares	Number and Proportion of Common Shareholding of JAS and/or the Subsidiary
4. Other Businesses			
Jasmine Broadband Internet Infrastructure Fund BBL Asset Management Co., Ltd. 175 Sathorn City Tower, 7 th , 21 st and 26 th Fl., South Sathorn Rd., Tungmahamek, Sathorn District, Bangkok 10120 Tel : 0-2674-6488 (Press 8) Fax: 0-2679-5955	A mutual fund, established to mobilize funds from general and institutional investors for investment in telecommunications infrastructure business	5,500,000,000	JAS 1,833,150,000 units = 33.33%
JAS Mobile Broadband Co.,Ltd. Jasmine International Tower 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120	Engages in mobile phone business	35,000,000	JAS 34,998,950 shares = 100%
Dormant Company or Company that does not operate significant transactions			
Chaengwatana Planner Co., Ltd. 200, Moo 4, 29 th -30 th Fl., Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel: 0-2100-3000 Fax: 0-2100-3152	The Rehabilitation Plan Administrator of JAS	10,000	JAS 9,993 shares = 100%
Jasmine International Overseas Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel: 0-2100-3000 Fax: 0-2100-3152	Engages in local and overseas investment	11,538,463	- JAS 4,594,134 shares = 39.82% - ACT 3,994,325 shares = 34.18% - ARS 3,000,000 shares = 26.00%
ACeS (Thailand) Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel: 0-2100-3000 Fax: 0-2100-3152	Engages in investment business	195,000,000	JIOC 114,742,696 shares = 58.84%
Pakkred Planer Co., Ltd. 200, Moo 4, 29 th -30 th Fl., Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel: 0-2100-3000 Fax: 0-2100-3152	Rehabilitation Plan Administrator of JIOC	10,000	JIOC 9,993 shares = 100%
T.J.P. Engineering Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel: 0-2100-3000 Fax: 0-2100-3152	Engages in the survey, design, and construction of the outside plant and civil work for telecommunications projects	2,000,000	- JAS 1,600,000 shares = 80% - ACU 399,995 shares = 20%

4.1.2 General Information of Juristic Persons in which the Company's Shareholding Proportion is of 10% up each

Company Name and Head Office Address	Nature of Business	Total Number of Paid-up Shares	Number and Proportion of Common Shareholding of JAS and/or the Subsidiary			
<i>Dormant Company or Company that does not operate significant transactions</i>						
Mobile Communication Services Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel: 0-2100-3038 Fax: 0-2100-3152	Engages in the NMT 470 MHz. Cellular Mobile telephone business	10,000,000	JAS	6,999,993	shares	= 70%
Compunet Corporation Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3800 Fax : 0-2100-3810	Engages in local transmission of data, pictures and voices via satellite	2,600,000	JAS	2,599,994	shares	= 100%
Three BB Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3000 Fax : 0-2100-3152	Engages in Internet and e-commerce businesses	5,200,000	JAS	5,199,993	shares	= 100%
Premium Real Estate Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel : 0-2100-3000 Fax : 0-2100-3575	Engages in real estate business	8,200,000	JAS	4,018,000	shares	= 49%
Telecom KSC Co., Ltd. 2/4,10th Fl.,Siam Commercial Samaggi Insurance Tower, Vibhavadi Rungsit Rd., Thungsonghong Sub-district, Laksi District, Bangkok 10210 Tel : 0-2955-0099 Fax : 0-2955-0300	Engages in the distribution of computers, telecommunications equipment and software	100,000	JAS	40,000	shares	= 40%
Jasmine Smart Shop Co., Ltd. 200, Moo 4, Chaengwatana Rd., Pakkred Sub-district, Pakkred District, Nonthaburi 11120 Tel: 0-2100-3000 Fax: 0-2100-3152	Engages in retailing telecom equipment	1,100,000	JAS	1,099,993	shares	= 100%
Palit Palangnang Co., Ltd. 2034/132-161 New Petchburi Rd., Bangkapi Sub-district , Huaykwang District, Bangkok 10310 Tel : 0-2716-1600-700 Fax : 0-2716-1418	Engages in power plant business	10,000	JAS	1,500	shares	= 15%

4.1.3 General Information of Reference Persons

- Registrar : Thailand Securities Depository Co., Ltd.
No. 93, Ratchadaphisek Road,
Khwaeng Dindaeng, Dindaeng District,
Bangkok 10400
Tel. (66) 0 2009 9000 Fax (66) 0 2009-9476
- Auditor : EY Office Limited
No.193/136-137, 33rd Floor, Lake Rajada Office Complex,
New Rajadapisek Road, Bangkok 10110
Tel. (66) 0 2264 0777 and (66) 0 2661 9190
Fax (66) 0 2264 0789-90 and (66) 0 2661 9192
- Legal Advisor : Weerawong, Chinnavat & Peangpanor Ltd.
22nd Floor, Mercury Tower, 540 Ploenchit Road,
Khwaeng Lumpini, Pathumwan District, Bangkok 10330
Tel. (66) 0 2264 8000 Fax (66) 0 2657 2222

4.2 Other Significant Information

-None-

5. Shareholders

5.1 Major Shareholder

The top 10 largest shareholders of the Company as at the latest closing date of the Company's share register book (16 November 2015) are as follows:-

(The total number of shares: 7,133,472,259 Shares)

	Name of Shareholder *	Number of Shares	% of Total Shares
1.	Mr.Pete Bodharamik	1,844,046,870	25.85
2.	Thai NVDR Co., Ltd.	707,436,868	9.92
3.	ABN AMRO NOMINEES SINGAPORE PTE LTD	343,533,500	4.82
4.	STATE STREET BANK EUROPE LIMITED	204,379,171	2.87
5.	Mr.Krirkrai Tribunyatkul	143,510,308	2.01
6.	NORTRUST NOMINEES LIMITED-NT0 SEC LENDING THAILAND CL AC	72,698,500	1.02
7.	THE BANK OF NEW YORK (NOMINEES) LIMITED	71,175,200	1.00
8.	HSBC BANK PLC-SAUDI ARABIA MONETARY AGENCY SEC ACCOUNT A	69,879,500	0.98
9.	HSBC (SINGAPORE) NOMINEES PTE LTD	66,913,500	0.94
10.	Mrs.Woraphan Chuengsapaisan	46,800,000	0.66

Remarks: * Detailed information of major shareholders as group and business types of juristic shareholders

Thai NVDR Co., Ltd.

- MORGAN STANLEY & CO. INTERNATIONAL PLC

1.17%

- STATE STREET BANK AND TRUST COMPANY

1.11%

- BNY MELLON NOMINEES LIMITED

0.86%

- DEUTSCHE BANK AG, LONDON PRIME BROKERAGE

0.70%

- THE BANK OF NEW YORK MELLON

0.58%

5.2 Information of Shareholders of the Subsidiaries that Operate Core Businesses

1) Jasmine Submarine Telecommunications Co.Ltd.

Name of Shareholder	Number of Shares	% of Total Shares
1. Jasmine International PCL.	15,499,994	100.00
2. Mr.Anupong Bodharamik	1	0.00
3. Mr.Somboon Patcharasopak	2	0.00
4. Mr.Songrit Kusumrosananan	1	0.00
5. Ms.Saijai Kitsin	1	0.00
6. Mrs.Uraiporn Charoenchit	1	0.00

2) Acumen Co.,Ltd.

Name of Shareholder	Number of Shares	% of Total Shares
1. Jasmine International PCL.	7,599,994	100.00
2. Mrs.Chutiwan Channet	1	0.00
3. Mr.Anupong Bodharamik	1	0.00
4. Mr.Somboon Patcharasopak	1	0.00
5. Mr.Songrit Kusumrosananan	1	0.00
6. Ms.Saijai Kitsin	2	0.00

5.3 Shareholders' Agreement

-None-

6. Dividend Payment Policy of the Company and the Subsidiaries

The Board of Directors has the policy to submit for Shareholder Meeting's consideration the dividend payment to general shareholders in the ratio of not less than 50 percent of the net profit after tax deduction each year as shown in the Company's financial statement.

Regarding the dividend payment policy of the subsidiaries,

- JTS has a policy to pay the dividend in the ratio of not less than 40 percent of the net profit after corporate tax each year as shown in the JTS' financial statement. Such dividend payment must not significantly affect JTS normal operation. However, provided that it is of necessity for JTS to use an amount of its net profit for further business expansion, JTS dividend may be paid in the ratio lower than stated above.
- TTTBB has a policy to pay the dividend in the ratio of not less than 40 percent of its annual net profit from the TTTBB's financial statement after corporate tax and legal reserves. The payment will be after TTTBB's compliance with the laws and terms and conditions in loan contracts and other related burdens of TTTBB each year. With regard to this matter, TTTBB's Board of Directors has the authority to consider and approve occasional exemption or change of such policy; however, such exemption or change must be solely for the optimum benefits of the company.
- Other subsidiaries : the dividend payment depends on annual liquidity of cash flow.



Management Structure

7. Management Structure

7.1 The Company's Board of Directors

Names of the Board of Directors, Members of the Subcommittees, and Authorized Persons; Number of the Board of Directors' Meetings, and Number of Meeting Attendance of Each Individual Board of Director in the previous year

In 2015, the Company had 9 Board of Directors' meetings. The record of each Director's meeting attendance is as follows:-

Director's Name	Position	Number of Meetings Attendance
1. Mr.Sudhitham Chirathivat	Independent Director and Chairman of the Board of Directors	8
2. Dr.Vichit Yamboonruang	Independent Director and Chairman of Audit Committee	9
3. Dr.Yodhin Anavil	Independent Director, Member of Audit Committee and Chairman of Remuneration and Nomination Committee	9
4. Mrs.Chantra Purnariksha	Independent Director and Member of Audit Committee	9
5. Mr.Pete Bodharamik	Director* and Chief Executive Officer	9
6. Mr.Somboon Patcharasopak	Director*, Member of Remuneration and Nomination Committee and Chairman of Risk Management Committee	9
7. Mr.Subhoj Sunyabhisithkul	Director*	8
8. Mr.Terasak Jerauswapong	Director* and Member of Risk Management Committee	9
9. Mr.Pleumjai Sinarkorn	Director and Member of Remuneration and Nomination Committee	9
10. Dr.Soraj Asavaprapha	Director	8
11. Ms.Saijai Kitsin	Director, Executive Vice President, Secretary to the Board of Directors and Corporate Secretary	9

Remarks: * Authorized director

Directors and Authorized Persons of the Subsidiaries that Operate the Company's Core Businesses

1) Jasmine Submarine Telecommunications Company Limited

- | | | |
|---------------|-----------------|-------------------------|
| 1. Mr.Terasak | Jerauswapong | Director* and President |
| 2. Mr.Somboon | Patcharasopak | Director* |
| 3. Mr.Subhoj | Sunyabhisithkul | Director* |
| 4. Mr.Pete | Bodharamik | Director* |
| 5. Ms.Saijai | Kitsin | Director |

Remarks: * Authorized director

2) Acumen Company Limited.

- | | | |
|---------------|-----------------|-----------|
| 1. Mr.Somboon | Patcharasopak | Director* |
| 2. Mr.Terasak | Jerauswapong | Director* |
| 3. Mr.Subhoj | Sunyabhisithkul | Director* |
| 4. Mr.Pete | Bodharamik | Director* |

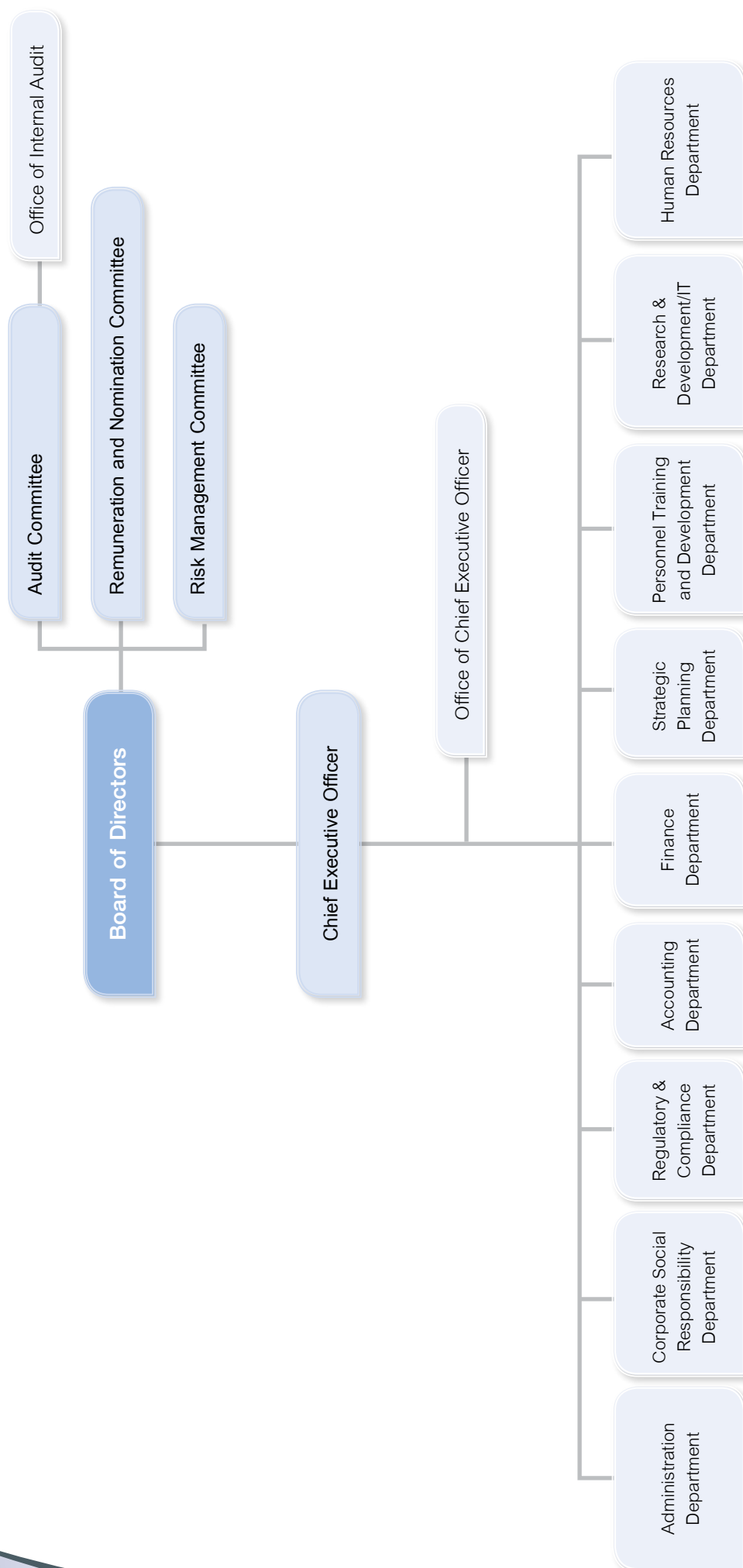
Remarks: * Authorized director

7.2 Executives

The names of 6 executives of the Company are as follows:-

- | | | |
|-------------------|----------------|--|
| 1. Mr.Pete | Bodharamik | Chief Executive Officer and President |
| 2. Ms.Saijai | Kitsin | Executive Vice President |
| 3. Mrs.Chuenkamol | Treesuttacheep | Chief Financial Officer, Finance Department |
| 4. Mrs.Nitt | Visesphan | Vice President, Finance Department |
| 5. Ms.Sinenart | Jongpakpaisal | Vice President, Accounting Department |
| 6. Mrs.Uraiporn | Charoenchit | Vice President, Regulatory & Compliance Department |

Management Structure and Organization Chart

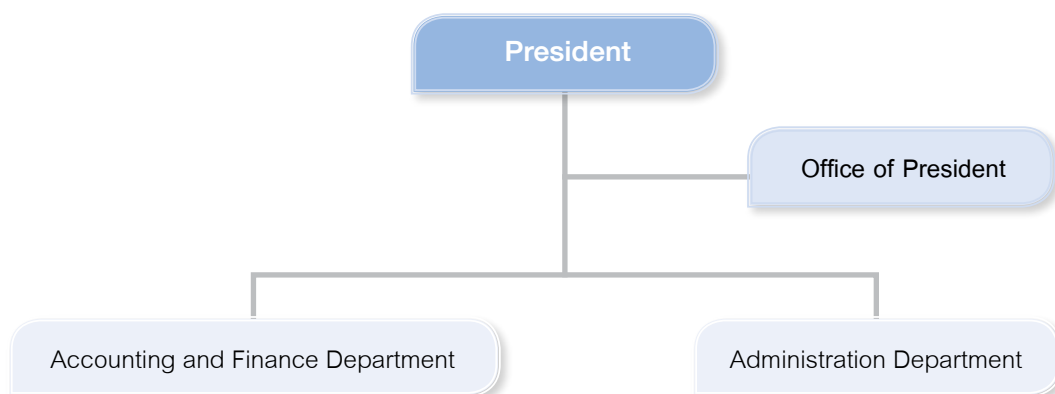


Executives of the Subsidiaries that Operate the Core Businesses

1) Jasmine Submarine Telecommunications Company Limited. has 3 executives as follows:-

1. Mr.Terasak	Jerauswapong	President
2. Ms.Sinenart	Jongpakpaisal	Vice President, Accounting and Finance Department
3. Ms.Lukkana	Moolsri	Senior Manager, Administration Department

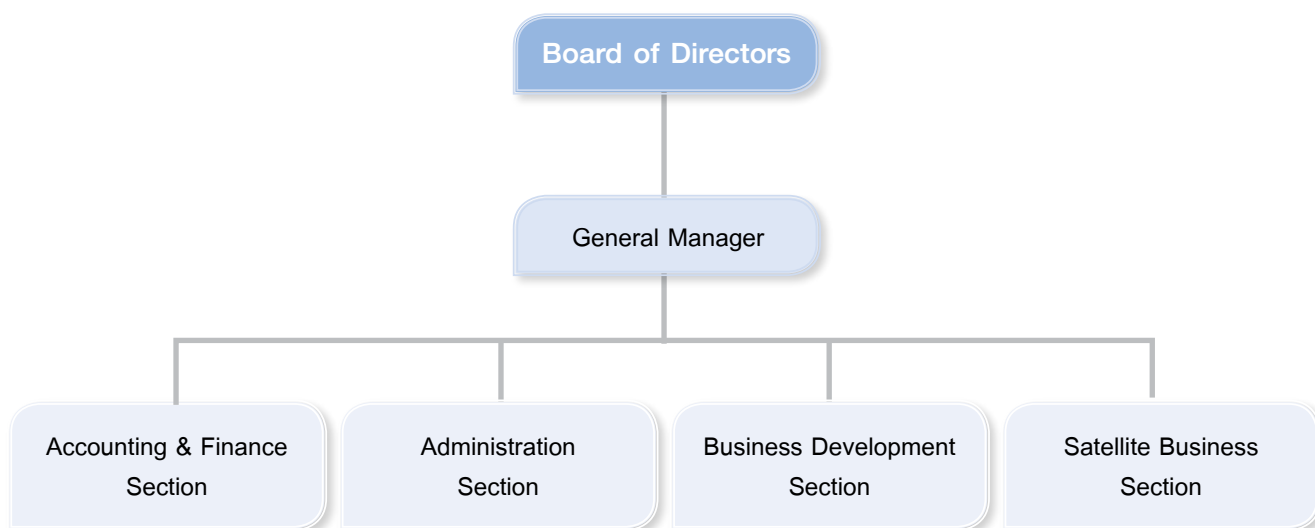
JSTC Organization Chart



2) Acumen Company Limited. has 4 executives as follows:-

1. Mrs.Nonglug	Pongsrihadulchai	General Manager
2. Mr.Kamchai	Vongklednark	Assistant General Manager
3. Mrs.Jirawat	Prayoonyuang	Assistant Vice President, Satellite Business Section
4. Mrs.Kanchana	Surbkitwanchai	Senior Manager, Accounting & Finance Section

ACU Organization Chart



7.3 Corporate Secretary

The Company's Corporate Secretary is Ms. Saijai Kitsin. Roles and responsibilities of the Corporate Secretary are as follows:-

1. Preparing, compiling and keeping the following documents:-
 - Registration of directors
 - Notices calling the Board of Directors' meetings, minutes of the Board of Directors' meetings, and the Company's Annual Reports
 - Notices calling the shareholders' meetings and minutes of the shareholders' meetings
2. Keeping reports on interest filled by the directors or the executives
3. Carrying out other activities as defined by the Capital Market Supervisory Board

Corporate Secretary has duties and responsibilities to both the Company's Board of Directors and the shareholders and has to work with awareness of duty of loyalty, duty of care, and fiduciary duty. Corporate Secretary must follow the Board of Directors' policies and carry out the tasks as assigned by the Board of Directors as summarized below:-

1. Undertaking arrangements for the meetings of the Board of Directors
2. Undertaking arrangements for the meetings of the shareholders
3. Keeping reports on interest filled by the directors and the executives as well as minutes of the meetings at a safe place of the registered office of the Company
4. Compiling the information on the Company's operation for the correct and complete preparation of Annual Registration Statement (Form 56-1) and Annual Report (Form 56-2) in compliance with the SEC regulations and delivering them accordingly to the shareholders and relevant agencies within the time specified by law
5. Providing the directors with advice and services pertaining to the Company's businesses, corporate practices and procedures, principles of risk management, regulations under Articles of Association, regarding ; for instances, sending of notices calling the meetings, passing of special resolution, quorum, procedures of director appointment, procedures of arranging an Annual General Meeting of Shareholders and so on; in addition to providing advice on laws applicable to the Company, roles and responsibilities of the Board of Directors prescribed by law, laws and regulations in connection with listing a company on the SET, and corporate information disclosure and so on
6. Ensuring that the Board of Directors and the Chief Executive Officer complete their performance assessment forms for the continuation of the performance evaluation, and compiling those forms for preparing assessment result report to the Board of Directors at the meeting
7. Keeping the registration of directors and information on the appointment of the Company's directors, verifying the term of a new director's post and the agenda in connection with the appointment of the Company's new director, as well as ensuring the provision of the information on the appointment of director at an Annual General Meeting of Shareholders as stated in the Company's Articles of Association
8. Steering the Board of Directors to perform their duty to be in compliance with the Company's principles of Corporate Governance
9. Ensuring that corporate information disclosure is correct, timely, and transparent, as well as being capable of supervising the compliance with the SET regulations on information disclosure
10. Carrying out other activities as defined by the Capital Market Supervisory Board

7.4 Remuneration of Directors and Executives of the Company

7.4.1 Cash Remuneration

1) Board of Directors of the Company and the Subsidiaries that Operate the Core Businesses

1.1) Jasmine International PCL.

1.1.1) Remuneration of the Board of Directors and the Subcommittees According to the Positions:-

- Chairman of the Board of Directors received remuneration of Bt 80,000 per month (Additional).
- Each Independent Director received remuneration of Bt 50,000 per month.
- Chairman of Audit Committee received the remuneration of Bt 10,000 per month. (Additional).
- Each Audit Committee member received the remuneration of Bt 25,000 per month.
- Chairman of the Remuneration and Nomination Committee received the remuneration of 10,000 Baht per month (Additional).
- Each member of the Remuneration and Nomination Committee received the remuneration of Bt 10,000 per month.
- Each Executive or Non-executive Director received the remuneration of Bt 30,000* per month.
- Chairman of the Risk Management Committee received the remuneration of Bt 10,000 per month (Additional).
- Each member of the Risk Management Committee received the remuneration of Bt 10,000 per month
- Chairman of the Board of Directors received the gratuity for the year 2015 of 700,000 Baht.
- Three Independent Directors who are also the Audit Committee members, each received the gratuity for the year 2015 of Bt 500,000.
- Six Board of Directors, each received the gratuity for the year 2015 of Bt 150,000*.

1.1.2) Remuneration of Directors and the Subcommittees Disclosed Individually:-

Director's Name		Year 2015 (Baht)	Remuneration Details
1. Mr.Sudhitham	Chirathivat	2,260,000	Salary, Gratuity and other benefits**
2. Dr.Vichit	Yamboonruang	1,733,169	Salary, Gratuity and other benefits**
3. Dr.Yodhin	Anavil	1,751,760	Salary, Gratuity and other benefits**
4. Mrs.Chantra	Purnariksha	1,587,169	Salary, Gratuity and other benefits**
5. Mr.Pete	Bodharamik*	-	-
6. Mr.Somboon	Patcharasopak	1,042,640	Salary, Gratuity and other benefits**
7. Mr.Subhoj	Sunyabhisithkul	677,200	Salary, Gratuity and other benefits**
8. Mr.Terasak	Jerauswapong	741,760	Salary, Gratuity and other benefits**
9. Ms.Saijai	Kitsin	669,000	Salary, Gratuity and other benefits**
10. Mr.Pleumjai	Sinarkorn	763,669	Salary, Gratuity and other benefits**
11. Dr.Soraj	Asavaprapha	621,760	Salary, Gratuity and other benefits**

Remarks * Mr. Pete Bodharamik stated the intention not to receive any remuneration and gratuity as a director.

** Other benefits covered the right to reimburse the medical treatment expenses for inpatient department (IPD), outpatient department (OPD) and other medical expenses that arise from illness and the right to apply for sports club and hotel membership.

- 1.2) Jasmine Submarine Telecommunications Co., Ltd.
 - Executive Directors did not receive the remuneration.
- 1.3) Acumen Co., Ltd.
 - Executive Directors did not receive the remuneration.

2) Remuneration of Executives of the Company and the Subsidiaries that Operate the Core Businesses

The Company and the Subsidiary	Number of Executive (Person)(Baht)	Year 2015 (Baht)	Remuneration Details
1. Jasmine International PCL.	6	37,539,409	Salary and bonus
2. Jasmine Submarine Telecommunications Co., Ltd.	3	6,947,985	Salary and bonus
3. Acumen Co., Ltd.	4	6,609,827	Salary and bonus
Total	13	51,097,221	

7.4.2 Other Forms of Remuneration

The Company established a provident fund to serve as a welfare and security for its employees upon employment termination, physical deformity, retirement, death or resignation from the fund. The fund, namely Registered Provident Fund of Jasmine Group, comprises of the employees' contribution at the minimum rate of 3 percent of their basic salary (or as designated by each employee from 3, 4, 5, 6, 7, 8, 10, 12 to 15 percent) and the Company's contribution which is based on each employee's years of service.

7.5 Personnel

7.5.1 Information on Personnel of the Company and the Subsidiaries as at 31 December 2015

Item	Number of Employees (Persons)	Remuneration Amount (Baht)	Remuneration Details
1. Jasmine International PCL.	106	94,263,640	Salary, Overtime Wage, and Bonus
2. Jasmine International PCL. and the subsidiaries	6,951	2,164,373,739	Salary, Overtime Wage, and Bonus

7.5.2 Number of Employees in Major Departments of the Company as at 31 December 2015

Department	Number of Employees (Persons)
1. Office of Chief Executive Officer	30*
2. Office of Internal Audit	3
3. Administration	10
4. Corporate Social Responsibility	3
5. Regulatory & Compliance	5
6. Accounting	11
7. Finance	7
8. Personnel Training and Development	6
9. Research & Development/IT	9
10. Human Resources	22
Total	106

Remarks * The number of the Company's employee, including the Chief Executive Officer

7.5.3 Personnel Training Policy of the Company

Throughout the year 2015, due to continuous increase in the number of Broadband Internet subscribers, both in Bangkok Metropolitan and in the provincial areas, high competitions were still found among Broadband Internet service providers. Each was determined to maintain its existing customer base; thus, intensely employing marketing strategies such as launching new promotions and offering a wide variety of value added services. Presently, price competition is not the sole marketing strategy that Broadband Internet service providers rely upon in order to win more customers; it has been more obviously seen that what they are also aware of as a key strategy to attract new customer is quality service.

As a big leading Broadband Internet service provider, the Company has principally placed importance on quality service development; therefore, its personnel of all levels have been supported to develop positive attitudes towards service job, to possess professionalism and to be equipped with skills required by their jobs in addition to skills in such fields as business administration, management, quality control, sales and marketing, technological development, new applications, etc. so they become ready to manage changes and competitions that may occur any time.

The Company provides its personnel with good welfare, reasonable compensation, and chances of progress in their career paths, realizing that good morale brings about the personnel's love, organizational commitment and loyalty to the Company.

The Company's development of personnel's capability was implemented by taking into consideration, the personnel's length of work period, their positions and fields of responsibility as detailed below:-

- Executive level : For this level, the Company emphasized developing the skills in administration and change management through conferences, seminars, collaborative learning among the management and field trips. Average training period : 72 hours/person/year.
- Supervisor level : For this level, the Company emphasized developing team management skills; skills for team leaders; coaching, assigning and monitoring skills, through training courses, conferences, workshops and coaching. Average training period : 72 hours/person/year.
- Practitioner level : For this level, the Company emphasized developing the technical and operational skills through training, conferences, workshops and coaching to enable the employees' work efficiency in their fields of responsibilities such as technical, accounting, and general back office, etc. Average training period : 48 hours/person/year.

The Company is confident that a good and efficient personnel development will enhance success in line with strategies, vision and mission, assuring strong and sustainable growth of the organization.



Corporate Governance

8. Corporate Governance

The Company's Board of Directors is entitled to set up Corporate Governance Policy which encompasses 5 major principles to be in line with the guideline of the SET. Details of which are as follows:-

8.1 Corporate Governance Policy

1. The Rights of Shareholders

The Company is well aware that all the fundamental rights of the shareholders both as investors and company owners must be significantly recognized. Such rights include the right to trade or transfer the securities they hold, the right to receive the Company's sharing profits, the right to adequately access the Company's information, the right to attend the shareholders' meeting wherein they can exercise the rights to express their opinions and vote for resolutions on the Company's significant matters ;for instances, dividend payment, appointment or removal of a director, appointment of external auditors, approval of any crucial transaction which might affect the directions of the Company's operation, amendment on Memorandum of Association or Articles of Association and so on.

In addition to the above mentioned fundamental rights, the Company manages to support and facilitate the shareholders' right exercise as follows:-

1. The Company arranges the Annual General Meeting of Shareholders within the first 4 months of the Company's fiscal year. Other shareholders' meetings shall be referred to as "Extraordinary Shareholders' Meetings"; each will be called for by the Board of Directors only when deemed appropriate. Invitation letters together with meeting agenda and related documents with adequate fact(s), reason(s) and opinion(s) of the Board of Directors will be distributed for the shareholders to consider 7 or 14 days prior to the meeting date, depending on the subjects. The Company also advertises the meeting notice in the press 3 days consecutively before the date of meeting.
2. Provided that a shareholder is unable to attend the meeting in person, the Company allows him/her to assign an independent director or any person to attend the meeting on his/her behalf by filling in one of the proxy forms attached with the meeting invitation letter or downloaded from the Company's website.
3. During the meeting, the Company provides equal opportunities for the shareholders to make enquiries or to express their views. Therein, the Company's directors and relevant management are present to answer the questions that are raised. Significant question-and-answer issue as well as the significant opinions are recorded in the minutes of meeting to facilitate the shareholders' scrutiny.
4. The complete minutes of meeting shall be accomplished after the meeting date wherein complete and accurate information are presented for the shareholders' scrutiny.

2. The Equitable Treatment of Shareholders

The Company has a policy to treat all the shareholders equally be they major shareholders, minor shareholders, institutional investors or foreign investors. Independent directors are assigned by the Company to be responsible for looking after the minor shareholders.

The Company has the policy to announce the schedule of its shareholders' meeting together with the agendas in Thai and English via the Company's website in no less than 30 days prior to the meeting date to facilitate both the Thai and foreign investors.

The shareholders' meeting is properly conducted according to the scheduled agenda in respect of the Company's Articles of Association. In each agenda, related information is clearly and completely presented for the meeting's consideration. If unnecessary, no un-informed agenda is introduced to the meeting neither is any important agenda which the shareholders need some time to make a prudent study before making a decision. In case that a shareholder is unable to attend the meeting in person, the Company allows him/her to assign an independent director or any person to attend the meeting on his/her behalf by filling in one of the proxy forms attached with the meeting invitation letter or downloaded from the Company's website.

Voting process is transparent with regard to the order of agenda items. During the meeting, the shareholders are entitled to cast the vote to express their agreement or disagreement or even to abstain from voting on any issue, including such significant ones as connected transactions, acquisition or disposal of the Company's assets and so on. The agenda on director election provides the shareholders with the chance to elect the directors as individual persons to replace the ones who retire by rotation.

The Company has the policy to disclose information on related party transactions, connected transactions and others as required by the regulations stipulated by the regulators of the listed companies.

The Company has established the Code of Ethics for employees, stipulating the importance of keeping the information of both the Company and its subsidiaries in confidence. It has also set up penalty for any staff who makes use of the inside information for his/her own benefits or implement the same in the manner that may damage the Company's reputation. Additionally, the trading or transferring of the Company's securities by using confidential information and/or inside information is prohibited in the like manner as the conduct of juristic act, using the Company's confidential information and/or inside information since such doing may cause damage to the Company either directly or indirectly.

The Company has set up a measure to prevent "Insider Trading", that is considered improper conduct, by relevant persons who are directors, executives, and staff working in the departments related to the inside information (including their spouses and minors). According to the measure, such relevant persons are not allowed to trade the Company's securities a month before the disclosure of the quarterly and annual financial statements. The Company has informed its directors and executives not only of their duty to report their holding of the Company's securities but also the penalty according to the Securities and Exchange Act of B.E.2535 and the regulations of the SET. In case that the directors or the executives trade the Company's securities which they hold, they are obliged to report changes in the possession of their own securities, spouses and minors to the SEC to comply with Section 59 of the Securities and Exchange Act of B.E.2535 within 3 weekdays so that it is further disclosed to the public.

Pertaining to this matter, the Company has set up the disciplinary penalty to apply to any relevant person who discloses or makes use of the Company's inside information for seeking his /her own personal interests. The degree of penalty varies, according to the case, from verbal warning, written warning to putting on probation, firing or dismissal.

3. The Role of Stakeholders

The Company equally respects the rights of all the stakeholders whether they are the inside stakeholders such as the Company's employees and the executives or the outside-party stakeholders such as creditors and customers, etc. The Company realizes that the support and suggestions from every group of stakeholders are valuable and beneficial to both the operation and business development. Therefore, the Company will perform the duty to comply with the law and other related regulations to ensure that all the rights of the stakeholders are well protected. Furthermore, the Company gives importance to equal treatment under human rights principles and shall not have a hand in any conspiracy that is against human rights. The Company supports and respects human rights protection and has guidelines to guard the rights of every stakeholder group as required by law.

Regarding intellectual property or copyright, the Company has a policy to strictly obey the laws enacted to protect intellectual property to prevent relevant stakeholders from any impact.

Also, the Company has an anti-corruption-and-bribery-for-business-benefit policy that is included in Code of Employees' Ethics for employees' acknowledgement and further conformity. The Company does not have any policy on offering money, incentives, gifts, or special privileges in any form, directly or indirectly, to any person in order to gain business benefits or competitive advantages. In addition, the Company strongly supports cooperation between the Company itself and each group of stakeholders for the Company's stability. To this respect, the Company follows the directions below to appropriately treat each stakeholder group.

- | | |
|-----------------------------|---|
| Shareholders | : With an aim to bring about the highest satisfaction to its shareholders, the Company tries its best to be their ever efficient and trustworthy business representative, taking into account the long term growth of its value and the emphasis on transparent and honest information disclosure. |
| Employees | : The Company regards employees as its very precious resources. So, it focuses on supporting human resources development which consequently leads to its maximum benefit. Besides, it encourages the employees to play a part in creating a good organization culture, strong teamwork and safe and pleasant working atmosphere. In addition, it provides the employees with welfares and good environment; meanwhile, implanting in them the awareness of working with loyalty, taking into the minds all the possible impacts on both the organization and outside people in general. |
| Competitors | : The Company commercially contends with other trade competitors on the fair and ethical competition basis. |
| Customers | : The Company is committed to providing quality services for the highest satisfaction and confidence of the customers. |
| Trade Counterparts | : The Company has a policy to treat both the counterparts and the and Creditors creditors fairly in compliance with trading conditions and/or terms in mutual contracts to enhance good business relationship, beneficial to all parties. |
| Community and Public | : On a regular basis, the Company joins and sponsors socially constructive projects and activities as exemplified by social responsibility activities, especially, the contribution of high-speed Internet and WiFi to schools in rural areas free of charge, financial and material donations to several foundations and organizations. |
| Environment | : The Company recognizes the importance of environment and simultaneously is concerned about the impact of pollutions on communities. The Company's nature of business does not jeopardize the environment. |

The Company will conduct its business to be in line with the law and other related regulations to assure the shareholders of the best protection of their rights.

4. Disclosure and Transparency

The Company's Board of Directors takes as its obligation the disclosure of the Company's financial and other Company-related information to be complete, accurate, and transparent in compliance with the regulations of the SEC and the SET. Additionally, it discloses other significant information which may affect the price of the Company's securities which in turn impacts on the decision of the Company's investors and stakeholders. Such information is accessible to the Company's shareholders, investors and the public via the channels and media of the SET as well as the Company's website.

For Investor Relations, the Finance Department is assigned to represent the Company in communicating with institutional investors, shareholders, analysts and relevant state organizations; whereas, the Regulatory & Compliance Department is accountable for corporate reports.

The Company's Board of Directors is responsible for the consolidated financial statements of the Company and its subsidiaries as well as any financial-related information disclosed in the Company's Annual Report. Such financial statements are prudently prepared pursuant to the accounting principles generally accepted country-wide based on the appropriate accounting policy with which the Company regularly complies. Besides, the information therein is adequately disclosed. The Audit Committee is obliged to verify the quality of the Company's financial reports and internal control system, including the adequacy of the disclosure of important information in notes to the financial statements prior to acknowledging their opinions to the Board of Directors' meeting and the shareholders' meeting, respectively.

5. Responsibilities of the Board of Directors

1. Structure of the Board of Directors

The Board of Directors of the Company is made up of individuals recognized for their knowledge and capabilities. The Board plays a vital role in setting up corporate policy and organization overview besides independently overseeing, auditing, and assessing the Company's performance to be in accordance with the Business Plan.

Structurally, the Board of Directors totally comprises 11 directors, 4 of whom are independent directors. The appointment of the independent directors in such adequate and proper proportion enables the balance of power in the Board of Directors. The Company's administration is finally verified by the Audit Committee which consists of 3 accredited independent members.

Term of Office of the Board of Directors

According to the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third of the directors who have the longest terms in office shall retire. Nevertheless, provided that the number of the directors is not a multiple of three, then the number nearest to one-third shall retire from office. The retirement of the directors in the first and the second year after the listing of the Company on the SET is based on the method of lot-drawing. As for in the later years, the directors who serve the longest terms shall retire. The Company's Articles of Association also prescribes that the retired directors are eligible for re-election. Furthermore, whether a director can continuously remain in office without break for the longest period will be determined by the Company by taking into account his/her individual qualifications and appropriateness.

The Board of Directors has approved to embrace the disclosure of the number of the companies in which each director has his/her position as a significant criterion for the Board of Directors election; The Company; thus, discloses the information of all the directors who are also directors of other companies in details. At present, 8 directors of the Company's Board of Directors are holding the positions of director in more than 1 listed company. However, since those directors have sufficiently devoted their time carrying out the Company's tasks with all their efforts, the holding of their positions in other companies does not affect their performance at all ; moreover, they regularly participate in the Company's Board of Directors' meetings and always provide practical opinions for the Company therein.

Board Member Orientation

A newly appointed director will be briefed on businesses of the Company. The Company also sends him/her a set of document on regulations for the Board of Directors and the Board of Directors' responsibilities to notify them of good practice as a director of the Company.

2. Subcommittee

For efficient corporate governance, the Company established 3 subcommittees, namely Audit Committee, Risk Management Committee and Remuneration and Nomination Committee and also set up distinct scopes of authority, duty and responsibility for each.

3. Role, Duty, and Responsibility of the Board of Directors

The Company's Board of Directors is made up of individuals who are knowledgeable, proficient, expert and well equipped with beneficial experiences in various fields apart from distinguished leadership. They collectively set visions, missions, strategies and business directions in addition to providing efficacious oversight of the Company's operation to be in compliance with all the relevant laws and to correspond to the objectives and regulations of the Company as well as the resolutions of the shareholders' meeting. They also set up subcommittees to monitor and supervise the Company's operation. The Company supports every director for his/her interest in taking any training course that provides essential knowledge that helps enhance him/her more professionalism as a director and that can be applied for the endless development of the quality of directors' performances.

In regard to top management succession planning, the Board of Directors has assigned the Remuneration and Nomination Committee to set up criteria and procedures for the selection of qualified candidates for top management positions. It is required that such plan be annually reviewed and the results thereof be reported to the Board of Directors.

Corporate Governance Policy

The Company is entitled to set up the policy of good corporate governance in writing. Such policy, approved by the Board of Directors' meeting, is regularly reviewed, at least once a year, in terms of content and compliance.

Business Ethics

The Company has set up and put in writing the Code of Business Ethics as an essential guideline for the Board of Directors, the management and employees of all levels to adhere so as to conduct the Company's business and serve all the groups of stakeholders, society and the public fairly and honestly. Besides, it has announced such Code of Business Ethics and acknowledged them to its employees for strict compliance. For effectiveness, a set of disciplinary penalty is set up as well as a system for following up the practice of the Code of Business Ethics that is regularly applied.

Conflict of Interest

The Company's Board of Directors has set up the policy on conflicts of interest based on the principle that any decision on business conduct must be made with respect to the highest interests of the Company only. Any action which might lead to conflicts of interest must be avoided. It is specified that any person relevant to or connected with the subject to be considered is obliged to acknowledge the Company of his/her relationship to or connection with the matter. He/She is not permitted to join the party which judges the case and does not have the power to authorize that particular transaction. No irregular conditions or regulations are specially set for such case. It is also stipulated that the Office of Internal Audit and the Audit Committee are responsible for taking care of and solving the conflicts of interest. However, to date, the Company has not experienced the problem related to conflicts of interest.

The Audit Committee will report the carefully considered connected transaction matter and any matter containing a conflict of interest to the Board of Directors in compliance with the regulations of the SET. Such information is disclosed in the Company's Annual Report and the Updated Registration Statement (56-1 Form).

Whenever changes in securities holding of the Board of Directors and the management of the Company, including their spouses and minors occur, they must be informed to the Company and reported to the SEC respectively according to Section 59 of the Securities and Exchange Act of B.E.2535 within 3 weekdays commencing from the date of trade or transfer. Besides, to prevent improper usage of the Company's inside information, directors, executives and departments having an access to the Company's inside information are forbidden from disclosing such information to the outside parties and anyone who does not involve in the Company's securities trading a month prior to the disclosure of the Company's financial statements.

Internal Control System

Realizing the importance of efficient internal control system in both management and operation levels, the Company has set up the scopes of duty and authority for its executives and employees clearly in writing. The Company also conducts the control of assets usage for its own benefit. In addition, the duties of staff and officers in charge of monitoring and assessment officers are segregated. The Audit Committee has been set up by the Company to verify the internal control system and oversee the internal audit properly and efficiently.

Risk Management

The Company evaluates the adequacy of its existing internal control system on a yearly basis. Its Risk Management Committee also assesses internal and external risk factors, analyzes them and follows up the outcome besides finding measures to mitigate risks within the organization and properly improve the operation for more effectiveness.

Report of the Board of Directors

Quarterly, the Accounting Department organizes a meeting between the relevant staff and the Company's auditors. The Company's Audit Committee is accountable for the review of the financial reports that are to be presented to the Board of Directors by the Accounting Department. The Board of Directors is responsible for the consolidated financial statements of the Company and its subsidiaries as well as the financial information (the report on the Board of Directors' responsibilities for financial matters) presented in the Annual Report. Such financial statements are prepared in accordance with the accounting principles, certified and audited with prudence by the Company's auditors. The disclosure of significant financial-related and non-financial related information is completely and regularly done on the factual basis.

4. Board of Directors' Meeting

The Company's Board of Directors' meeting is scheduled to be convened in every 3 months. However, a special meeting can be called if it is deemed necessary. The agenda items for each meeting are clear and specific. Documents concerned are sent to the directors prior to the meeting date in order to provide them with sufficient time of study, except for an emergency case. The meeting is recorded in writing. The minutes as well as other certified documents are kept for references and all must be examinable in the following meeting. Issues to be included in the meeting agenda are a result of prudent co-consideration of the Company's Chairman of the Board of the Directors and the Chief Executive Officer or the President. To this regard, each director can also propose issues for the preparation of a meeting agenda.

During the meeting, the Company's Chairman of the Board of Directors or the person who is elected to act as Chairman of the Board of Directors' meeting will provide opportunities for the directors to independently express their opinions. Sometimes, the Company's top management join the meeting for the provision of additional useful information in some particular agendas as related persons. On this occasion also that they can be directly acknowledged of the policy and put it into practice accordingly and efficiently. Resolutions are based on majority vote of the Board members attending the meeting; one director is eligible for one vote. However, a director who has interests in the matter under consideration shall not join the meeting and/or abstain from voting. In case of tie, the Chairman has the casting vote.

The Board of Directors' minutes of meeting, taken by the Secretary to the Board of Directors who takes part in every meeting, is presented to the chairman of the meeting to consider and sign for certification prior to proposing as the first agenda item in the following meeting for the Board of Directors to certify. After certification, the Secretary to the Board of Directors will store all the information and documents related to the meetings to facilitate data references and searches.

The Board of Directors has the policy to encourage the non-executive members to schedule meetings among themselves without the management team at least once a year. Corporate Secretary, as the meeting coordinator, is assigned the task of meeting organization.

5. Board of Directors' Self Assessment

The Company's Board of Directors has the policy to evaluate their own performances, taking into account the Company's business operation result, the degree of conformity to the established policies and the overall economic and social situations as significant criteria. The self assessment results are useful for self improvement in working of each individual director.

The Chief Executive Officer's performance is considered by the Board of Directors, based on the evaluation results of the CEO Performance Evaluation Form and the Company's operation results.

Anti-corruption Policy

Jasmine International Public Company Limited ("the Company") places importance on conducting business in a transparent manner with integrity in accordance with good corporate governance principles, adhering to its responsibility to the society and the nation as a whole. Realizing that corruption is a serious problem that hinders the development of the country; the Company has established an anti-corruption policy for itself and the subsidiaries (Both the Company and its subsidiaries shall be referred to herein as "the company.") to apply as a guideline for business operation, with confidence that it would enable effective development to a sustainability organization, which, in a way, is a support to national development.

Definition of "Corruption"

"Corruption" refers to any form of bribery whether it be an offer, a proposal to provide, a pledge or a promise to give, a request for or an acceptance of benefits such as money, assets and other undue advantage to/from a government officer, the government sector, the private sector, or any responsible person either in direct or indirect manner in order to acquire or retain a business as well as to recommend specific business to the entity and to protect any inappropriate interest for the company's business; except for the case enabled by law, regulation, announcement, rule, local tradition, or trade usage.

Anti-corruption Policy and Guideline

1. The directors, the executives and the employees of the company are prohibited from engaging in or accepting corruption of all types. The Anti-corruption Policy shall be applied to several company activities; for instances, personnel recruitment/nomination; promotion; procurement; sale; business-relation creation with both the government and the private sectors, and so on.
2. Every employee is obliged to notify his/her supervisor or the responsible person of any act of corruption or any intention that is within the scope of corruption. Furthermore, he/she must be cooperative in investigation procedure.
3. The company shall provide fairness and protection for every employee who denies corruption or informs the company of any corruption case.
4. A person who commits corruption shall receive disciplinary punishment as stipulated by the Article of Association of the Company. Conviction on law may be applied in case such act violates the law.
5. The anti-corruption policy and guideline shall be regularly revised to suit the changing business, rules, regulations, and all the applicable laws.

Whistle Blowing and Notice of Complaint

A person who finds corrupt practices or corruption-related cases, directly or indirectly, can notice the whistle blowing or make the complaint to the company through the following communication channels:-

1. E-mail : churnkamol.t@jasmine.com
2. The Company's website : [www.jasmine.com/contact/whistle blowing](http://www.jasmine.com/contact/whistle%20blowing)
3. Telephone Number : 02 100 3085

Preventive and Confidential Measure

Any person assigned by the Company to be responsible for the task of complaints and whistle blowing has a duty keep all personal information of every complainant and informant such as his/her name, address, subject of complaint and all the relevant documents, in confidentiality. Such information shall not be disclosed to anyone who is not a concerned person unless the disclosure is required by law.

Promotion of Anti-corruption Policy

To ensure that the Anti-corruption Policy is completely and thoroughly communicated to all personnel of the organization, the company shall

1. Announce the Policy to acknowledge its personnel for the right compliance
2. Promote the Policy through the Company's communication channels such as emails, website, Annual Registration Statement (Form 56-1) and Annual Report (Form 56-2)
3. Compile and disseminate the laws against bribery and corruption support
4. Regularly review the Anti-corruption Policy

Gift Policy

The directors, the executives and/or the employees of the Company and its subsidiaries are prohibited from receiving any benefit from government officers, government sector, private agencies, business partners, or people with whom the Company and its subsidiaries do business, be it in the form of money, assets or others for their own; except for the case of the International New Year or other generally accepted local customary or traditional practices. The gifts that the directors, the executives and/or the employees of the Company and its subsidiaries may receive on those occasions should not be exceeding 3,000 Baht in value. In addition, the directors, the executives and/or the employees of the Company and its subsidiaries are not permitted, in any case, to accept immoderate or inappropriate hospitality and reception.

Report on Compliance with Corporate Governance Policy

In 2015, the Company completely conformed to the Good Corporate Governance Policy stipulated by the Board of Directors. However, there are still some significant additional matters to be reported as detailed below:-

1) and 2) Regarding the Rights of Shareholders and the Equitable Treatment of Shareholders

1. The Company completely and accurately reported its operation results to the shareholders and also arranged the shareholders' meeting to report and request for the approval of issues which are significant or require resolutions from the meeting according to the law.
2. Last year, the Company organized the Annual General Meeting of Shareholders (the 2015 AGM) and the Extraordinary General Meeting of Shareholders No. 1/2015 (the EGM No. 1/2015) on 28 April 2015. All the Company's directors attended the 2015 AGM and the EGM No. 1/2015. Only Mrs. Chantira Purnariksha did not attend the EGM No. 1/2015.
3. The shareholders' meetings were held at the Company which was located on the area, reachable by enough public transportation; thus, the shareholders could travel to attend the meetings conveniently.
4. The Company provided the shareholders with adequate time to study detailed information of the documents for the 2015 AGM and the EGM No.1/2015 beforehand by:
 - posting the invitation letter to the 2015 AGM on its website (www.jasmine.com) 34 days prior to the meeting date. It also posted the Minutes of the 2015 AGM on the website 14 days after the date of the meeting.
 - posting the invitation letter to the EGM No. 1/2015 on its website (www.jasmine.com) prior to the meeting date. It also posted the Minutes of the EGM No. 1/2015 on the website 14 days after the date of the meeting.
5. The Company had not yet provided the shareholders a chance to submit their opinions, recommendations, inquiries, additional agenda items or names of candidates for the position of director to the Company since, for the time being, the Company is considering an appropriate guideline and a policy related to the matters.
6. The records of proxy in which the shareholders specified their intention to assign the Company's directors to attend the meetings and vote on their behalves at the shareholders' meetings in 2015 are as follows:-
 - At the 2015 AGM, 237 shareholders assigned the Company's Independent Directors, namely, Mr.Sudhitham Chirathivat, Dr.Vichit Yamboonruang and Dr.Yodhin Anavil to vote on their behalves. In the like manner, 11 shareholders assigned Mr. Pete Bodharamik and Mr.Somboon Patcharasopak, the Company's directors, to vote on their behalves.
 - At the EGM No.1/2015, 121 shareholders assigned the Company's Independent Directors, namely, Mr.Sudhitham Chirathivat, Dr.Vichit Yamboonruang, and Dr.Yodhin Anavil to vote on their behalves. In the like manner, 11 shareholders assigned Mr. Pete Bodharamik and Mr.Somboon Patcharasopak, the Company's directors, to vote on their behalves.

7. In the shareholders' meetings, all the shareholders were equitably allowed to express their opinions and raise questions to any of the management who attended the meeting. Voting portion for any agenda resolution was compliant to the following regulations:
- 1) In a normal case, the resolution is subject to the majority vote of the eligible shareholders who attend the meeting. One share is entitled to one vote. However, the chairman of the meeting has the casting vote in case of tie.
 - 2) In the following cases, at least three-fourth of the total votes of the eligible shareholders attending the meeting are required subject to one share for one vote:
 - The total or partial sales or transfer of the Company's significant business operation to any third party.
 - The purchase or undertaking of the transfer of any companies or private sectors, and
 - The execution, amendment, or cancellation of the partial or total lease of the Company's business to any third party, or business merger with any third party aiming for mutual profit and loss sharing.
8. The Company complied with the policy on the prevention of the inside information usage. Details of this policy are in Subsection 8.5: Control of Inside Information Usage and Section 10 : Internal Control and Risk Management, Topic : Control Activities. In 2015, the Company's executives and other relevant persons strictly conformed to such policy. None ignored or violated it.

3) Regarding the Role of Stakeholders

Provided that there is a case in which a stakeholder's right is violated by the Company, the Company shall do everything in compliance with the law. Besides, a shareholder can submit a complaint or inform the Company of a trace of such matter at www.jasmine.com/contact/ whistle blowing. However, in the previous year, no case of violation of the shareholders' right occurred nor did the conflict between the Company and the stakeholders. The Company joined the Collective Action Coalition of the Private Sector Against Corruption on 6 January 2015.

4) Regarding the Disclosure and Transparency

The Company's disclosure of the financial and the non-financial information was correct, complete, timely, transparent, and fair to all parties in conformity with the regulations stipulated by the SEC and the SET. The information that was already disclosed to the SET was also posted on the Company's website (www.jasmine.com) of the "Investor Relation/news to SET" menu.

The remuneration of the Company's executives is disclosed in Subsection 8.4 of the Updated Registration Statement (56-1 Form) and herein in Subsection 7.4. Initially, the remuneration had passed prudent consideration of the Remuneration and Nomination Committee. Then, it was considered and approved by the Board of Directors' meeting. Both the Remuneration and Nomination Committee and the Board of Directors took into account remuneration information of other companies of the same line of industry, the Company's own business expansion and growth of profits as references. The remuneration of the Company's directors was finally approved by the shareholders' meeting.

As for salary, bonus and other benefits for the executives and the employees, each was considered mainly based on the Company's operating results. Besides cash remuneration, the Company provided its executives and employees with welfares other than those required by law such as provident fund, annual health checkup, and recreational activities.

The Company fairly treated every group of investors, be it individual or institution, local or foreign by providing for analysts or interested investors a chance to directly have a meeting with the Company's executives as much as possible. The Company also disclosed the information on operation analysis in Investor Bulletin, prepared quarterly and posted on the Company's website (www.jasmine.com) : Investor Relation/Investor Bulletin. Investor Relations Unit of the Company was responsible for giving information to the investors directly; thus, interested analysts and investors could contact the Company conveniently via telephone and e-mail address. The task of Investor Relations is trusted to the Finance Department.

- The contact person is Mrs. Chuenkamol Treesuttacheep, telephone: 0-2100-3085, email address: churnkamol.t@jasmine.com.

Meanwhile, the disclosure of significant data of the Company is assigned to the Regulatory & Compliance Department.

- The contact person is Mrs. Uraiporn Charoenchit, telephone: 0-2100-3118, email address: curaiporn@jasmine.com.

5) *Regarding Responsibilities of the Board of Directors*

1. Of the total 11 directors who constitute the Company's structure of the Board of Directors, 4 of whom are independent directors whose qualifications meet the Company's definition which is equivalent to the standard of the SEC.

The 4 independent directors are of not less than one-third of the total number of the directors in the Board. Three of the independent directors who are qualified according to the requirements of the SET are also positioned in the Company's Audit Committee, having independent power in the audit administration. Furthermore, 1 independent director has a position in the Remuneration and Nomination Committee.

The Company has clearly delineated the roles and responsibilities of the Board of Directors and the management. The organization structure is practical in which the management power is delegated to the employees of different levels, enabling them to participate in the Company's operations and dexterously perform their duties. The scopes of authorities and budgetary approval for each management level are clearly explicated in writing.

The Company has clearly segregated authorities and roles between Chairman of the Board of Directors and Chief Executive Officer so as to prevent unlimited authority. Chairman of the Board of Directors is a director who is elected and appointed by the Board of Directors; whereas, the Chief Executive Officer is appointed by the Board of Directors, taking into consideration the proposal of the Remuneration and Nomination Committee (as detailed in Section 8.2 : the Company's Board of Directors and Subcommittees)

2. The Company discloses its Corporate Governance Policy via the website (www.jasmine.com) at the Investor Relations/Corporate Governance menu for the acknowledgement of the directors, employees and investors in general.
3. The Company has set up and put in writing the business operation policy and procedures, which are prudent and malfeasance-preventive in terms of payment requisition, procurement, personnel management and general administration. In addition, the Company has established the Code of Business Ethics as a vital guideline in business operation for the Board of Directors, the executives and the employees of all levels as detailed below:-

- 1) To adhere to fine virtues and morals
 - 2) To be self-disciplined, to be well aware of one's own duties, to respect one's own rights and others', and to realize that discipline upkeep is a kind of behavior improvement not punishment
 - 3) To perform any assigned duty in compliance with the policy that is in compliance with law, honestly, so as to keep the Company's image unblemished
 - 4) Not to directly or indirectly have a deliberate intention to harm, destroy or erode other persons' reputation, progress or business
 - 5) To implement the leadership skill in business operation by utilizing the employees' proficiency as a tool for organization's success, not for personal interests.
 - 6) Should there be any personal interest other than the one received from the Company, one is obliged to disclose the information thereof to the Company immediately; furthermore, one should not get involved in any other business activity that may lead to a conflict of interest or deteriorate work efficiency
 - 7) To create the work atmosphere that encourages opinion exchange, creativity, innovative ideas, suggestions as well as sensible, righteous and impartial decision making
 - 8) Not to disclose confidential information obtained by authority for own benefits, or to implement the same in the manner that may damage the Company's reputation
 - 9) To always realize that, in business operation, one does not commit only to his own duties or the business owner, but also to the purchasers, suppliers, shareholders, customers and employees; therefore, mutual benefits of these groups become the major guideline of the business operation as a whole
 - 10) To be responsible for the performances of oneself and subordinates
 - 11) To seek, improve and increase the personal capability and perform duties with knowledge, proficiency, and appropriate standard as being set for the position with attentiveness and responsibility for one's and the Company's progress
 - 12) To plan, set up and analyze work objectives to achieve the Company's goal while heeding the moral and professional ethics as well as the culture of relevant parties in the organization
 - 13) To maintain and be attentive to the health, security, bio-hygiene and environment of the whole organization, and to keep the work place in a tidy, exquisite and healthful condition
 - 14) To maximize the effective and efficient deployment of the Company's resources
4. Regarding the Board of Directors' Meeting, it is required by the Company's Article of Association that at a Board of Directors' meeting, not less than $\frac{1}{2}$ of the total number of the entire directors constitutes a quorum. In case that at any meeting, the Chairman of the Board of Directors is not present or cannot perform his duty, it is required that the Vice Chairman of the Board of Directors be the Chairman of the Meeting. However, if the Company does not have a Vice Chairman of the Board of Directors or if the Vice Chairman cannot perform his duty on the meeting date, the directors present may elect one of their members to be Chairman of the Meeting. In summoning a Board of Directors' Meeting, Chairman of the Meeting or a person assigned must dispatch notice of summoning to all the directors not less than 7 days prior to the meeting date, except for an urgent case that the meeting is allowed to be called quicker and by other means in order to preserve the rights or the benefits of the Company.
- In 2015, the Company completely complied with the regulation on such matter. Throughout the year, 9 Board of Directors' meetings were held. The record of each Director's meeting attendance is shown in Subsection 7.1.
5. The Company has set up Audit Committee to consider and verify details of the related work prior to the submission to the Board of Directors. The Audit Committee is scheduled for a meeting once a quarter. (See details of roles and responsibilities of Audit Committee in Subsection 8.2.)

The Company has also set up the Risk Management Committee and the Remuneration and Nomination Committee whose authority and duties are explained in details in Subsection 8.2.

During the year 2015, the Company's subcommittees arranged their meetings as summarized below:-

- The Audit Committee held 4 meetings. All the committee members completed their attendance.
- The Risk Management Committee held 4 meetings. All the committee members completed their attendance.
- The Remuneration and Nomination Committee held 2 meetings. All the committee members completed their attendance.

6. The Company has established the Office the Internal Audit in accordance with the regulations of the SET to ensure that the Company's and its subsidiaries' operations comply with the Company's rules and regulations. It also encourages employees of all levels to perform their jobs efficiently and effectively with environmental and ethical consciousness. An internal auditor is responsible for the analysis, assessment, suggestions, consultation and information provision, which serve as working tools, as well as leverage the efficiency of the internal audit system with the cost-effective budget.

The task of internal audit includes testing and assessment of adequacy and efficiency of the internal control system as well as the quality of the work within the organization , hence, the responsibilities of internal auditors are as follows:-

- 1) To verify and report the reliability and completeness of financial information, work performance and method of judgment and evaluation
- 2) To ensure that the work system, which has significant impacts on the operations and reports, conforms to the Company's policies, operation plans, regulations, as well as related laws
- 3) To verify appropriateness of the Company's asset upkeep, exploitation, and existence inspection
- 4) To assess the exploitation of the Company's resources, aiming for the most efficient, effective and worthwhile results
- 5) To verify the business operation or business plan so as to ensure its compliance with the Company's objectives and goal and the success of the work plan at the Company's supreme target
- 6) To provide the Audit Committee with suggestions that would enhance more appropriateness and prudence to internal control system
- 7) To perform any other task assigned by the Audit Committee

With regard to Risk Management, please see more details in Section 10 : Internal Control and Risk Management.

7. In 2015, the Board of Directors and all the subcommittees of the Company evaluated their own performance both as a party and an individual; the Board of Directors also evaluated the performance of the Chief Executive Officer, using the assessment form prepared based on the guideline of the Corporate Governance Center of the SET. The Board of Directors also reviewed the business operation policy and improved the business plan on a regular basis to increase efficiency of the management system and the internal control system of Jasmine International Group.

The result of the performance evaluation of each subcommittee will be reported to the Board of Directors in their meeting in order to comply with the requirement of the Thai Institute of Directors Association (IOD) on Corporate Governance of the listed companies.

Evaluation Criteria and average performance evaluation results of the Board of Directors, each subcommittee and the Chief Executive Officer are as detailed below:-

Grading Criteria

0 = No action has been taken.

1 = A little action has been taken.

2 = The action has been taken to a certain degree.

3 = The action has been well taken.

4 = The action has been excellently taken.

N/A = There is no information or the information cannot be used.

Evaluation Criteria and average performance evaluation results

Type of Committee	Evaluation Criteria	Percentage of Average of Good and Excellent Performance Evaluation Result
Board of Directors		
- As a party	<ol style="list-style-type: none"> 1. Structure and Qualifications of the Committee 2. Roles and Responsibilities of the Committee 3. The Committee Meetings 4. Fulfillment of Duties of the Committee 5. Relationship with the Management Support Team 6. Self-development of the Committee and the Development of the Executives 	99.07
- As an Individual	<ol style="list-style-type: none"> 1. Structure and Qualifications of the Committee 2. The Committee Meetings 3. Roles and Responsibilities of the Committee 	100
Chief Executive Officer	<ol style="list-style-type: none"> 1. Leadership 2. Strategic Planning 3. Compliance to Strategic Planning 4. Financial Planning and Compliance 5. Relationship with the Board of Directors 6. Relationship with Outside Party 7. Management and Relationship with Personnel 8. Succession 9. Knowledge on Products and Services 10. Personal Qualifications 	99.50
Audit Committee		
- As a party	<ol style="list-style-type: none"> 1. Structure and Qualifications of the Committee 2. The Committee Meetings 3. Roles and Responsibilities of the Committee 	100
- As an Individual	<ol style="list-style-type: none"> 1. Structure and Qualifications of the Committee 2. The Committee Meetings 3. Roles and Responsibilities of the Committee 	100
Risk Management Committee		
- As a party	<ol style="list-style-type: none"> 1. Structure and Qualifications of the Committee 2. The Committee Meetings 3. Roles and Responsibilities of the Committee 	97.62

Type of Committee	Evaluation Criteria	Percentage of Average of Good and Excellent Performance Evaluation Result
Risk Management Committee - As an Individual	1. Structure and Qualifications of the Committee 2. The Committee Meetings 3. Roles and Responsibilities of the Committee	94.75
Remuneration and Nomination Committee - As a party	1. Structure and Qualifications of the Committee 2. Roles and Responsibilities of the Committee 3. The Committee Meetings 4. Fulfillment of Duties of the Committee 5. Relationship with the Management Support Team 6. Self-development of the Committee	100
- As an Individual	1. Structure and Qualifications of the Committee 2. The Committee Meetings 3. Roles and Responsibilities of the Committee	100

8. In 2015, the Board of Directors reviewed the Company's Corporate Governance Policy. This year, the Board also approved the Authority and Duties of the Chairman of the Board of Directors and the Gift Policy of the Company and its subsidiaries as a part of the Company's Corporate Governance Policy.
9. The Company supports its Directors to attend courses that are beneficial to their roles and duties. In 2015, the Company's Directors attended the following forum and seminar:-
 - Directors Forum 2/2015 "Building Better Board through Effective Independent Director", which was held by Thai Institute of Directors (IOD), for the directors to exchange ideas and experiences on their roles and their expectations of working as an independent director.
 - Basic Course on New Auditor Reporting and a seminar on "The UK Experience on Implementing the Enhanced Auditor Reporting", which were held by the SEC in collaboration with the Federation of Accounting Professions, with an objective to provide the knowledge on the new auditor reporting for anyone working in the process of preparing the financial statements of a listed company.

8.2 The Company's Board of Directors and Subcommittees

The Company's director structure comprises 4 sets of committee, namely the Board of Directors, the Audit Committee, the Remuneration and Nomination Committee, and the Risk Management Committee. The names of Board of Directors and the members of each subcommittee, including the scope of authority and duties are presented as follows:-

1) Board of Directors

The Company's Board of Directors comprises 11 directors. The details of each Board of Director are presented in Subsection 7.1.

Authority and Duties of Chairman of the Board of Directors

Chairman of the Board of Directors is appointed by the Board of Directors as the chief of the Board; he is required to perform the following duties :-

1. To preside over the Board of Directors' Meeting and conduct the Meeting according to the agenda sequence, in compliance with the Company's Articles of Association and applicable laws; in addition to encouraging the Board members to independently discuss , express opinions and exchange ideas with concern for all the stakeholders and with due circumspection for the optimum benefit of the Company; also, the Chairman of the Board of Directors has the duty to clearly sum up the meeting resolutions for further actions.
2. To preside over a shareholders' meeting and act as chairman of the meeting, conducting the meeting according to the agenda sequence, in compliance with the Company's Articles of Association and applicable laws by appropriately allocating time for each agenda, providing the shareholders with opportunities to express their opinions equitably and ensuring that those questions are properly responded to.
3. To perform any duty specified by law as the duty to be performed by the Chairman of the Board of Directors

Authority and Duties of the Board of Directors

1. Each director shall perform his/her duties in compliance with the laws, objectives and Articles of Association of the Company as well as the resolutions passed by the Company's shareholders' meetings.
2. Every director is prohibited from engaging in any business, in any juristic person which is of similar business nature as and in competition with the Company's business -- either as partner or director -- unless he/she receives a prior consent from the shareholders' meeting.
3. Each director is obliged to inform the Company without delay of his/her interests in any contract which he/she has entered into with the Company, or when his/her shares or debentures in the Company or its subsidiaries increase or decrease.
4. A Board of Directors' meeting shall be held at least once every 3 months.
5. Authorized directors are specified in the Company Certificate.
6. The Board of Directors is empowered to designate a director/directors to bind the Company by signature (s) and the Company seal.

Authority and Duties of Chief Executive Officer

Chief Executive Officer controls, supervises, follows up the operations of the President and the Management team, and concurs and adjusts the Company's business plan to be in compliance with the existent business status. The Chief Executive Officer is authorized to approve the normal business transaction of not exceeding Bt 30 mn value for the interests of the business management and operations of the Company so as to ensure that the objectives of the policies and business plan determined by the Board of Directors shall be accomplished.

Whereby, the approval for such business transaction does not include the transaction in which Chief Executive Officer or any person, who may have conflicts of interest as per definition set forth in the Notifications of the Office of Securities and Exchange Commission ("SEC") and/or the SET, has an interest in any other way with the Company or its subsidiaries.

Authority and Duties of the President

The President manages, administers, and implements the normal functions of the Company in such a way as to further the interests of the Company. The President's scope of authority and duties are determined by the Board of Directors as follows:

1. The President is to supervise, administer, and implement the normal functions of the Company in such a way as to further the interests to be in accordance with the Company's Objectives and Articles of Association as well as the rules, resolutions, policies, plans, and budgets authorized by the Board of Directors under all relevant laws, and the scope of authority determined by the Board of Directors.
2. The President has the authority to approve the transactions in which the Company is borrowing, lending, guaranteeing, purchasing, providing or hiring services, or performing other normal activities of the Company involving sums of not exceeding Bt 10 mn only. To this purpose, the President may assign or delegate his authority to any individual as his attorney or substitute to act or perform any specific transaction in accordance with the designated authority.

The above-mentioned authority does not include the transaction in which the President or any person who may have conflicts of interest, as per definition set forth in the Notifications of the SEC and/or the SET, have an interest or conflict of interest in any other way with the Company or its subsidiaries.

2) Audit Committee

The Company's Audit Committee comprises 3 directors as follows:-

- | | | | |
|----|-------------|--------------|--|
| 1. | Dr.Vichit | Yamboonruang | Chairman of Audit Committee
(Expert and experienced in auditing financial statements) |
| 2. | Dr.Yodhin | Anavil | Member of Audit Committee |
| 3. | Mrs.Chantra | Purnariksha | Member of Audit Committee |

Authority and Duties of Audit Committee

1. To verify the Company's financial statements for accuracy and adequacy
2. To oversee both the Company's internal control system and internal audit system to ensure their appropriateness and efficiency aside from considering independence of Office of Internal Audit, approving the appointment, the transfer, and the dismissal of the head of Office of Internal Audit as well as the heads of any other departments responsible for internal auditing
3. To oversee and ensure the Company's conformity with the law regarding securities and stock exchange in addition to the regulations of the Stock Exchange of Thailand ("SET") and the laws relevant to the Company's business
4. To consider, select and propose to appoint persons who are independent to be the Company's external auditors and propose their remuneration in addition to having a meeting with such auditors at least once a year without the presence of the management
5. To consider the connected transactions as well as the transactions which may have conflicts of interest to ensure that such transactions are reasonable and in compliance with the related law and the regulations of the SET for the maximum benefit of the Company
6. To prepare the Audit Committee report which is disclosed in the Annual Report of the Company; the report must be certified by the signature of the Chairman of the Audit Committee and must include at least the following information:
 - 6.1 The opinion on accuracy, completion, and creditability of the Company's financial reports
 - 6.2 The opinion on adequacy of the Company's internal control system
 - 6.3 The opinion on compliance with the law regarding securities and stock exchange as well as the regulations of the SET and the laws relevant to the Company's business
 - 6.4 The opinion on appropriateness of the external auditors
 - 6.5 The opinion on the transactions which may have conflicts of interest
 - 6.6 The number of Audit Committee meetings and the attendance of each Audit Committee member

- 6.7 The opinion or overall remarks the Audit Committee obtained during performing duties in line with the charter
- 6.8 Other pieces of information deemed appropriate to acknowledge the shareholders and investors under the scope of duties and responsibilities authorized by the Board of Directors
7. To perform any other task assigned by the Board of Directors with the consent of the Audit Committee

The Audit Committee serves a 3-year term. In case of vacancy for any reason other than the expiry of the committee member's term, the Board of Directors shall elect and appoint a qualified person to fill in the vacancy so as to maintain the number of the committee members approved by the Board of Directors. The new Audit Committee member shall retain his/her office only for the remaining term of the office of the Audit Committee member whom he replaces.

3) Remuneration and Nomination Committee

The Company's Remuneration and Nomination Committee comprises 3 directors as follows:-

- | | | | |
|----|-------------|---------------|---|
| 1. | Dr.Yodhin | Anavil | Chairman of Remuneration and Nomination Committee |
| 2. | Mr.Pleumjai | Sinarkorn | Member of Remuneration and Nomination Committee |
| 3. | Mr.Somboon | Patcharasopak | Member and Secretary to the Remuneration and Nomination Committee |

Authority and Duties of the Remuneration and Nomination Committee

Remuneration

1. To set up remuneration policy for the Board of Directors and the subcommittees of the Company, including Chief Executive Officer and President appointed by the Board of Directors
2. To determine remuneration and other benefits for the Board of Directors and the subcommittees of the Company, including Chief Executive Officer and President appointed by the Board of Directors and propose the remuneration and other benefits to the Board of Directors for further consideration
3. To allocate securities offered by the Company in any securities offering project to the Company's directors and staff with respect to terms and conditions related to such securities offering (if any).

Nomination

1. To set up the selection criteria and qualifications of a person who shall assume the position of director, member of the subcommittees, Chief Executive Officer and President of the Company
2. To select, consider, and nominate a person who possesses the qualifications suitable for assuming the position of director, member of the subcommittees, Chief Executive Officer and President of the Company and propose to the Board of Directors for further consideration

The Remuneration and Nomination Committee shall directly report to the Board of Directors. The Chairman and each member of the Remuneration and Nomination Committee have a 3-year term in office. The Chairman and each member of the Remuneration and Nomination Committee who retire by rotation are eligible for re-election.

Whereby, the approval for the authority of the Remuneration and Nomination Committee does not include the power to approve any transaction in which the Remuneration and Nomination Committee or any person connected with them, have an interest or conflict of interest in any other way with the Company as per the regulations set forth by the SET. However, provided that such a case occurs, it must be proposed to the Board of Directors' meeting and/or the shareholders' meeting for consideration and approval, according to the Company Articles of Association.

4) Risk Management Committee

The Company's Risk Management Committee comprises 7 members as follows:-

1. Mr.Somboon	Patcharasopak	Chairman of Risk Management Committee
2. Mr.Terasak	Jerauswamong	Member of Risk Management Committee
3. Mr.Prajak	Khunawuth	Member of Risk Management Committee
4. Mrs.Chuenkamol	Treesuttacheap	Member of Risk Management Committee
5. Mr.Sira	Kraisingdecha	Member of Risk Management Committee
6. Mr.Amnuay	Pongsajaru	Member of Risk Management Committee
7. Ms.Saengdao	Dechaduangsakul	Member and Secretary to the Risk Management Committee

Authority and duties of the Risk Management Committee

1. To set up risk management framework and policy
2. To draw up risk management strategies, execute the risk management and promote it to success in the entire organization with emphasis on risk awareness increase
3. To verify, follow up and evaluate the risk management plan to mitigate risks to an appropriate level
4. To regularly report the Company's Board of Directors any matter that needs improvement to be in compliance with the set forth policy and strategies

8.3 Nomination and Appointment of Directors and Top Executives

8.3.1 Independent Directors

Criteria for Electing Independent Director

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

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

The above mentioned business relationship includes normal business transaction, rental or lease of immovable property, the transaction relating to assets or services as well as the offer or the receipt of financial aids by way of borrowing or loan, guarantee, collateral loan and other transactions of similar manner which may cause debt burden between the company and the party to agreement from the amount of 3 per cent of net tangible assets of the company or Baht 20,000,000 up, whichever is lower. Mutatis mutandis, in calculating such debt, the method of calculating the value of related transactions stated in the announcement of Capital Market Supervisory Board regulations on the execution of related transaction should be applied. Any debt burden occurring during the period of one year prior to the date of the business relationship with the same person must be included when considering such debt burden.

5. Not being, both at present and in the past of at least 2 years prior to the appointment date, an auditor of the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority in the company as well as not being a significant shareholder and a person having controlling authority, or a partner of the audit firm in which the auditors of the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority are working for.
6. Not being, both at present and in the past of at least 2 years prior to the appointment date, a provider of any occupational services inclusive of legal and financial advising service offering, obtaining the service charge of over Baht 2,000,000 per annum from the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority in the company in addition to not being a significant shareholder, a person with controlling authority or a partner of any occupational service provider.
7. Not being a director appointed to be the representative of the company's directors, major shareholders or shareholders who are related to the major shareholders
8. Not operating any business that is of the same nature as or that significantly competes with the business of the company or subsidiary as well as not being a significant partner in a limited company, an executive director, employee, staff, advisor receiving regular salary or a person holding over 1% of the total number of shares with voting rights of other companies which operate the same type of business and which significantly competes with the company's and the subsidiary's business operation
9. Possessing no other traits which impede the ability to independently give opinions on the company's operation

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

Procedure of Selecting an Independent Director

The selection of an independent director, whose qualifications have been set up by the Company as stated above, like the selection of a Company's director and a member of any other committee, begins with the Board of Directors assigning the Remuneration and Nomination Committee to consider experts whose qualifications meet the criteria of the Company and who possess knowledge, basics and expertise from various professions, in addition to having leadership, morals, ethics and an ability to freely express his/her opinions. Then, the best of such experts is selected and nominated to the Board of Directors which shall consider this matter with the Remuneration and Nomination Committee for further selecting that person for the position of independent director, director, or member of a committee of the Company.

In case that the Company wishes to appoint an independent director who has business relationship or provides any occupational service, the total value of which exceeds the amount allowed by an independent director qualification criteria stipulated in the notification of the Capital Market Advisory Board No. Tor. Jor. 28/2551 Clause 16 (2) (Ngor), that is from 3 percent of the net tangible assets of the company's group or over Bt 20 mn, depending on whichever amount is lower or a person who is appointed to independent directorship during the year and has or used to have business relationship or provides or used to provide any occupational service, the total value of which exceeds the amount stated in the said criteria, to be an independent director for another term, Clause 16 (2) (Choe Choe) of the above-mentioned notification makes an allowance for excepting the prohibition against the independent director qualification criteria, regarding business relationship, requiring that the company organize the board of directors' meeting to consider the matter and accordingly provide opinions for it with responsibility, prudence and honesty in line with Section 89/7 that can assure that the appointment shall not affect the performance and freedom of providing opinions of that person as an independent director. It is also required that the board of directors declares reasons and necessity that support the decision to appoint that particular person to the position of independent director for another term.

8.3.2 Recruitment of Directors and Chief Executives

The selection of a person to the position of the Company's director must initially pass the consideration of the Remuneration and Nomination Committee. Then, the Company's Board of Directors shall consider this matter prior to proposing it to the shareholders' meeting for approval. The constitution of the Board of Directors, including the appointment, removal or vacation from the office of the directors have been set forth in the Articles Association of the Company as summarized below :-

1. The Company shall have a Board of Directors comprising at least 5 individuals and not less than half of the total number of directors must have their residence in the Kingdom of Thailand.
2. The shareholders shall appoint the directors, at the shareholders' meeting, in accordance with the following rules and procedures:
 - 1) Each shareholder shall have one vote per share.
 - 2) Each shareholder may cast his vote as per calculated in 1) for one or any number of the candidates, one by one. However, the vote shall not be distributed or divided among the candidates.
 - 3) The candidates receiving the highest number of votes in the respective order of the votes shall be elected at such time. In the event that a number of candidates receiving an equal number of votes for the last directorship exceeds the number of directors the Company required or to be elected at such time, the Chairman of the meeting shall have a second or casting vote.
3. A director who wishes to resign from office shall submit his resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.

4. If a directorship becomes vacant for any reason other than by rotation, the Board of Directors shall elect a person, who is qualified and has no prohibited characteristics according to Section 68 of the Public Limited Company Act B.E.2535, as director to fill the vacancy at the subsequent Board of Directors' meeting, unless the remaining term of the director is less than 2 months. The director who fills the vacancy shall retain his office only for the remaining term of the office of the director whom he replaces.

The resolution of the Board of Directors under the first paragraph shall consist of not less than three-fourth of the votes of the remaining directors.

5. At every annual general meeting, one-third of the directors who has the longest term in office shall retire. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office. The retired director shall be eligible for re-election.
6. The shareholders' meeting may adopt a resolution to remove any director from office prior to the end of his term by a vote of not less than three-fourth of the number of the shareholders who attend the meeting and have the right to vote and by an aggregate of not less than half of the number of shares which are held by the shareholders who attend the meeting and have the right to vote.

The recruitment of a chief executive must be considered by the Remuneration and Nomination Committee and the Board of Directors, respectively, in the similar manner as the recruitment of a director. Pertaining to this matter, policy, criteria and selection procedures are set by the Remuneration and Nomination Committee.

8.4 Oversight of the Operation of the Subsidiaries and the Associates

The Company has a policy on overseeing the operation and the management of its subsidiaries and associated companies as detailed below:-

1. The Company's Board of Directors has governance mechanisms that enable them to control and monitor the management and the operation of the Company's subsidiaries and associate companies in order to protect the Company's interest in investment as described below.
 - The Board of Directors has set the policies on operation for both the Company and its subsidiaries so as to enable the operation of Jasmine International Group to be in good harmony, support and sub-serve one another to the most for the best management efficiency and optimum benefit for the Group's businesses. Such policies comprise business directions, operation plans, audit plans, and performance evaluation.
 - The Company requires that each subsidiary and associate company prepare its annual work plan and budget to be in accordance with the Company's principal policy. In addition, each is required to report its operation result quarterly so that the Company is kept well update with its information on all aspects. The report also enables the Company to immediately help solve the problems of its subsidiaries and associate companies in case of mistake in management.
 - The Company's Board of Directors has a policy to appoint the Company's representatives to the positions of director, executive, or authorized person in the subsidiaries and associate companies. The Board of Directors entrusts the Chief Executive Officer (CEO) with this task. The CEO considers and approves an appointment of the Company's representatives to the above-mentioned positions in the subsidiaries and associate companies by taking into account each nominee's knowledge, ability, experience, and appropriateness. The appointee can be any of the Company's Board of Directors or any other person whom the CEO deems appropriate.

- The Company's Board of Directors requires that each subsidiary completely and correctly disclose the information on its financial position and operation results, transactions between the subsidiary itself and the connected person(s), acquisition or disposition of assets, and other significant transactions. In this regard, both the information disclosure and the conduct of the above-mentioned transactions must be in compliance with the regulations of that particular subsidiary on information disclosure and transactions that are set in line with the Company's regulations on the same matters.
- The Company has Office of Internal Audit that is responsible for auditing the operation, in all aspects, of the subsidiaries that operate the core businesses. The audit results are reported for the consideration of the Audit Committee on a quarterly basis.
- The Company audits and evaluates the performance of its subsidiaries and associate companies by considering operation results and reports on financial position prepared in compliance with the SET regulations.

2. Shareholders' agreement

- The Company has no shareholders' agreement that significantly affects the operation of Jasmine International Group.

8.5 Control of Inside Information Usage

The Company informed its directors and executives, including their spouses and minor children to comply with all the rules and regulations of the SEC and the SET, especially on reporting changes in the Company's shareholding. For this case, the Company's directors and executives must report their own shareholding and that of their spouses and minor children to the Company and the SEC in compliance with Section 59 of the Securities and Exchange Act B.E. 2535 within 3 days following the date of trade or transfer. The Company also requires that directors, executives, and relevant departments not disclose inside information they have been acknowledged to any outsider or person who is not relevant to the information by duty or who is responsible for trading the Company's securities for the period of 1 month prior to the disclosure of financial statements. The above-mentioned procedures are set in order to prevent the Company's directors and executives from using the inside information on their own interest and also to check their performance. The number of the Company's shares and securities held by the directors and the executives shall be examined and compared. Details of the shareholding of each director and executive, including the change in the number of shares shall be reported at every Board of Directors' meeting. Furthermore, at each Board of Directors' meeting, the information on interest of the directors and executives must also be reported. The Company has not stipulated any extra controlling procedures other than those specified by the SEC, for this purpose.

8.6 Audit Fee

8.6.1 Audit Fee : For the previous fiscal year, the Company and its subsidiaries paid the audit fee to EY Office Limited, totaling 10,710,000 Baht.

8.6.2 Non-audit-Fee
-None-

8.7 Other Compliance with Corporate Governance Policy

Please see Subsection 8.1 : Report on Compliance to Corporate Governance Policy



ANNUAL REPORT 2015

JASMINE INTERNATIONAL PUBLIC COMPANY LIMITED

Corporate Social Responsibility

Corporate Social Responsibility

Jasmine International Public Company Limited and all of its subsidiaries have placed emphasis on continuous giving back to Thai society. We are not only committed to operating our business with the utmost transparency in compliance with the good corporate governance, but we have also put a tremendous effort in contributing to good social causes. In the past years, we have initiated different social action projects including projects that involve the youth who are the future of our nation. Jasmine International PCL is committed to enhancing education opportunities through various projects in order to promote sustainable development of Thai society.

Our Educational Related Projects:

“Installation of Broadband Internet and WiFi in schools”

Jasmine International (PCL) and Triple T Broadband (PCL) or 3BB have continuously provided broadband internet and wifi to schools throughout the country. This project has proved to greatly benefit not only teachers and students, but also nearby communities. Through our system, they are allowed convenient access to numerous relevant information that is beneficial to their education and eventually brings about achievement to themselves and their families. Additionally, through this channel, children in remote areas are allowed to have equal opportunities in learning and development that will help them attain academic achievement as much as children in urban areas who are believed to have better educational opportunities.



“3BB Building a Future of Youth”

This is another project that Jasmine International PCL and 3BB target to increase educational and career opportunities among the youth who are studying at the vocational level. We have established a bilateral agreement with different vocational colleges which allow junior students to work closely with 3BB in order to broaden their knowledge, strengthen their skills, and put their knowledge into practice. This will not only help them to have proper direct career exposure, but it will also help alleviate the financial burden of their families.



BUILDING
A FUTURE
FOR YOUTH

Powered by





Internal Control and Risk Management

10. Internal Control and Risk Management

10.1 Opinion of the Board of Directors on the Company's Internal Control

The Company is aware of the importance of good internal control and risk management; thus, it has managed to provide internal control to be at all time, adequate, appropriate, efficient and also in accordance with the acceptable risk management, approved by the Board of Directors. To achieve the Company's business goal as well as to create more value for all the stakeholders and to assure the efficiency of the Company's internal controls, the Board of Directors, relying upon the Company's good corporate governance, has assigned the Audit Committee and the Office of Internal Audit to verify and monitor the Company's internal control, on a regular basis, taking into consideration, changing risks and circumstances.

At the Board of Directors' Meeting No.1/2016, convened on 25 January 2016, the Audit Committee reported the assessment results of the internal control system to the Board of Directors. The assessment form was prepared based on the guidelines of the Office of the Securities and Exchange Commission (the "SEC"). The assessment results can be summarized as follows:-

Control Environment

- The Company had a clear and evaluable business goal. Its good corporate governance policy was also provided in writing. The code of ethics was used as a tool to prevent conflicts of interest; to this regard, every group of stakeholders was fairly treated.
- The Company's organization structure and chain of command were clear; thus, resulting in the segregation of duties and the balance of power. Work manuals for all the systems were put into writing, defining roles and responsibilities of the personnel and relevant functions of internal control systems.

Risk Assessment

- The Company's Risk Management Committee, comprising representatives from the Company and its subsidiaries, was responsible for preparing the annual risk management plan that identified risks that might hinder the organization from achieving its goal. The plan also included strategies for managing risks at different levels and measures for evaluating risk-control effectiveness in order to reduce chances of such risks.
- The Company communicated the risk management policy to its executives and employees for proper compliance. Risk management progress and problems were, on a regular basis, reported to the Risk Management Committee.

Control Activities

- The Company had the control measures that were appropriate for controlling risks found in each work system. Such measures were properly put into writing. To manage control activities, the Company relied upon both human-control activities and automatic-control activities and stressed preventive control.
- The Company had the policy on transaction approval that took into account the Company's optimum benefit. Approval authority was granted to persons who did not have conflicts of interest in that particular transaction.

Information & Communication

- To support the tasks of internal control to proceed in accordance with the time frame, the Company had proper information and communication systems; in addition, it also had efficient and appropriate channels to contact both the personnel in the organization and the outside stakeholders.
- The Company had an efficient system to control the access and the usage of information system. Material information was reported to the management and the Board of Directors on a regular basis for timely decision making.

Monitoring Activities

- The Company properly managed the monitoring system and the performance assessment system to proceed accordingly and to finally achieve their goals as planned. It also controlled the compliance with business ethics.
- The Company's Office of Internal Audit was assigned to be responsible for auditing all the work systems of the Company by taking into consideration, the risk factors. The audit results and the follow-up progress were reported to the Audit Committee and the top management.

The Audit Committee has verified and evaluated the Company's control systems and is of the opinion that the Company's internal control systems are appropriate and adequate to enable the Company to efficiently achieve its operation goal. The Audit Committee has not found any significant weakness.

10.2 Opinion of the Audit Committee on the Company's Internal Control System

Please see "Audit Committee Report."

10.3 Head of Internal Audit

- 1) The Company's head of internal audit is Mrs. Nipaporn Rattanarmik.
- 2) Opinion of the Audit Committee on the person who assumes the position of head of internal audit :
The Audit Committee considered approving the appointment of the head of internal audit due to her qualifications, education background, knowledge and experience gained through training courses that are appropriate and adequate for the position.
- 3) The appointment, discharge, or transfer of the head of internal audit is approved by the Audit Committee in compliance with the Company's regulations on appointment and transfer of employees, approved by the Audit Committee. The Audit Committee has properly supervised the performance of the Office of Internal Audit to be appropriate and efficient.

11. Related Party Transaction

The Company has the related party transactions as defined in the Notification of the SEC. The business transactions in the year 2015 were all in compliance with the terms and the conditions in the contracts entered into between the Company and its subsidiaries for normal business practice (as referred to in Clause 6 of Notes to the Financial Statements for the year 2015). The Company already carried out each transaction according to its procedure for the reasonableness of that particular transaction itself and also for the optimum benefits of the Company. The Audit Committee had reviewed the prices or the ratios of those transactions with the Company's officers and the internal auditors and was of the opinion that those prices were reasonable and accurately disclosed in the financial statements. The Company has its own approval procedures for related party transactions which were of the similar processes of the general procurement of the Company. To this regard, the Company's executives and the shareholders had neither interest in nor approval authority on related transaction matter. Details are as follows:-

11.1 In 2015, the Company and its subsidiaries executed the following transactions of product sale, service offering, and others with the following related parties:-

Related Party	Relationship	Nature of Related Party Transaction	Amount (Million Baht) as at 31 December 2015
Mono Group, comprising 1. Mono Generation Co.,Ltd. 2. Mono Technology Co., Ltd. 3. Mono Info Systems Co., Ltd. 4. Mono Production Co., Ltd. 5. Mono Broadcast Co., Ltd. 6. Mono Entertainment Co., Ltd. 7. Mono Film Co., Ltd. 8. Mono Radio Co., Ltd. 9. Mono Sport Entertainment Co., Ltd.	1) Mr.Pete Bodharamik is a director and a major shareholder of Mono Group 2) Mr.Pete Bodharamik is a major shareholder of JAS, holding 25.85%	- PA executed contracts for leasing office space at Jasmine International Tower, billboard, and other facility services.	58
		- TTTI executed a high-speed Internet service contract wherein stated that the service charge was subject to the circuit speed.	34
		- ARS signed a contract to supply the UPS power	1
		- JasTel executed contracts for circuit leasing.	2
		- Ji-NET offered Internet service, the service charge of which was subject to the circuit speed.	1
JASIF	JAS holds 33.33% of the total units	- TTTBB entered into the Asset Sale and Transfer Agreement of the Optical Fiber Cable and other related agreements with JASIF, including Loan Agreement	55,222

11.2 In 2015, the Company and its subsidiaries bought the products and equipment and paid for the leases and the services from related parties as detailed below:-

Related Party	Relationship	Nature of Related Party Transaction	Amount (Million Baht) as at 31 December 2015
Mono Group, comprising 1. Mono Generation Co.,Ltd. 2. Mono Technology Co., Ltd. 3. Mono Film Co.,Ltd. 4. Mono Production Co., Ltd 5. Mono Broadcast Co., Ltd. 6. Mono Entertainment Co., Ltd. 7. Mono Radio Co., Ltd.	1) Mr.Pete Bodharamik is a director and a major shareholder of Mono Group 2) Mr.Pete Bodharamik is a major shareholder of JAS, holding 25.85%.	- TTTI bought its program license and utilized advertising service and media.	23
		- TTTBB utilized the advertising service and media.	8
JASIF	JAS holds 33.33% of the total units	- TTTBB entered into the Lease Agreement of the Optical Fiber Cable with JASIF.	4,377



Significant Financial Information

12. Significant Financial Information

Audit Report Summary

The auditor whose appointment was approved by the Company was Mr. Supachai Phanyawattano, Certified Public Accountant (Thailand) No. 3930 or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant (Thailand) No. 4523, or Ms. Supanee Triyanantakul, Certified Public Accountant (Thailand) No. 4498 of EY Office Limited, located at No. 193/136-137, 33rd Floor, Lake Rajada Office Complex, New Rajadapisek Road, Bangkok 10110 Tel. (66) 0 2264 0777 and (66) 0 2661 9190 Fax (66) 0 2264 0789-90 and (66) 0 2661 9192.

According to the Audit Report, the Company's auditor has given Qualified Opinion on the Company's financial statements as of the years 2013, 2014, and 2015 due to a limitation imposed by the following circumstances:-

1. A concession provider has ceased making payment to a subsidiary for service under the co-investor agreement made between the subsidiary and the concession provider since September 2008 to 4 October 2011, the end date of the co-investor agreement, as the revenue sharing are still being disputed between a concession provider and the subsidiary. The subsidiary took the dispute to the Arbitration Institute and is currently awaiting this ruling from the Arbitration Institute. The ruling to the revenue sharing rate negotiation may significantly impact on the balance of such trade receivable, other receivables, accrued dividend income and the value of the investment from investing in the subsidiary, the auditor was unable to audit to satisfy himself as to the value of such transactions.
2. On 7 August 2003, the Central Bankruptcy Court approved the business rehabilitation plan of the Company. However, certain creditors of the Company lodged objections to certain issues with the Supreme Court. Subsequently, on 14 September 2006, the Court issued an order to terminate the business rehabilitation plan of the Company since the Company has complied with all requirements in the plan. On 19 August 2013, the Central Bankruptcy Court read the judgment of Supreme Court, which reversed the decision of the Central Bankruptcy Court. The Supreme Court rejected the rehabilitation plan and cancelled the Central Bankruptcy Court's business rehabilitation order, and as a result the rights of claim of creditors of the Company returned to what they were prior to the rehabilitation order. The Company estimated that additional liabilities of up to Baht 1,343 million, excluding interest, might arise if the Company were sued by the creditors in the future. The Company therefore disclosed the event in the notes to financial statements and believed that such practice complied with the relevant financial reporting standards. However, in August 2014, five financial institutions filed lawsuits petitioning the Court to order the Company to make debt repayments equivalent to a total of approximately Baht 1,956 million. However, two of the five financial institutions are creditors whom the rights of claims were assigned by various former creditors, and the legal advisor is of the opinion that it is uncertain that these two creditors will receive payment of the amount claimed in the petitions. Therefore, the Company recorded provision amounting to Baht 289 million for the three financial institutions who are the original creditors named in applications for payment in the Company's rehabilitation plan on the financial statements of the current year. This was determined based on the claims filed by the three financial institutions less the approximate amounts of settlements made in any form under the rehabilitation plan, in accordance with the legal advisor's opinion. The petitions of the five financial institutions are in the process of being

considered by the Central Intellectual Property and International Trade Court. The ultimate outcome of the cases cannot be determined at present. The Company believes that the amount of provision recorded in the accounts is adequate and appropriate in the current circumstances. This constitutes a limitation imposed by circumstances and the auditor was unable to perform review and audit procedures to satisfy himself as to the amount of additional provision to be recorded as a result of the cancellation of the rehabilitation order.

3. In September and December 2013, a subsidiary entered into agreements with two government agencies to sell tablet personal computers with total contract values of Baht 749 million. The subsidiary was unable to deliver tablets to two government agencies within December 2013 and March 2014 as scheduled in the relevant agreements, as a result of a massive fire at a production facility where a part for the tablets was produced. As stipulated in the sale and purchase agreements, the subsidiary is obliged to pay a penalty for delayed shipment at a daily rate of 0.2 percent of the price of the unshipped tablets. During 2014, counterparties of the agreements submitted letters to the subsidiary to terminate the sale and purchase agreements and asked the subsidiary to pay a penalty totaling Baht 148 million. However, the subsidiary submitted letters to these counterparties objecting the imposition of the penalty. The management of the subsidiary clarified that the delay in shipment was due to force majeure and the subsidiary did not breach the agreement. However, in November 2014 and March 2015, both counterparties filed a lawsuit against the subsidiary with the Administrative Court, requesting that the subsidiary pay a penalty in amount of approximately Baht 196 million, the outcome has not been known. As a result, the subsidiary is unable to conclude if and to what extent penalties and damages will be incurred. Therefore, the subsidiary does not record provision for such penalties and damages in the accounts. The auditor was unable to perform review and audit procedures to satisfy himself as to the penalties and damages that may be incurred as a result of the above.

The auditor also drew attention to the following matters:-

1. Regarding the Infrastructure Fund transactions, a subsidiary sold its asset in connection with Broadband business to Jasmine Broadband Internet Infrastructure Fund, amounting Baht 55,000 million and recognized the gain from such transaction amounting to Baht 18,859 million. The transaction is highly material to the financial statements and is not a regular transaction occurring in the normal course of business.
2. The subsidiaries have the balance of approximately Baht 54 million receivable from an unrelated company which was to be fully paid in cash in a single payment on the last working day of the first quarter of 2015, according to the debt restructuring agreement. However, the subsidiaries have not yet received payment of such outstanding amount. At present, Baht 32 million of such balance receivable is still a dispute and under the proceeding of the Central Bankruptcy Court. The management of the subsidiary is of the opinion that the settlement of outstanding balances of approximately Baht 877 million, including the Court proceedings and various disputes, are correct.
3. A subsidiary has entered into a turn-key agreement with a counterparty, but at present, it has been unable to make delivery within the stipulated period. The counterparty is therefore entitled to charge a penalty to the subsidiary. However, the management of this subsidiary is in the process of negotiation with the counterparty to reduce the scope of work and request for an extension of the deadline for delivery. The management of the subsidiary believes that the subsidiary will successfully negotiate with the counterparty to reduce the scope of work, extend the deadline and will complete the project with an immaterial amount of penalty being imposed.

12.1 Summary of the Consolidated Financial Statements

The summary of balance sheets, profit and loss statements, and cash flow statements during the past 3 years, ended 31 December is presented in the table below.

Item	Consolidated Financial Statements					
	2015		2014		2013	
	Million Baht	%	Million Baht	%	Million Baht	%
Balance sheet						
Cash and cash equivalents	7,880	15.51	1,501	6.53	2,997	13.79
Trade and other receivables	3,088	6.08	3,169	13.79	3,673	16.90
Inventories	21	0.04	27	0.12	40	0.18
Total current assets	17,027	33.52	9,209	40.07	8,260	38.00
Investments in associates	8,770	17.27	24	0.10	23	0.11
Property, plant, and equipment	19,501	38.39	13,087	56.95	12,904	59.37
Other non-current assets	125	0.25	86	0.37	73	0.34
Total assets	50,796	100	22,982	100.00	21,733	100.00
Short-term loans from banks	1,519	2.99	2,458	10.70	983	4.52
Trade and other payables	3,753	7.39	2,950	12.84	2,637	12.13
Total current liabilities	18,279	35.99	8,559	37.24	6,667	30.68
Long-term liabilities	14,674	28.89	1,232	5.36	2,352	10.82
Total liabilities	33,785	66.51	10,055	43.75	9,264	42.63
Registered capital issued and fully paid-up	3,567	7.02	3,569	15.53	3,569	16.42
Appropriated retained earnings	892	1.76	850	3.70	714	3.29
Unappropriated retained earnings	10,862	21.38	7,434	32.35	7,075	32.55
Total shareholders' equity	17,010	33.49	12,927	56.25	12,469	57.37
Profit and Loss Statement						
Sales and service Income	13,983	100.00	12,268	100.00	11,123	100.00
Other income	19,444	139.06	143	1.16	137	1.23
Total revenues	33,427	239.06	12,411	101.16	11,260	101.23
Cost of sales and services	8,407	60.12	4,713	38.42	4,475	40.23
Selling, servicing and administrative expenses	3,347	23.94	2,889	23.55	2,563	23.04
Losses on impairment of assets	0	0	37	0.31	15	0.14
Loss on recording provision for reversal of judgment by the Supreme Court	0	0	277	2.26	0	0.00
Doubtful accounts and bad debt	223	1.59	163	1.33	207	1.86
Finance cost	197	1.41	297	2.42	312	2.80
Net Profit (Loss)	15,710	112.36	3,271	26.66	3,003	26.99
Cash flow Statement						
Net cash (used in) operating activities	(2,708)		6,809		5,625	
Net cash from investing activities	28,390		(2,761)		(1,566)	
Net cash (used in) financing activities	(19,304)		(5,544)		(2,541)	
Net increase (decrease) in cash and cash equivalents	6,379		(1,496)		1,519	

12.2 Financial Ratio

Significant financial ratios that reflect financial position and operation results of the core businesses of the Company and its subsidiaries are as follows:-

Item		Consolidated Financial Statements		
		2015	2014	2013
Liquidity Ratio				
Current Ratio	(Time)	0.93	1.08	1.24
Quick Ratio	(Time)	0.67	0.65	1.13
Cash Ratio	(Time)	(0.20)	0.89	0.90
Receivable Turnover	(Time)	4.47	3.59	3.02
Average Collection Period	(Day)	81	100	119
Inventory Turnover	(Time)	346.13	140.91	101.20
Holding Period	(Day)	1	3	4
Payable Turnover	(Time)	2.51	1.69	1.69
Average Payment Period	(Day)	144	213	213
Cash Cycle	(Day)	(62)	(110)	(90)
Profitability Ratio				
Gross Profit Margin	%	39.88	61.58	59.77
Operating Profit Margin	%	20.87	31.41	29.68
Other Profit Margin	%	58.17	1.15	1.22
Cash to Profitability Ratio	%	(92.77)	176.68	170.41
Net Profit Margin	%	47.00	26.35	26.67
Return on Equity	%	104.96	25.76	26.65
Efficiency Ratio				
Return on Assets	(Time)	42.59	14.63	14.47
Return on Fixed Assets	(Time)	108.82	40.99	39.72
Total Assets Turnover	(Time)	0.91	0.56	0.54
Financial Policy Ratio				
Debt to Equity Ratio	(Time)	1.99	0.78	0.74
Interest Coverage Ratio	(Time)	16.79	25.53	20.35
Leverage Ratio (Cash Basis)	(Time)	(0.06)	0.87	1.41
% Growth Ratio				
Total Assets	%	121.03	5.74	10.03
Total Liabilities	%	236.00	8.54	(4.39)
Sales and Service Income	%	13.97	10.30	7.27
Operating Expenses	%	15.86	12.72	8.04
Net Profit (Loss)	%	380.31	8.94	48.02



Management Discussion and Analysis (MD&A)

13. Management Discussion and Analysis (MD&A)

Overview

Digital economy is the economic system fostered and supported by the government policy to provide the country with essential infrastructures, especially broadband internet that helps connect various sectors in the economic system. As broadband connectivity facilitates both the entrepreneurs and the consumers, it is more widely used. Thus, the Company views that the thorough and adequate provision of strong networks will significantly enhance economic growth in this digital age.

In the previous year, the Company invested a lot in broadband internet network. That was consistent with its strategy to increase the internet network to cover sub-districts and districts nation-wide as many as possible. The establishment of Jasmine Broadband Internet Infrastructure Fund ("JASIF"), completed in February, 2015; for instance, was to mobilize funds for the expansion of the Company's networks across the country to enhance its potential for offering more quality service. Furthermore, in case in the future the Company needs additional funds, it may sell more of its assets to JASIF. Funds for the support of the Company's business have also been obtained from the issuance and the allocation of the Warrants Representing the Rights to Purchase the Ordinary Shares of Jasmine International Public Company Limited No.3 ("JAS-W3") for the existing shareholders in July 2015.

As a result of the Company's network expansion for more coverage to serve the increasing demand of broadband internet users, for the year 2015, the Company had approximately 343,800 net additional subscribers, compared to the year 2014 in which there were approximately 249,000 subscribers. Due to such increase, the Company had approximately over 2 million internet subscribers at the end of 2015 as targeted; out of this number, 80,000 subscribers were FTTx subscribers.

Despite more growth of the 2015 total operating revenue that was approximately 17 percent higher than that of the year 2014 owing to the Company's increase in the internet subscribers and despite the Company's recognition of its share of profit from the investments in JASIF according to its proportion of investment (33.33% of the total units of JASIF), the Company's operating profit and profitability decreased in 2015 when compared to the year 2014 due to the rental fee of the Optical Fiber Cables ("OFCs") paid to JASIF. Nevertheless, the Company is trying to increase its sales and services revenue, manage cost and operating expenses in order to maintain the Company's future profitability.

Regarding the Treasury Stock Program for Financial Management of 142.73 million shares, the Company completed its capital decrease by writing off such number of treasury shares on 26 June 2015; however, since these treasury stocks were not entitled to receive the dividend which during the year 2015, the Company declared the interim dividend from the profits obtained from the sales of the OFCs to JASIF or Bt 1.50 per share and from the nine-month period of 2015 of Bt 0.10 per share; thus, resulting in the Company's return on equity.

Operating Performance

In 2015, the Company and its subsidiaries generated the operating profit of Bt 2,919 mn, when compared to Bt 3,854 mn in 2014, decreasing by Bt 935 mn, or 24%. This amount, when included by the subsidiary's net gain on sales of assets to JASIF of Bt 13,218 mn and deducted by the FX loss of Bt 127 mn of the subsidiaries, the allowance for debts from the rehabilitation plan of Bt 12 mn, the allowance for doubtful account and bad debt of the subsidiaries of Bt 223 mn, and the deferred tax of Bt 64 mn due to the Company's and its subsidiaries' compliance with TAS 12, regarding income tax, enacted in 2013, resulted in the record of the net profit for the year 2015 of the Company and its subsidiaries of Bt 15,710 mn, compared to that of Bt 3,271 mn in 2014, increasing by Bt 12,439 mn or 380%.

Unit : Bt mn

Item	2015	2014	% change
Operating profit	2,919	3,854	(24)
Net gain on sales of assets to the Fund	13,218	-	100
FX gain (loss)	(127)	(33)	285
Loss on recording provision for reversal of judgement by the Supreme Court	(12)	(277)	(96)
Loss on impairment of assets	-	(37)	(100)
Doubtful accounts and bad debt	(223)	(163)	37
Deferred Tax	(64)	(73)	(12)
Net profit (loss)	15,710	3,271	380
EPS (Bt per share)	2.23	0.46	385

Performance breakdown by business unit

Performance breakdown by business unit in 2015 and 2014 is as follows:-

Unit : Bt mn

Company	Total Revenue		
	2015	2014	% Change
Broadband Business			
1. Triple T Broadband Public Company Limited	19,262	51	37,669
2. Triple T Internet Company Limited	12,684	10,952	16
Total	31,946	11,003	190
Telecom Network & Service Provider Business			
1. Jasmine Submarine Telecommunications Company Limited	16	23	(30)
2. Thai Long Distance Telecommunications Company Limited	-	2	(100)
3. JasTel Network Company Limited	691	516	34
4. Jasmine Internet Company Limited	310	403	(23)
5. Acumen Company Limited	76	53	43
6. ACeS Regional Services Company Limited	87	114	(24)
7. Smart Highway Company Limited	1	2	(50)
Total	1,181	1,113	6
System Integration Business			
1. Jasmine Telecom Systems Public Company Limited	23	72	(68)
2. Cloud Computing Solutions Company Limited	22	26	(15)
Total	45	98	(54)

Unit : Bt mn

Company	Total Revenue		
	2015	2014	% Change
Other Businesses			
1. Jasmine International Public Company Limited	87	30	190
2. Premium Asset Company Limited	159	159	-
3. T.J.P.Engineering Company Limited	1	1	-
4. Others ¹⁾	8	7	14
Total	255	197	29
Grand Total	33,427	12,411	169

Remarks: ¹⁾ Comprising Jasmine International Overseas Co., Ltd., Mobile Communication Services Co., Ltd., Compunet Corporation Co., Ltd., Three BB Co., Ltd. and ACeS (Thailand) Co., Ltd.

Revenue

In 2015, the total revenue of the Company and its subsidiaries was Bt 33,427 mn, compared to that of Bt 12,411 mn in 2014, increasing by 169%. Details are as follows:-

Unit : Bt mn

Item	2015	2014	% change
Sales and service income	13,983	12,268	14
Gains on sales of assets to the fund	18,859	-	100
Interest income	274	58	372
Other income	311	85	266
Total	33,427	12,411	169

Sales and Service Income

In 2015, the Company and its subsidiaries totally obtained the sales and service income of Bt 13,983 mn, compared to that of Bt 12,268 mn in 2014, increasing by 14%. For the year 2015, contribution in sales and service income was 91% from Broadband Business, 8% from Telecom Network & Service Provider Business, and 1% from Other Businesses. Details of breakdown of sales and service income are as follows:-

Unit : Bt mn

Type of business	2015	2014	% change
Broadband Business	12,677	10,955	16
Telecom Network & Service Provider Business	1,124	1,087	3
System Integration Business	32	79	(59)
Other Businesses	150	147	2
Total	13,983	12,268	14

In 2015, the sales and service income from Broadband Business was Bt 12,677 mn, compared to that of Bt 10,955 mn in 2014, increasing by 16%, a result of an increase in number of broadband subscribers. During the past year, TTTBB expanded its network footprint to cover all sub-district level nationwide to meet the growing demand of ADSL and FTTx customers. In 2015, the Company had approximately 343,800 net additional subscribers, compared to 2014 in which there were approximately 249,000 subscribers. Thus, at the end of 2015, the Company had approximately 2.01 million broadband subscribers. This number of the subscribers included approximately 80,000 FTTx subscribers.

In 2015, the sales and service income from Telecom Network & Service Provider Business was Bt 1,124 mn, increasing by 3% , compared to that of Bt 1,087 mn in 2014. The increase was mainly due to the increase in sales and service income from the leased-circuits rental of JasTel Network Co., Ltd.

In 2015, the sales and service income from System Integration Business was Bt 32 mn, declining by 59%, compared to that of Bt 79 mn in 2014 due to the decrease in the revenue recognition of a project on hand. For Other Businesses, the sales and services income in 2015 was Bt 150 mn, increasing by 2%, compared to that of Bt 147 mn in 2014.

Gains on sales of assets to the Fund

In 2015, the record of gain on sales of the OFCs to JASIF due to the delivery of the OFCs to JASIF during the year 2015 was Bt 18,859 mn. As at the end of 2015, TTTBB delivered 883,000 core kilometers of the OFCs to JASIF. As defined in the Asset Sale and Transfer Agreement, TTTBB will gradually deliver 7,500 core kilometers per month of the OFCs within 2 years (until January, 2017). The Company will gradually recognize gain on sales of the OFCs when the OFCs are delivered to the Fund. (In 2015, gain on sales of the OFCs as recorded in TTTBB's financial statements was Bt 28,288 mn. However, as the Company holds 33% in JASIF, the recognition of gain on sales of the OFCs recorded in the consolidated financial statements, according to International Financial Reporting Standards (IFRS), must not include this shareholding proportion of the Company in JASIF).

Other income

In 2015, the Company and its subsidiaries recorded other income of Bt 585 mn (including interest income), compared to that of Bt 143 mn in 2014.

Expenses

In 2015, the operating expenses of the Company and its subsidiaries were Bt 11,754 mn in total, compared to Bt 7,602 mn in 2014, increasing by 55%. Details of expenses are as follows:-

Item	2015	2014	% change
Operating Expenses :			
- Cost of sales and services	8,407	4,713	78
- Selling and servicing expenses	1,000	853	17
- Administrative expenses	2,347	2,036	15
Total Operating Expenses	11,754	7,602	55
Doubtful accounts and bad debt	223	163	37
Loss on impairment of assets	-	37	(100)
FX losses	127	33	285
Loss on recording provision for reversal of judgement by the Supreme Court	-	277	(100)
Total Expenses	12,104	8,112	49

- In 2015, the cost of sales and services was Bt 8,407 mn, compared to that of Bt 4,713 mn in 2014, increasing by 78%. Such increase was mainly due to the record of the OFC rental fee of TTTBB according to the OFCs lease agreement with JASIF (As at the end of 2015, TTTBB delivered 883,000 core kilometers of the OFCs to JASIF) and the license fee and USO fee paid to the NBTC (including the record of USO Fee of Bt 218 mn for the period of 1 January 2011 - 30 May 2012, which was recalled by the NBTC) offset with cost of System Integration Business which decreased (consistent with decreasing income). The gross margin for the year 2015 was at 40%, decreasing, when compared to 62% in the year 2014.
- In 2015, the selling and servicing expenses and administrative expenses were Bt 3,347 mn, compared to Bt 2,889 mn in 2014, increasing by 16%. The increase was a result of employee expenses, repairs and maintenance expenses, advertising and public relations expenses, and office expenses.
- The subsidiaries set up an allowance for doubtful accounts and bad debts of Bt 223 mn; TTTBB has changed its provision for doubtful debts that are overdue from 6 months to 3 months.
- The subsidiaries recorded FX loss of Bt 127 mn.

Financial Expenses

In 2015, the financial expenses of the Company and its subsidiaries were Bt 197 mn, compared to Bt 297 mn in 2014, decreasing by 33% due to the repayment of short-term and long-term loans from the banks and the payment of accounts payable for equipment of the Company and its subsidiaries. The financial expenses in 2015 included an additional allowance for interest expenses of debts from the rehabilitation plan of Bt 12 mn.

Net profit (loss)

In 2015, the Company and its subsidiaries reported the total net profit Bt 15,710 mn, compared to that of Bt 3,271 mn in 2014, increasing by 380%. In 2015, Broadband Business generated the net profit of Bt 24,227 mn, increasing by Bt 21,205 mn from the year 2014; Telecom Network & Service Provider Business generated the net profit of Bt 331 mn, decreasing by Bt 451 mn from the year 2014; System Integration Business generated the net loss of Bt 15 mn, compared to the net loss of Bt 130 mn in 2014, its net loss; thus, decreased by Bt 115 mn from the year 2014. For Other Businesses, the net profit for the year 2015 was Bt 13,510 mn, increasing by Bt 11,565 mn from that of the year 2014. After the elimination of the intercompany transaction, the Company and its subsidiaries recorded the net profit for the year 2015 at Bt 15,710 mn. When comparing with the total revenue, the net profit margin for the year 2015 was 47%.

Financial Position

Assets

As at 31 December 2015, the Company and its subsidiaries had total assets of Bt 50,796 mn, compared to Bt 22,982 mn in 2014, increasing by 121%. The total assets of the Company and its subsidiaries comprised:-

Item	31 December 2015		31 December 2014	
	Bt mn	% of Total Assets	Bt mn	% of Total Assets
Current assets	16,939	33	6,412	28
Non-current assets held for sale	88	0.2	2,798	12
PP&E, net	19,501	38	13,087	57
Other non-current assets	14,268	28	685	3

At the end of 2015, the Company and its subsidiaries had current assets of Bt 16,939 mn, representing 33% of total assets, compared to Bt 6,412 mn at the end of 2014, increasing by 164%. The increase was mostly because:-

- Cash and deposits at the financial institutions increased by Bt 6,680 mn from the year 2014, due to the cash received from the sales of the OFCs to JASIF, which was the net amount after the dividend payment for the year 2014 and the interim dividend payment in the year 2015 (from the profits obtained from sales of the OFCs to JASIF and the net profit of the Company for the nine-month period of the year 2015) to the Company's shareholders.
- Short-term loans to related parties increased by Bt 3,850 mn as TTTBB agreed to grant a loan to JASIF for the VAT payment from the purchase of the OFCs of JASIF.
- Other current assets, including withholding tax and input tax pending payments which increased by Bt 323 mn from the year 2014.

The above-mentioned increasing current assets offset with decreasing current assets such as trade and other receivables which decreased by Bt 81 mn, unbilled receivables which decreased by Bt 29 mn, prepaid expenses which decreased by Bt 204 mn, and other current assets which decreased by Bt 11 mn; resulted in the net increase in current assets, totaling Bt 10,527 mn, or 164%.

At the end of 2015, TTTBB classified the cost of the OFCs that will be transferred to JASIF (previously recorded in property, plant and equipment), amounting Bt 88 mn, as non-current assets held for sale; such cost decreased by Bt 2,710 mn from that of the year 2014 due to TTTBB's delivery the OFCs to JASIF during the year 2015.

As at 31 December 2015, property, plant and equipment were recorded at Bt 19,501 mn or 38% of the total assets, increasing by Bt 6,414 mn from the end of the year 2014, mainly due to the increase in assets of the subsidiaries as a result of investment on network expansion for the support of service provision of TTTBB.

At the end of 2015, other non-current assets were recorded at Bt 14,268 mn, increasing by Bt 13,583 mn from the year 2014 mainly because:-

- Investments in associates increased by Bt 8,747 mn due to the investment in JASIF of 33.33% of the Company.
- Deferred tax assets increased by Bt 3,158 mn, mainly due to the record of the deferred tax assets for the provision for the rental assurance for JASIF.
- Restricted deposits with financial institutions increased by Bt 170 mn.
- Advance rental payment increased by Bt 817 mn, according to the conditions stated in the Lease Agreement between TTTBB and JASIF

- Deposit guarantee on the application for the Spectrum Licensing in the Frequency Band of 900 MHz of JASMBB of Bt 644 mn.
- Other non-current assets increased by Bt 48 mn.

Liabilities

As at 31 December 2015, the Company and its subsidiaries had total liabilities of Bt 33,785 mn, compared to Bt 10,055 mn of 2014, increasing by 236%. Details of the total liabilities are as follows:-

Item	31 December 2015		31 December 2014	
	Bt mn	% of total liabilities	Bt mn	% of total liabilities
Current liabilities	18,279	54	8,559	85
Long term liabilities	15,506	46	1,496	15

At the end of 2015, the total liabilities of the Company and its subsidiaries were Bt 33,785 mn, increasing by Bt 23,730 mn from the year 2014. The increase was mainly due to:-

- The increase in the provision for rental assurance of Bt 15,466 mn (recorded in current liabilities and long-term liabilities) due to the provision for liabilities according to the conditions stated in the Rental Assurance Agreement with JASIF (for 20% of the total OFCs)
- The increase in income tax payable of Bt 4,377 mn due to TTTBB's record of income tax payable from gain on sales of assets to the Fund
- The increase in advance received from customers of Bt 5,192 mn due to the recognition of the advance received from TTTBB's future assets to be delivered to the Fund that will be gradually recognized as gain on sales of asset to JASIF when the OFCs are delivered to JASIF
- The Company's record of the provision for debts from the reversal of judgment by the Supreme Court that increased by Bt 12 mn due to the record of additional interest expenses of debts from the rehabilitation plan during the year 2015 (which calculated on the principal of Bt 260 mn, starting from 19 August 2013; the Supreme Court has reversed the decision of the Central Bankruptcy Court by rejecting the rehabilitation plan and cancelling the Central Bankruptcy Court's business rehabilitation order.)
- The increase in other liabilities from the normal business operation of the Company and its subsidiaries such as trade and other payables that increased by Bt 803 mn, withholding tax payable that increased by Bt 17 mn, liabilities under finance lease agreements that increased by Bt 26 mn, provision for long-term employee benefits that increased by Bt 101 mn, and provision for entry fee for laying the optical fiber cables of Bt 471 mn.

The above-mentioned increasing liabilities offset with declining liabilities such as the repayment of short-term loan that declined by Bt 939 mn, the repayment of long-term loans that declined by Bt 1,400 mn and the payment of account payable for equipment during the year 2015 that declined by Bt 373 mn and liabilities from normal business operation of the subsidiaries that declined by Bt 24 mn, resulted in the net increase of the total liabilities of the Company and its subsidiaries, totaling Bt 23,730.

Shareholders' Equity

At the end of 2015, the shareholders' equity of the Company and its subsidiaries was Bt 17,010 mn, increasing by Bt 4,083 mn or 32% from the year 2014 because:-

- The Company and its subsidiaries had the net profit for the year 2015 of Bt 15,900 mn (this included the profit attributable to non-controlling interests of the subsidiaries of Bt 189 mn.)

- The Company recorded the issued and fully paid-up share capital which increased by Bt 69 mn and the premium on ordinary shares of Bt 527 mn from the conversion of JAS-W3 (the 1st Exercise) in September 2015 in which 138.8 million warrants were exercised at the conversion price of Bt 4.30 per share.
- The Company and its subsidiaries paid dividend to the shareholders, totaling Bt 12,353 mn.
- The Company and its subsidiaries increased the provision for long-term employee benefits by Bt 61 mn.

As at 31 December 2015, there remained 3,289.6 million unexercised warrants. On 30 December 2015, the date for the second exercise of rights to purchase ordinary shares under JAS-W3 (the 2nd Exercise), 58,394 warrants were exercised. The Company recorded share subscription received in advance of Bt 0.251 mn from the conversion of JAS-W3 to ordinary shares (the exercise price was Bt 4.30 per share).

Capital Structure

As at 31 December 2015, the Company and its subsidiaries had the total liabilities of Bt 33,785 mn, or 66% of total assets. The shareholders' equity was Bt 17,010 mn, or 34% of total assets. Debt to equity ratio was at 1.99 time.

Liquidity

As at 31 December 2015, the Company and its subsidiaries had cash and cash equivalent of Bt 7,880 mn, increasing by Bt 6,379 mn from the year 2014. The summary of net cash generated and used is as follows: -

- | | |
|--|-----------------|
| - Net cash used in operating activities | Bt (2,708) mn. |
| - Net cash generated from investing activities | Bt 28,390 mn. |
| - Net cash used in financing activities | Bt (19,304) mn. |

Treasury Stock Program for Financial Management

During the year 2010, the Company decreased its 2,032,127,200 paid-up shares by writing off 634,400,000 treasury shares of the first Treasury Stock Program and 1,397,727,200 treasury shares of the second Program.

Additionally, during the year 2011, the Company decreased its 155,240,000 paid-up shares by writing off the treasury shares of the third Treasury Stock Program.

During the year 2012, the Company totally had 106,857,000 treasury shares, according to the fourth Treasury Stock Program for financial management, approved by the Board of Directors at the meeting No.8/2011, for a total of Bt 299 mn. The Company appropriated the full required amount of retained earnings to a reserve for the treasury shares.

During the year 2013, the Company decreased its 106,857,000 paid-up shares by writing off the treasury shares, following the resolution of the Company's Board of Directors Meeting No. 5/2012. The Company completely reversed all the appropriated retained earnings for treasury shares.

During the year 2014, the Company totally had 142,730,000 treasury shares, according to the fifth Treasury Stock Program for financial management, approved by the Board of Directors at the meeting No.3/2014, for a total of Bt 990 mn. The Company appropriated the full required amount of retained earnings to a reserve for the treasury shares.

During the year 2015, the Company decreased its 142,730,000 paid-up capital by writing off the treasury shares, following the resolution passed by the Company's Board of Directors' Meeting No. 3/2015. The total appropriated retained earnings for treasury shares were completely reversed.

Audit Committee Report

The Audit Committee of Jasmine International Public Company Limited (the “Company”) was appointed by the Company’s Board of Directors (the “BOD”). The Committee consists of 3 independent directors, chaired by Dr. Vichit Yamboonruang with Mrs. Chantra Purnariksha and Dr. Yodhin Anavil as its members. One of these independent directors in the Audit Committee is an expert with a lot of experiences in verifying the reliability of the financial statements.

In 2015, 4 Audit Committee Meetings were held, each of which was joined by the Company’s Internal Audit Department and auditors, to verify the quarterly financial statements of the Company and its subsidiaries and to acknowledge the auditor’s report, the audited financial statement and the recommendations from Auditor in congruence with the applicable accounting principles.

In 2015, the Audit Committee carried out the tasks assigned by the BOD for the scope of duties and responsibilities as summarized below:-

1) Verification of Financial Report

The Audit Committee verified the quarterly and the annual financial statements for the year 2015, related party transactions and the transactions that might have conflicts of interest to ensure that the preparation of the financial statements was in compliance with the applicable law and the generally accepted accounting principles, and that it was reliable and in due course. The Company’s external auditors were invited to join in the Audit Committee Meeting for the consideration of the stated quarterly and annual financial statements.

2) Verification of Related Party Transaction

The Audit Committee verified the related party transactions that the Company had with its subsidiaries / associate companies to ensure that each transaction was proceeding in accordance with normal business conditions. The Committee also considered the necessity and the reasonability of the entry into each transaction, principally taking into account the benefit of the Company. Information on this issue was adequately and properly disclosed.

3) Verification of Internal Control Systems

The Audit Committee verified the internal control systems and the internal audit system of the Company to ensure that the officers in charge have independence in working and direct reporting to the Audit Committee, to ensure the efficiency of the internal control task and to ensure the effectiveness of the officers’ work throughout the organization.

4) Verification of Compliance with the Law

The Audit Committee verified that the Company’s operation is in compliance with the Securities and Exchange Act, the rules and the regulations of the Office of the Securities and Exchange Commission (the “SEC”) and other laws applicable to the business of the Company.

5) Verification and Oversight of Work of Office of Internal Audit

The Audit Committee verified the work of the Office of Internal Audit and provided it with recommendations on internal audit work plan to be in alignment with the Company's risk management. Moreover, the Committee verified the audit results, provided opinions thereon and followed up the improvements of essential issues. It also evaluated performances of every company and granted awards to the companies / departments that had outstanding performances. This activity was set up with an aim to foster good attitudes towards auditing activities among the employees and the executives so that they became more aware of the importance of internal control and managed to improve their work accordingly.

6) Selection and Nomination of the Company's Auditors to Propose for Appointment for the Year 2016

The Audit Committee considered selecting auditors from EY Office Limited to be the Company's auditor for the year 2016 due to proper qualifications, expertise, the previous year's performance and the reasonable proposed audit fee. It proposed the BOD to consider nominating the auditors from EY Office Limited for the Annual General Meeting of Shareholders' approval as the Company's auditor for the year 2016.

7) Audit Committee Self Assessment

Each Audit Committee evaluated one's own performance of duties, both as an individual committee and as a group, in the areas of Audit Committee meeting arrangement, internal control and compliance with the rules and regulations. According to the Audit Committee Self Assessment Result Report, the entire committee appropriately completed their duties as required by the assessment criteria for Good Corporate Governance.

The Audit Committee completed its roles and duties and fulfilled its responsibilities as stipulated under the BOD-approved Audit Committee Charter, applying knowledge, abilities, prudence and independence in order to provide every group of the stakeholders with equitable benefits. In view of the Committee, the Company's financial statements were reliable and accurate in accordance with the generally accepted accounting principles; its risk management was adequate; its internal control and internal audit systems were appropriate and effective; its operation was in compliance with the principles of Good Corporate Governance; last but not least, the whole organization complied well with the applicable laws and regulations as well as the commitments that were related to the business of the Company.

Dr.Vichit Yamboonruang
(Chairman of Audit Committee)



Remuneration and Nomination Committee Report

Appointed by the Board of Directors (the “BOD”), the Remuneration and Nomination Committee is responsible for the recruitment, the selection and the nomination of the persons, possessing the qualifications suitable for assuming the position of director, subcommittee member, Chief Executive Officer (the “CEO”) and President of the Company in addition to proposing, for the BOD’s consideration, the policy on the benefits as well as the guidelines on the payment of remuneration, gratuities and other benefits for the BOD, the subcommittees, the CEO and the President of the Company that are prudently prepared by taking into account the suitability between the proposed amount and the duties and responsibilities of a director, the Company’s operating results, and current market conditions.

The Remuneration and Nomination Committee is chaired by Dr. Yodhin Anavil, an Independent Director with Mr. Somboon Patcharasopak and Mr. Pleumjai Sinarkorn, the Company Directors, as its members.

In 2015, the Remuneration and Nomination Committee arranged the meetings to consider the issues that were within the scope of their duties and responsibilities, as summarized below:-

- The consideration on the remuneration, gratuities and other benefits for the BOD and the subcommittees of the Company
The Remuneration and Nomination Committee considered the remuneration, gratuities and other benefits for the Board of Directors and the subcommittees of the Company thoroughly and with prudence, taking into account, the payment rates of the companies in the same industry, business expansion, the Company’s growth of profits, apart from the directors’ duties and responsibilities. Nonetheless, the directors who were assigned with more duties and responsibilities in any of the subcommittees received increasing remuneration at the amount appropriate for the increasing work in charge; the rising remuneration payment, to this respect, was both an incentive and a way to keep a qualified director to be with the Company.
- The consideration on the remuneration and the annual bonus for the CEO and the President
The Remuneration and Nomination Committee considered the remuneration and the annual bonus of the CEO to be at a proper rate, comparable to the rates of the companies in the same industry and also in accordance with the Company’s operating results each year.
- The recruitment, selection and nomination of a person to replace the director who was due to retire from office by rotation
The Remuneration and Nomination Committee recruited, selected and nominated the persons to replace the directors who were due to retire from office by rotation and proposed for the BOD’s and the shareholders’ meeting’s approvals, respectively.
- The Remuneration and Nomination Committee Self Assessment
The Remuneration and Nomination Committee evaluated their performances both as an individual and a party. The Self Assessment Form was divided into 6 parts which comprised Part 1 : Structure and Qualifications of the Committee, Part 2 : Roles and Responsibilities of the Committee, Part 3 : The Committee Meetings, Part 4 : Fulfillment of duties of the Committee 5: Relationship with the Management Support Team and Part 6 : Self-development of the Committee. The assessment was classified into 5 levels, signifying by numbers: 4 = Excellent, 3 = Very good, 2 = Fair, 1 = Dissatisfied and 0 = To be improved. The self assessment results of the Remuneration and Nomination Committee, both as an individual and as a party, for the year 2015, were reported as excellence with the 100 percent score.

The Remuneration and Nomination Committee accordingly reported its meeting resolutions to the BOD on a regular basis. In 2015, the Committee had worked with full efforts, prudence, transparency and independence to accomplish the tasks as assigned by the BOD for the optimum benefit of the Company and the shareholders and also to be in line with the Good Corporate Governance as required by the Stock Exchange of Thailand.

(Dr. Yodhin Anavil)

Chairman of Remuneration and Nomination Committee



Risk Management Committee Report

Appointed by the Board of Directors, the Risk Management Committee consists of 8 members. In 2015, the Risk Management Committee arranged 4 meetings to consider risks and analyze risk factors in all aspects to be appropriate and in accordance with the strategies and the policies of the Company; it also completed the tasks that were essential to managing risks of Jasmine International Group and accordingly reported the results of risk management as summarized below to the Board of Directors in order to ensure that the targets could be achieved as planned.

- 1) Risk assessment : The Risk Management Committee assessed risks that might affect the Company's business operation and assigned the officers in charge to manage them appropriately.
- 2) Risk management administration : The risk management tasks were administered by the Risk Management Committee, covering 5 major areas which were revenue, finance, human resources, market and competition and operation and maintenance.
- 3) Risk management monitoring and supervision : The Risk Management Committee monitored and supervised significant risk factors, that might impact the Company, based on the risk management plan and strategies. The Risk Management Committee meeting was arranged quarterly, aiming at reducing risks to an acceptable level, as specified in the Company's risk management plan; at each meeting, the Committee members brainstormed for the best guidelines that would enhance more efficiency for the risk management tasks of the Company.
- 4) Building an awareness of Risk management task : The Risk Management Committee encouraged the personnel of all levels to be aware of the importance of the risk management tasks so that they had more understanding and participated more in considering risks and chances of risks, in addition to having a part in risk management planning.

The tasks, assigned by the Board of Directors, as stated above were completely carried out. The Risk Management Committee also followed up the success of those tasks to assure the efficiency of risk management and administration of the Company.

(Mr.Somboon Patcharasopak)

Chairman of the Risk Management Committee

Report on the Responsibilities of the Board of Directors for Financial Reports

The Board of Directors of Jasmine International Public Company Limited (the “Company”) is responsible for overseeing the financial reports of the Company and its subsidiaries to be in accordance with the generally accepted accounting principles in Thailand and completely audited by the Company’s auditor, employing appropriate accounting policy that the Company practised consistently; the material information therein is also supervised to be sufficiently disclosed in Notes to the Financial Statements, for the benefits of shareholders and investors in general.

The Board of Directors has established good corporate governance for the Company and has also maintained the proper, efficient and effective risk management and internal control systems to ensure that the Company’s assets usage control is truly for the Company’s benefit. In addition, the Board of Directors places importance on the segregation of duties to prevent frauds and significant irregularities.

The Board of Directors has appointed the Company’s Audit Committee, comprising independent directors who possess the qualifications in accordance with the regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission to be in charge of overseeing the reliability and the correctness of the financial reports as well as the efficiency of both the internal control systems and the internal audit of the Company. Opinions provided by the Audit Committee on these issues are set forth in the Audit Committee Report in this Annual Report.

The consolidated financial statements of the Company and its subsidiaries have been audited by EY Office Limited, the Company’s auditor. The Board of Directors supported the audit work by providing the Company’s auditor with the information and the documents as per requests in order to facilitate the Company’s auditor in carrying out the audit task and providing the auditor’s opinions to be in congruent with the accounting principles, as set forth in the Auditor’s Report in this Annual Report.

The Board of Directors is of the opinion that the internal control systems and the internal audit of the Company are overall good enough to assure the reliability of the financial reports of the Company and its subsidiaries for the year ended 31 December 2015, in line with generally accepted accounting principles, the applicable laws and the regulations of the relevant regulators.



(Mr. Pete Bodharamik)

Chief Executive Officer



Independent Auditor's Report

To the Shareholders of Jasmine International Public Company Limited

I have audited the accompanying consolidated financial statements of Jasmine International Public Company Limited and its subsidiaries, which comprise the consolidated statements of financial position as at 31 December 2015, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and have also audited the separate financial statements of Jasmine International Public Company Limited for the same period.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my qualified audit opinion.

Basis for Qualified Opinion

- a) As described in Note 9 to the financial statements, a concession provider had ceased making payment to a subsidiary for service under the co-investor agreement made between the subsidiary and the concession provider as from September 2008 to 4 October 2011, the end date of the co-investor agreement, as the revenue sharing rates are still being disputed between a concession provider and the subsidiary. The subsidiary took the dispute to the Arbitration Institute and is currently awaiting this ruling from the Arbitration Institute. The ruling to the revenue sharing rate negotiation may significantly impact on the balance of such trade receivable as at 31 December 2015 amounting to Baht 2,518 million in the consolidated financial statements and may significantly impact on the balances of other receivables and dividend receivables from the subsidiary and value of the investment in the subsidiary as at 31 December 2015 totaling amounting to Baht 2,404 million in the separate financial statements. I was unable to audit to satisfy myself as to the balances of such trade receivable, other receivables, dividend receivables and the value of the investment in the subsidiary, and this constitutes a limitation imposed by circumstance.

- b) As described in Note 35.6 to the financial statements, the Central Bankruptcy Court read the judgement of the Supreme Court, rejecting the rehabilitation plan and cancelling the Central Bankruptcy Court's business rehabilitation order. As a result the rights of claim of the creditors of the Company returned to what they were prior to the rehabilitation order. Since the Company has proceeded in accordance with the rehabilitation plan for a long time and has, in particular, completed repayment of debt to the creditors in various forms under the rehabilitation plan, the legal advisor is of the opinion that, whether the Company will be required to pay to any particular creditor depends solely on whether any creditors present themselves and their rights to the Company, and no creditors have presented themselves since the time that the Central Bankruptcy Court read the judgement of the Supreme Court. The Company was therefore of the opinion that it was highly unlikely that the Company would have to pay any obligations in respect of such events and did not record a provision with respect to the judgement of the Supreme Court. The Company and the legal advisor made a preliminary assessment and found that additional liabilities of up to Baht 1,343 million, might arise from such event. The Company therefore disclosed the event in notes to the financial statements and believed that such practice complied with the relevant financial reporting standards. However, in August 2014, five financial institutions filed lawsuits petitioning the Court to order the Company to make debt repayments equivalent to a total of approximately Baht 1,956 million (principal of Baht 1,169 million and interest of Baht 787 million). The Company has assessed the conditions of accounting under these new circumstances, and believes that the Company should record provision whenever creditors present themselves by filing lawsuits with the court. However, two of the five financial institutions are creditors whom the rights of claims were assigned by various former creditors, and the legal advisor is of the opinion that it is uncertain that these two creditors will receive payment of the amount claimed in the petitions. Therefore, the Company recorded provision amounting to Baht 289 million (principal of Baht 260 million and interest of Baht 29 million) for the three financial institutions who are the original creditors named in applications for payment in the Company's rehabilitation plan (principal of Baht 703 million and interest of Baht 327 million) in the financial statements since it is highly likely that the Company will be liable for these amounts. This was determined based on the claims filed by the three financial institutions less the approximate amounts of settlements made in any form under the rehabilitation plan, in accordance with the legal advisor's opinion. The petitions of the five financial institutions are in the process of being considered by the Central Intellectual Property and International Trade Court. The ultimate outcome of the cases cannot be determined at present. The Company believes that the amount of provision recorded in the accounts is adequate and appropriate in the current circumstances. This constitutes a limitation imposed by circumstance and I was unable to audit to satisfy myself as to the amount of additional provision that the Company needs to record as a result of the cancellation of the rehabilitation order.
- c) As described in Note 35.7 to the financial statements, a subsidiary was unable to deliver tablets to two government agencies as scheduled in the relevant agreements, as a result of a massive fire at a production facility where a part for the tablets was produced. As stipulated in the sale and purchase agreements, the subsidiary is obliged to pay a penalty for delayed shipment at a daily rate of 0.2 percent of the price of the unshipped tablets. In 2014, counterparties of the agreements submitted letters to the subsidiary to terminate the sale and purchase agreements and asked the subsidiary to pay a penalty totaling Baht 148 million. However, the subsidiary submitted letters to these counterparties objecting the imposition of the penalty. The management of the subsidiary clarified that the delay in shipment was due to force majeure and the subsidiary did not breach the agreement. Subsequently, these counterparties filed lawsuits against the subsidiary, petitioning the courts to order the subsidiary to pay penalties totaling approximately Baht 196 million. The outcomes are currently unknown. As a result, the subsidiary is unable to conclude if and to what extent penalties and damages will be incurred. Therefore, the subsidiary does not record provision for such penalties and damages in the accounts. I was unable to audit to satisfy myself as to the penalties and damages that may be incurred as a result of the above, and this constitutes a limitation imposed by circumstance.

Qualified Opinion

In my opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, the financial statements referred to above present fairly, in all material respects, the financial position of Jasmine International Public Company Limited and its subsidiaries and of Jasmine International Public Company Limited as at 31 December 2015, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Emphasis of matters

I draw attention to the following matters:

1. As described in Note 30 to the financial statements, regarding the Infrastructure fund transactions and recognition of gain from the transaction amounting to Baht 18,859 million, the transaction is highly material to the financial statements and is not a regular transaction occurring in the normal course of business.
2. Matters between subsidiaries and an unrelated company
 - 2.1 The balance receivable under a troubled debt restructuring agreement of approximately Baht 54 million, the settlement of outstanding balances of approximately Baht 877 million and the leased line service agreements, as described in Note 11 to the financial statements
 - 2.2 The court proceedings and various disputes described in Note 35.8 to the financial statements
3. As described in Note 35.5 to the financial statements, regarding the delay in the delivery of work of a subsidiary, with a contract value of Baht 31 million, on which a penalty is charged at a rate of 0.2 percent of the contract value per each day of delay.

My opinion is not qualified in respect of the above matters.

Other matter

I have audited the consolidated financial statements of Jasmine International Public Company Limited and its subsidiaries, and the separate financial statements of Jasmine International Public Company Limited as at 31 December 2014 and for the year then ended, and expressed a qualified opinion on those statements with respect to limitation imposed by circumstance related to the matters similar to a), b) and c) as stated in the above Basis for Qualified Opinion paragraph and drew attention to the matters similar to 2) and 3) as stated in the above Emphasis of Matters paragraph, under my report dated 27 February 2015.



Supachai Phanyawattano

Certified Public Accountant (Thailand) No. 3930

EY Office Limited

Bangkok: 25 January 2016

Consolidated Financial Statements

Jasmine International Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
Assets					
Current assets					
Cash and cash equivalents	7	7,879,720,050	1,500,914,886	1,379,997,802	554,828,803
Current investments - deposits with financial institutions	8	1,195,290,923	894,058,619	122,070	20,219,422
Trade and other receivables	9	3,088,267,691	3,169,301,544	989,403,845	1,578,707,708
Unbilled receivables		33,238,443	62,627,231	-	-
Short-term loans to related parties	6	3,850,000,000	-	401,503,500	298,000,000
Inventories		21,199,426	27,374,822	-	-
Withholding tax deducted at source		147,819,566	74,466,084	103,085,627	37,863,053
Input tax pending payments		656,807,888	407,632,594	217,024	2,968,277
Prepaid expenses		41,975,737	245,504,811	1,281,357	927,164
Other current assets		24,866,949	30,047,287	997,176	2,851,811
Total current assets		16,939,186,673	6,411,927,878	2,876,608,401	2,496,366,238
Non-current assets held for sale	10	87,500,000	2,797,539,471	-	-
		17,026,686,673	9,209,467,349	2,876,608,401	2,496,366,238
Non-current assets					
Restricted deposits with financial institutions		477,767,240	307,708,154	8,431,125	8,333,225
Accounts receivable under troubled debt restructuring	11	54,029,879	54,029,879	-	-
Investments in subsidiaries	12	-	-	3,292,122,181	2,942,132,681
Investments in associates	13	8,770,443,209	23,572,482	18,347,981,967	16,481,967
Investment properties	14	543,063,306	585,557,346	-	-
Property, plant and equipment	15	18,957,707,948	12,501,710,626	4,157,132	6,242,978
Computer software	16	14,185,260	5,081,262	-	-
Deferred tax assets	28	3,366,447,709	208,556,087	63,508,197	142,579,151
Advance rental payment	6, 17, 30	816,510,000	-	174,189,747	188,008,914
Deposit guarantee on application for spectrum licensing	35.10	644,000,000	-	-	-
Other non-current assets		124,729,961	86,124,576	10,801,888	10,834,506
Total non-current assets		33,768,884,512	13,772,340,412	21,901,192,237	3,314,613,422
Total assets		50,795,571,185	22,981,807,761	24,777,800,638	5,810,979,660

The accompanying notes are an integral part of the financial statements.

Jasmine International Public Company Limited and its subsidiaries
Statement of financial position (Continued)
As at 31 December 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from banks	18	1,518,730,826	2,457,986,917	-	-
Trade and other payables	19	3,753,220,537	2,950,260,312	48,579,969	68,304,500
Accrued project costs		166,045,392	168,048,259	-	-
Short-term loan from related party	6	-	-	17,637,628,400	-
Current portions of the long-term liabilities					
Long-term loans from banks	20	119,968,000	1,054,225,376	-	94,257,376
Liabilities under finance lease agreements	21	44,838,503	36,399,025	-	-
Provision for rental assurance	6, 30	1,576,648,030	-	-	-
Accounts payable for equipment	22	-	372,868,798	-	-
Withholding tax payable		63,661,295	46,353,107	2,249,387	1,694,033
Income tax payable		4,650,048,734	273,500,173	-	-
Undue output tax		405,838,068	420,473,585	8,237,657	12,983,528
Advance received from customers	6, 30	5,660,823,989	468,838,804	-	-
Provision for reversal of judgement by the Supreme Court	35.6	289,048,686	276,829,518	289,048,686	276,829,518
Other current liabilities		30,120,621	33,674,852	3,422,864	2,290,303
Total current liabilities		18,278,992,681	8,559,458,726	17,989,166,963	456,359,258
Non-current liabilities					
Long-term liabilities - net of current portions					
Long-term loans from banks	20	695,522,693	1,161,129,362	-	345,609,748
Liabilities under finance lease agreements	21	89,279,360	71,207,584	-	-
Provision for rental assurance	6, 30	13,889,402,397	-	-	-
Provision for long-term employee benefits	23	354,570,924	253,923,498	28,492,298	14,859,343
Provision for entry fee for laying the optical fiber cables	30	470,778,800	-	-	-
Other non-current liabilities		6,820,332	9,355,660	8,776,140	9,564,540
Total non-current liabilities		15,506,374,506	1,495,616,104	37,268,438	370,033,631
Total liabilities		33,785,367,187	10,055,074,830	18,026,435,401	826,392,889

The accompanying notes are an integral part of the financial statements.

Jasmine International Public Company Limited and its subsidiaries

Statement of financial position (Continued)

As at 31 December 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
Shareholders' equity					
Share capital					
Registered					
10,491,996,567 ordinary shares of Baht 0.5 each					
(2014: 7,137,394,378 ordinary shares of Baht 0.5 each)	24	5,245,998,284	3,568,697,189	5,245,998,284	3,568,697,189
Issued and fully paid-up					
7,133,472,259 ordinary shares of Baht 0.5 each					
(2014: 7,137,394,378 ordinary shares of Baht 0.5 each)	24	3,566,736,129	3,568,697,189	3,566,736,129	3,568,697,189
Share subscription received in advance	25	251,094	-	251,094	-
Premium (discount) on ordinary shares		302,920,329	(224,549,619)	302,920,329	(224,549,619)
Retained earnings					
Appropriated					
Statutory reserve - the Company	26	356,869,719	331,107,500	356,869,719	331,107,500
- subsidiaries	26	534,807,646	518,608,045	-	-
Treasury share reserve	24	-	991,662,088	-	991,662,088
Unappropriated		10,861,918,929	7,434,161,926	2,298,639,786	1,083,383,521
Other components of shareholders' equity		258,177,239	258,177,239	225,948,180	225,948,180
Equity attributable to owners of the Company		15,881,681,085	12,877,864,368	6,751,365,237	5,976,248,859
Less: Treasury shares	24	-	(991,662,088)	-	(991,662,088)
Equity attributable to owners of the Company - net		15,881,681,085	11,886,202,280	6,751,365,237	4,984,586,771
Non-controlling interests of the subsidiaries		1,128,522,913	1,040,530,651	-	-
Total shareholders' equity		17,010,203,998	12,926,732,931	6,751,365,237	4,984,586,771
Total liabilities and shareholders' equity		50,795,571,185	22,981,807,761	24,777,800,638	5,810,979,660

The accompanying notes are an integral part of the financial statements.

Jasmine International Public Company Limited and its subsidiaries
Statement of comprehensive income
For the year ended 31 December 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
Profit or loss:					
Revenues					
Sales and service income		13,982,677,626	12,268,494,315	-	-
Other income					
Gains on sales of assets to the fund	30	18,859,325,567	-	-	-
Management fee income	6	-	-	509,311,071	498,000,000
Interest income		274,021,291	57,665,887	26,258,519	24,103,302
Income from management and maintenance of assets	6, 30	154,142,322	-	-	-
Dividend income from subsidiaries	12	-	-	12,484,283,650	1,855,555,167
Dividend income from associate	13	-	-	953,238,000	-
Others		156,973,006	84,885,202	81,117,203	21,995,096
Total other income		19,444,462,186	142,551,089	14,054,208,443	2,399,653,565
Total revenues		33,427,139,812	12,411,045,404	14,054,208,443	2,399,653,565
Expenses					
Cost of sales and services		8,406,506,200	4,713,232,196	-	-
Selling and servicing expenses		1,000,200,306	853,053,408	-	-
Administrative expenses		2,346,943,881	2,035,981,533	184,297,620	149,640,458
Doubtful accounts and bad debt		222,974,746	162,713,399	-	-
Losses on impairment of assets	10	-	37,495,799	-	-
Exchange losses		127,355,273	32,782,299	-	-
Loss on recording provision for reversal of judgement by the Supreme Court	35.6	-	276,829,518	-	276,829,518
Total expenses		12,103,980,406	8,112,088,152	184,297,620	426,469,976
Profit before share of profit from investments					
in associates, finance cost and income tax		21,323,159,406	4,298,957,252	13,869,910,823	1,973,183,589
Shares of profit from investments in associates	13	796,857,131	148,612	-	-
Profit before finance cost and income tax		22,120,016,537	4,299,105,864	13,869,910,823	1,973,183,589
Finance cost		(197,436,691)	(296,881,714)	(357,669,755)	(31,642,370)
Profit before income tax		21,922,579,846	4,002,224,150	13,512,241,068	1,941,541,219
Income tax	28	(6,022,844,444)	(759,698,438)	(81,470,245)	(70,001,113)
Profit for the year		15,899,735,402	3,242,525,712	13,430,770,823	1,871,540,106

The accompanying notes are an integral part of the financial statements.

Jasmine International Public Company Limited and its subsidiaries
Statement of comprehensive income (Continued)
For the year ended 31 December 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss	23	(78,635,512)	-	(11,996,458)	-
Less: Income tax effect		18,101,445	-	2,399,292	-
Other comprehensive income for the year		(60,534,067)	-	(9,597,166)	-
Total comprehensive income for the year		15,839,201,335	3,242,525,712	13,421,173,657	1,871,540,106
Profit attributable to:					
Equity holders of the Company		15,710,408,063	3,270,859,205	13,430,770,823	1,871,540,106
Non-controlling interests of the subsidiaries		189,327,339	(28,333,493)		
		15,899,735,402	3,242,525,712		
Total comprehensive income attributable to:					
Equity holders of the Company		15,649,873,996	3,270,859,205	13,421,173,657	1,871,540,106
Non-controlling interests of the subsidiaries		189,327,339	(28,333,493)		
		15,839,201,335	3,242,525,712		
Earnings per share	31				
Basic earnings per share					
Profit attributable to equity holders of the Company		2.23	0.46	1.91	0.26
Diluted earnings per share					
Profit attributable to equity holders of the Company		2.15	0.46	1.84	0.26

The accompanying notes are an integral part of the financial statements.

Jasmine International Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2015

(Unit: Baht)

Consolidated financial statements																
Equity attributable to owners of the Company																
	Note	Issued and fully paid-up share capital	Discount on ordinary shares	Retained earnings			Treasury shares	Other components of shareholders' equity					Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity	
				Appropriated		Unappropriated		Other comprehensive income	Other changes by the owners							Total other components of shareholders' equity
				Statutory reserve	Treasury share reserve				Deficit on changes in value of available-for-sale securities	Premium on ordinary shares from expired warrants	Premium on capital reduction	Capital surplus from share premium of subsidiary				
Balance as at 1 January 2014		3,568,697,189	(224,549,619)	714,188,909	-	7,074,818,665	-	(2,724)	25,169,527	200,781,377	49,665,575	(17,436,516)	258,177,239	11,391,332,383	1,077,919,785	12,469,252,168
Total comprehensive income for the year		-	-	-	-	3,270,859,205	-	-	-	-	-	-	-	3,270,859,205	(28,333,493)	3,242,525,712
Treasury shares purchased during the year	24	-	-	-	-	-	(991,662,088)	-	-	-	-	-	-	(991,662,088)	-	(991,662,088)
Transferred to treasury share reserve	24	-	-	-	-	991,662,088	(991,662,088)	-	-	-	-	-	-	-	-	-
Dividend paid to the Company's shareholders	34	-	-	-	-	(1,784,327,220)	-	-	-	-	-	-	(1,784,327,220)	-	(1,784,327,220)	(1,784,327,220)
Dividend paid to non-controlling interests of the subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	-	(9,053,223)	(9,053,223)
Non-controlling interests of newly acquired subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	-	(2,418)	(2,418)
Transferred to statutory reserve	26	-	-	135,526,636	-	(135,526,636)	-	-	-	-	-	-	-	-	-	-
Balance as at 31 December 2014		3,568,697,189	(224,549,619)	849,715,545	991,662,088	7,434,161,926	(991,662,088)	(2,724)	25,169,527	200,781,377	49,665,575	(17,436,516)	258,177,239	11,886,202,280	1,040,530,651	12,926,732,931

The accompanying notes are an integral part of the financial statements.

Jasmine International Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (Continued)

For the year ended 31 December 2015

(Unit: Baht)

	Consolidated financial statements															
	Equity attributable to owners of the Company															
								Other components of shareholders' equity								
								Other changes by the owners								
								Other comprehensive income	Premium on ordinary shares from expired warrants	Premium on capital reduction	Capital surplus from share premium of subsidiary	Deficit from changes in shareholding in subsidiaries	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
								Deficit on changes in value of investments in available-for-sale securities								

The accompanying notes are an integral part of the financial statements.

Jasmine International Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2015

(Unit: Baht)

		Separate financial statements												
							Retained earnings				Other components of shareholders' equity			
							Appropriated				Other changes by the owners			
							Statutory reserve	Treasury shares reserve	Unappropriated	Treasury shares	Deficit on changes in value of investments in available-for-sale securities	Premium on ordinary shares from expired warrants	Premium on capital reduction	Total other components of shareholders' equity
		Issued and fully paid-up share capital	Share subscription received in advance	Premium (discount) on ordinary shares		237,530,495	-	-	2,081,409,728	-	(2,724)	25,169,527	200,781,377	225,948,180
		3,568,697,189	-	(224,549,619)		-	-	-	1,871,540,106	-	-	-	-	-
		-	-	-		-	-	-	-	(991,662,088)	-	-	-	-
24		-	-	-		-	-	-	-	(991,662,088)	-	-	-	(991,662,088)
24		-	-	-		-	-	991,662,088	(991,662,088)	-	-	-	-	-
34		-	-	-		-	-	-	(1,784,327,220)	-	-	-	-	(1,784,327,220)
26		-	-	-		-	93,577,005	-	(93,577,005)	-	-	-	-	-
		3,568,697,189	-	(224,549,619)		331,107,500	991,662,088	1,083,383,521	(991,662,088)	(2,724)	25,169,527	200,781,377	225,948,180	4,984,586,771
		3,568,697,189	-	(224,549,619)		331,107,500	991,662,088	1,083,383,521	(991,662,088)	(2,724)	25,169,527	200,781,377	225,948,180	4,984,586,771
		-	-	-		-	-	13,430,770,823	-	-	-	-	-	13,430,770,823
		-	-	-		-	-	-	(9,597,166)	-	-	-	-	(9,597,166)
		-	-	-		-	-	-	13,421,173,657	-	-	-	-	13,421,173,657
24		(71,365,000)	-	-		-	-	-	(920,297,088)	991,662,088	-	-	-	-
24		-	-	-		-	-	(991,662,088)	991,662,088	-	-	-	-	-
24		69,403,940	-	527,469,948		-	-	-	-	-	-	-	-	596,873,888
25		-	251,094	-		-	-	-	-	-	-	-	-	251,094
34		-	-	-		-	-	-	(12,251,520,173)	-	-	-	-	(12,251,520,173)
26		-	-	-		-	25,762,219	-	(25,762,219)	-	-	-	-	-
		3,566,736,129	251,094	302,920,329		356,869,719	-	2,298,639,786	-	(2,724)	25,169,527	200,781,377	225,948,180	6,751,365,237

The accompanying notes are an integral part of the financial statements.

Jasmine International Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
Cash flows from operating activities					
Profit before income tax		21,922,579,846	4,002,224,150	13,512,241,068	1,941,541,219
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities					
Depreciation and amortisation		2,031,928,189	2,058,976,165	17,322,692	19,187,378
Doubtful accounts		161,018,948	78,747,827	-	-
Bad debt		61,955,798	83,965,572	-	-
Written off assets		-	3,640,130	-	-
Recording of allowance for impairment of assets	10	-	37,495,799	-	-
Gains on sales of assets to the fund	30	(18,859,325,567)	-	-	-
Losses (gains) on sales of equipment		(16,708,004)	2,189,129	865	(19,118)
Dividend income from investments in subsidiaries	12	-	-	(12,484,283,650)	(1,855,555,167)
Dividend income from investment in associate	13	-	-	(953,238,000)	-
Share of profit from investments in associates	13	(796,857,131)	(148,612)	-	-
Unrealised exchange losses		27,407,691	44,010,055	-	-
Realised exchange losses (gains) from accounts payable for equipment		104,882,049	(11,325,556)	-	-
Loss on recording provision for reversal of judgement by the Supreme Court	35.6	-	276,829,518	-	276,829,518
Provision for long-term employee benefits	23	26,265,108	24,947,740	1,636,497	1,532,510
Interest income		(274,021,291)	(57,665,887)	(26,258,519)	(24,103,302)
Interest expenses		197,436,691	296,422,075	357,669,755	31,642,370
Profit from operating activities before changes in operating assets and liabilities		4,586,562,327	6,840,308,105	425,090,708	391,055,408
Operating assets decrease (increase)					
Trade and other receivables		(142,838,887)	338,246,020	280,659,209	(186,239,866)
Unbilled receivables		29,388,788	28,612,793	-	-
Inventories		227,362,938	229,981,278	-	-
Input tax pending payments		(249,175,294)	(80,487,175)	2,751,253	(2,012,245)
Prepaid expenses		203,529,074	(178,652,598)	(354,193)	6,204,800
Other current assets		5,180,338	41,670,693	2,632,224	(2,648,852)
Advance rental payment	6, 30	(816,510,000)	-	-	-
Deposit guarantee on application for spectrum licensing	35.10	(644,000,000)	-	-	-
Other non-current assets		(38,605,386)	(8,095,944)	32,618	1,558,396
Operating liabilities increase (decrease)					
Trade and other payables		154,606,952	176,117,560	(48,487,313)	36,855,811
Accrued project costs		(4,622,324)	(110,751,224)	-	-
Withholding tax payable		17,308,188	1,343,904	555,354	(1,494,834)
Undue output tax		(14,635,517)	44,550,585	(4,745,871)	384,534
Advances received from customers		60,776,853	51,712,585	-	-
Other current liabilities		(3,554,231)	30,132,244	1,132,561	(7,010,768)
Provision for rental assurance		(1,096,994,489)	-	-	-
Provision for entry fee for laying the optical fiber cables		(115,267,256)	-	-	-
Other non-current liabilities		(6,788,522)	(6,663,417)	(788,400)	29,999
Cash from operating activities		2,151,723,552	7,398,025,409	658,478,150	236,682,383
Cash paid for income tax		(4,859,439,542)	(588,729,227)	(65,222,573)	(801,931)
Net cash from (used in) operating activities		(2,707,715,990)	6,809,296,182	593,255,577	235,880,452

The accompanying notes are an integral part of the financial statements.

Jasmine International Public Company Limited and its subsidiaries

Cash flow statement (Continued)

For the year ended 31 December 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
Cash flows from investing activities					
Interest income		268,608,598	60,596,136	25,120,790	29,759,016
Decrease (increase) in current investments		(301,232,304)	(34,135,335)	20,097,352	299,146,020
Increase in restricted deposits with financial institutions		(170,059,086)	(186,145,055)	(97,900)	(123,359)
Short-term loans to related parties		(3,850,000,000)	-	(301,503,500)	-
Cash received from short-term loans to related parties		-	-	198,000,000	-
Increase in investments in subsidiary	12	-	-	(349,989,500)	-
Dividend received from investments in subsidiaries		-	-	12,793,539,538	1,127,605,726
Cash paid for purchase of investment in associate	13	(18,331,500,000)	-	(18,331,500,000)	-
Dividend received from investment in associate	13	953,238,000	-	953,238,000	-
Proceeds from sales of asset to fund - net selling expense	30	53,431,038,996	-	-	-
Proceeds from sales of equipment		7,518,878	6,835,973	-	21,838
Acquisitions of investment properties		(4,149,708)	(3,127,652)	-	-
Acquisitions of plant and equipment		(3,599,956,521)	(2,602,750,977)	(1,418,544)	(1,434,341)
Acquisitions of computer software	16	(13,711,590)	(2,551,519)	-	-
Net cash from (used in) investing activities		28,389,795,263	(2,761,278,429)	(4,994,513,764)	1,454,974,900
Cash flows from financing activities					
Interest expenses		(172,765,677)	(284,180,037)	(316,687,805)	(32,187,166)
Decrease in short-term loans from banks		(5,551,089,035)	(802,358,112)	-	-
Cash received from short-term loans from related parties		-	-	18,331,500,000	-
Repayment of short-term loans from related parties		-	-	(693,871,600)	-
Repayment of accounts payable for equipment		(373,932,841)	(600,657,658)	-	-
Repayment of long-term loans from banks	20	(1,399,864,045)	(923,722,128)	(439,867,124)	(64,211,631)
Repayment of debts under former rehabilitation plan		-	(102,979,816)	-	(102,979,816)
Proceeds from increase in share capital	24	596,873,888	-	596,873,888	-
Cash paid for acquisition of non-controlling interest		-	(2,418)	-	(2,418)
Dividend paid to the Company's shareholders	34	(12,251,520,173)	(1,784,327,220)	(12,251,520,173)	(1,784,327,220)
Dividend paid to non-controlling interests of the subsidiaries		(101,335,077)	(9,053,223)	-	-
Repayment of liabilities under finance lease agreements		(49,641,149)	(45,239,497)	-	-
Cash paid to purchase treasury shares		-	(991,662,088)	-	(991,662,088)
Net cash from (used in) financing activities		(19,303,274,109)	(5,544,182,197)	5,226,427,186	(2,975,370,339)
Net increase (decrease) in cash and cash equivalents		6,378,805,164	(1,496,164,444)	825,168,999	(1,284,514,987)
Cash and cash equivalents at beginning of year		1,500,914,886	2,997,079,330	554,828,803	1,839,343,790
Cash and cash equivalents at end of year		7,879,720,050	1,500,914,886	1,379,997,802	554,828,803
Supplemental cash flow information					
Non-cash transactions					
Purchase of equipment for which no cash has been paid		5,201,842,316	2,625,693,296	-	-

The accompanying notes are an integral part of the financial statements.

Notes to consolidated financial statements

Jasmine International Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2015

1. Corporate information

Jasmine International Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the investments in the companies involved in the telecommunications business and its registered address is 200, 29th - 30th Floor, Moo 4, Chaengwatana Road, Pakkred, Nonthaburi.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Jasmine International Public Company Limited (“the Company”) and the following subsidiaries (“the subsidiaries”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2015	2014
			Percent	Percent
<u>Held by the Company</u>				
Jasmine Submarine Telecommunications Co., Ltd.	Operator of submarine optical fiber cable network and repair and maintenance services for local submarine cable systems	Thailand	100	100
Acumen Co., Ltd.	Satellite telecommunications service provider and internet service provider	Thailand	100	100
Jasmine Telecom Systems Plc. (Another 9% held by T.J.P. Engineering Co., Ltd. and another 9% held by ACeS Regional Services Co., Ltd.)	Design, installation and testing of telecommunication systems	Thailand	33	33
Jasmine Internet Co., Ltd.	Internet service provider and international calling card services	Thailand	98	98
T.J.P. Engineering Co., Ltd. (Another 20% held by Acumen Co., Ltd.)	Survey, design and construction for civil work of telecommunication projects	Thailand	80	80
Jasmine International Overseas Co., Ltd. (Another 34% held by ACeS (Thailand) Co., Ltd. and another 26% held by ACeS Regional Services Co., Ltd.)	Investment holding	Thailand	40	40
Chaengwatana Planner Co., Ltd.	Rehabilitation plan administrator	Thailand	100	100
Three BB Co., Ltd.	Ceased operation	Thailand	100	100
Jasmine Smart Shop Co., Ltd.	Ceased operation	Thailand	100	100
Mobile Communication Services Co., Ltd.	Not yet operate	Thailand	70	70
Compunet Corporation Limited	Ceased operation	Thailand	100	100
JAS Mobile Broadband Company Limited	Mobile phone service business	Thailand	100	-

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2015	2014
			Percent	Percent
<u>Held by subsidiaries</u>				
Cloud Computing Solutions Co., Ltd. (98% held by Jasmine Telecom Systems Plc.)	Design and provision of computer system integration services, software development and sale of computer products	Thailand	-	-
Smart Highway Co., Ltd. (67% held by Acumen Co., Ltd.)	Domestic high speed data communication service provider	Thailand	-	-
Triple T Broadband Plc. (99% held by Acumen Co., Ltd.)	Service provider in telecommunications services, fixed-line services and data communication network services	Thailand	-	-
Triple T Internet Co., Ltd. (100% held by Triple T Broadband Plc.)	Internet service provider	Thailand	-	-
In Cloud Co., Ltd. (100% held by Triple T Broadband Plc.)	Development, distribution and service in several kinds of software	Thailand	-	-
ACeS (Thailand) Co., Ltd. (59% held by Jasmine International Overseas Co., Ltd.)	Investment holding	Thailand	-	-
ACeS Regional Services Co., Ltd. (98% held by ACeS (Thailand) Co., Ltd.)	Marketing and distribution of equipment and providing services to satellite-based cellular phone users	Thailand	-	-
Pakkret Planner Co., Ltd. (100% held by Jasmine International Overseas Co., Ltd.)	Rehabilitation plan administrator	Thailand	-	-
Clippership Investments (BVI) Limited (100% held by Jasmine International Overseas Co., Ltd.)	Ceased operation	British Virgin Island	-	-
Thai Long Distance Telecommunications Co., Ltd. (90% held by Jasmine Submarine Telecommunications Co., Ltd.)	Operator of submarine optical fiber cable network and repair and maintenance service for local submarine cable systems	Thailand	-	-
Jastel Network Co., Ltd. (100% held by Jasmine Submarine Telecommunications Co., Ltd.)	Circuit leasing service and local and international data communication services	Thailand	-	-
Premium Assets Co., Ltd. (54% held by Acumen Co., Ltd. and 46% held by Jasmine Submarine Telecommunications Co., Ltd.)	Office rental	Thailand	-	-

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated as from the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries and associates under the cost method.

3. New financial reporting standards

Below is a summary of financial reporting standards that became effective in the current accounting year and those that will become effective in the future.

a) Financial reporting standards that became effective in the current year

The Company and its subsidiaries have adopted the revised (revised 2014) and new financial reporting standards issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2015. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the financial statements of the Company and its subsidiaries. However, some of these standards involve changes to key principles, which are summarised below:

Accounting Standard:

TAS 19 (revised 2014)	Employee Benefits
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Financial Reporting Standards:

TFRS 10	Consolidated Financial Statements
TFRS 11	Joint Arrangements
TFRS 12	Disclosure of Interests in Other Entities
TFRS 13	Fair Value Measurement

The above accounting standard and financial reporting standards do not have any significant impact on the financial statements of the Company and its subsidiaries.

b) Financial reporting standard that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of the revised (revised 2015) and new financial reporting standards and accounting treatment guidance which is effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards. The management of the Company and its subsidiaries believe that the revised and new financial reporting standards and accounting treatment guidance will not have any significant impact on the financial statements when they are initially applied.

4. Significant accounting policies

4.1 Revenue recognition

Sales of goods are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

Revenues from providing telecommunications network service, internet service and other businesses related to the internet business, and management service are recognised when services have been rendered.

Revenue from design and installation of telecommunication systems including provision of related equipment is recognised when services have been rendered taking into account the stage of completion.

Sales of international calling cards are recognised when the service has been rendered. The prepaid value in such cards is recorded as deferred service income in current liabilities.

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividends are recognised when the right to receive the dividends is established.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Trade and other receivables

Trade and other receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

4.4 Inventories

Inventories are valued at the lower of weighted average cost (specific cost for computer) and net realisable value.

4.5 Non-current assets held for sale

Non-current asset is classified as non-current asset held for sales if its carrying amount will be recovered principally through a sales transaction rather than through continuing use, the asset is available for immediate distribution in its present condition and a sale is considered highly probable. A non-current asset held for sales is not depreciated while it is classified as held for sale. Moreover, it is stated at the lower of the carrying amount and fair value less cost to sell.

4.6 Investments

- a) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in comprehensive income, and will be recorded in profit or loss when the securities are sold. In addition, the Company and its subsidiaries treat available-for-sale investments as impaired in profit or loss when the management judges that there has been a significant or prolonged decline in fair value below their cost or when other objective evidence of impairment exists.

The fair value of marketable securities is based on the latest bid price of the last working day of the year.

- b) Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for loss on impairment in value (if any).
- c) Investments in associates are accounted for in the consolidated financial statements using the equity method.
- d) Investments in subsidiaries and associates are accounted for in the separate financial statements using the cost method net of allowance for loss on impairment.

The weighted average method is used for computation the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

4.7 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 5 - 24 years. Depreciation of the investment properties is recognised in profit or loss.

No depreciation is provided for land classified as investment properties.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

4.8 Property, plant and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment.

Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Buildings	-	20 and 24 years
Building improvements	-	5 - 12 years
Leasehold improvements	-	5 years
Telecommunications equipment	-	3 - 15 years
Satellite transmission equipment	-	5 years
Tools and equipment	-	3 and 5 years
Furniture, fixtures and office equipment	-	3 and 5 years
Motor vehicles	-	5 years

Depreciation is recognised in profit or loss.

No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.9 Computer software

Computer software is initially recognised at cost. Following the initial recognition, computer software is carried at cost less any accumulated amortisation and allowance for loss on impairment (if any). The cost of internally generated computer software comprises any directly attributable cost of developing the asset for its intended use.

Computer software with finite lives is amortised on a straight-line basis over the economic useful lives of 3 and 10 years and tested for impairment whenever there is an indication that the software may be impaired. The amortisation period and the amortisation method of such software are reviewed at least at each financial year end. The amortisation expense is recognised in profit or loss.

4.10 Prepaid rent and amortisation

Prepaid rent is stated at cost less accumulated amortisation. Amortisation is calculated on a straight-line basis over the lease period of 30 years. Amortisation is recognised in profit or loss.

4.11 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company and its subsidiaries, whether directly or indirectly, or which are under common control with the Company and its subsidiaries.

They also include associates and individuals which directly or indirectly own a voting interest in the Company and its subsidiaries that give them significant influence over the Company and its subsidiaries, key management personnel, directors and officers of the Company and its subsidiaries with authority in the planning and direction of the operations of the Company and its subsidiaries.

4.12 Long-term leases

Leases of equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term liabilities, while the interest element is charged to profit or loss over the lease period. The asset acquired under finance leases is depreciated over the useful life of the asset.

Leases of property, plant and equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

4.13 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the functional currency of the Company and its subsidiaries.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.14 Impairment of assets

At the end of reporting period, the Company and its subsidiaries perform impairment reviews in respect of the assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

4.15 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Company, its subsidiaries and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiaries. The fund's assets are held in a separate trust fund and the contributions of the Company and its subsidiaries are recognised as expenses when incurred.

Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

4.16 Provisions

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.17 Treasury shares

Treasury shares are stated at cost and presented as a deduction from shareholders' equity in the statement of financial position. If the selling price of treasury shares is greater than the purchase price of treasury shares, the Company recognises the difference under the caption of "Premium on treasury shares". If the selling price of treasury shares is less than the purchase price of treasury shares, the difference is initially deducted from premium on treasury shares, with the remaining balance deducted against retained earnings.

4.18 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.19 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Impairment of investments

The Company treats other investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgement of the management.

Property plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Litigation

The Company and its subsidiaries have contingent liabilities as a result of litigations. The Company and its subsidiaries' management have used judgement to assess of the results of the litigation and believes that no loss will result. Therefore no contingent liabilities are recorded as at the end of reporting period.

6. Related party transactions

The following are relationships with companies and individuals that control, or are controlled by, the Company and its subsidiaries, whether directly or indirectly, or which are under common control with the Company and its subsidiaries.

Name of entities	Nature of relationship
Subsidiaries	The group of companies that the Company has power to set financial and operating policies in order to generate benefits from their activities.
Jasmine Broadband Internet Infrastructure Fund ("JASIF")	Associated company
Premium Real Estate Co., Ltd.	Associated company
Mono Group	Common directors
Palit Palangngan Co., Ltd.	Common directors

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Transfer Pricing Policy
	2015	2014	
<u>Transactions with associated company</u>			
Sales of assets	55,000	-	Contract price (Note 30)
Other service income	154	-	Contract price or normal business price charged to other customers
Interest income	68	-	2% per annum
Cost of equipment and network rental	4,377	-	Contract price (Note 30)

(Unit: Million Baht)

	Consolidated financial statements		Transfer Pricing Policy
	2015	2014	
<u>Transactions with related companies</u>			
Sales and service income	37	35	Contract price or normal business price charged to other customers
Rental and other service income	59	55	Contract price or normal business price charged to other customers
Cost of sales and services	1	1	Contract price
Other expenses	30	40	Contract price or normal business price charged to other customers

(Unit: Million Baht)

	Separate financial statements		Transfer Pricing Policy
	2015	2014	
<u>Transactions with subsidiaries</u>			
(eliminated from the consolidated financial statements)			
Management fee income	509	498	Contract price
Rental and other service income	111	42	Contract price or normal business price charged to other customers
Interest income	6	5	Base on the deposit interest rate of commercial bank + 0.5%
Other expenses	29	28	Contract price
Interest expenses	327	-	Base on the deposit interest rate of commercial bank + 0.5%

As at 31 December 2015 and 2014, the balances of the accounts between the Company and those related parties are as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<u>Trade receivables - related parties (Note 9)</u>				
Related companies				
Mono Group	23	17	-	-
Total trade receivables - related parties	23	17	-	-
<u>Other receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	144	424
(eliminated from the consolidated financial statements)				
Associated company				
JASIF	34	-	-	-
Total	34	-	144	424
Less: Allowance for doubtful accounts	-	-	(16)	(16)
Total other receivables - related parties - net	34	-	128	408

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Short-term loans to related parties				
Subsidiaries	-	-	408	304
(eliminated from the consolidated financial statements)				
Associated company				
JASIF	3,850	-	-	-
Total	3,850	-	408	304
Less: Allowance for doubtful accounts	-	-	(6)	(6)
Total short-term loans to related parties - net	3,850	-	402	298
Advance rental payment - related party (Note 30)				
Associated company				
JASIF	817	-	-	-
Total advance rental payment - related party	817	-	-	-
Dividend receivables from subsidiaries (Note 9)				
Subsidiaries	-	-	861	1,171
(eliminated from the consolidated financial statements)				
Total dividend receivables from subsidiaries	-	-	861	1,171
Other payables - related parties (Note 19)				
Subsidiaries	-	-	31	-
(eliminated from the consolidated financial statements)				
Associate				
Premium real estate Co.,Ltd.	4	4	-	-
Related companies				
Mono Group	6	13	-	-
Total other payables - related parties	10	17	31	-
Short-term loans from related parties				
Subsidiaries	-	-	17,638	-
(eliminated from the consolidated financial statements)				
Total short-term loans from related parties	-	-	17,638	-
Advance received from customers - related party (Note 30)				
Associated company				
JASIF	5,131	-	-	-
Total advance received from customers - related party	5,131	-	-	-
Provision for rental assurance - related party (Note 30.C)				
Associated company				
JASIF	15,466	-	-	-
Total provision for rental assurance - related party	15,466	-	-	-

During 2015, the balances of short-term loans to related parties and short-term loan from related party between the Company and those related parties and the movements were as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	Balance as at	Movements during the year		Balance as at
	31 December 2014	Increase	Decrease	31 December 2015
Short-term loan to related party				
Associated company				
JASIF (Note 30.F)	-	3,850	-	3,850
Total	-	3,850	-	3,850

(Unit: Million Baht)

	Separate financial statements			
	Balance as at	Movements during the year		Balance as at
	31 December 2014	Increase	Decrease	31 December 2015
Short-term loans to related parties				
Subsidiaries				
Acumen Co., Ltd.	298	-	(198)	100
JAS Mobile Broadband Co., Ltd.	-	302	-	302
Jasmine Smart Shop Co., Ltd.	6	-	-	6
Total	304	302	(198)	408
Less: Allowance for doubtful debts	(6)	-	-	(6)
Net	298	302	(198)	402
Short-term loan from related party				
Subsidiary				
Triple T Broadband Plc.	-	18,332	(694)	17,638
Total	-	18,332	(694)	17,638

Directors and management's benefits

During the year ended 31 December 2015 and 2014, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Short-term employee benefits	209	202	49	44
Post-employment benefits	18	16	3	2
Total	227	218	52	46

Guarantee obligations with subsidiaries

The Company has outstanding guarantee obligations with its subsidiaries, as described in Note 35.3 to the financial statements.

7. Cash and cash equivalents

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Cash	8	7	-	-
Bank deposits	6,254	1,438	593	555
Bills of exchange	1,618	56	787	-
Total	7,880	1,501	1,380	555

As at 31 December 2015, bank deposits in saving accounts, fixed deposits and bills of exchange of the Company and its subsidiaries carried interests between 0.10 and 1.80 percent per annum (2014: between 0.10 and 2.40 percent per annum) and of the Company carried interests between 0.25 and 1.10 percent per annum (2014: between 0.10 and 0.95 percent per annum).

8. Current investments - deposits with financial institutions

Included in the balances of current investments as at 31 December 2015 are savings and fixed deposits of the Company and its subsidiaries amounting to approximately Baht 440 million (2014: Baht 266 million) and of the Company only amounting to approximately Baht 0.1 million (2014: Baht 11 million) which have been pledged to secure credit facilities.

9. Trade and other receivables

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Trade receivables - related parties (Note 6)	23	17	-	-
Trade receivables - unrelated parties	3,540	3,524	61	55
Other receivables - related parties (Note 6)	34	-	144	424
Other receivables - unrelated parties	116	94	-	-
Dividend receivable from subsidiaries (Note 6)	-	-	861	1,171
Total	3,713	3,635	1,066	1,650
Less: Allowance for doubtful debts	(625)	(466)	(77)	(71)
Trade and other receivables - net	3,088	3,169	989	1,579

The balances of trade accounts receivable as at 31 December 2015 and 2014, aged on the basis of due dates, are summarised below.

(Unit: Million Baht)

Age of receivables	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<u>Related parties</u>				
Not yet due	7	7	-	-
Past due				
Up to 3 months	15	7	-	-
Longer than 3 - 6 months	1	3	-	-
Longer than 6 - 12 months	-	-	-	-
Longer than 12 months	-	-	-	-
Total (Note 6)	23	17	-	-
<u>Unrelated parties</u>				
Not yet due	166	195	-	-
Past due				
Up to 3 months	159	154	-	-
Longer than 3 - 6 months	120	141	-	-
Longer than 6 - 12 months	82	82	-	-
Longer than 12 months	3,013	2,952	61	55
Total	3,540	3,524	61	55
Less: Allowance for doubtful accounts	(625)	(466)	(61)	(55)
Net	2,915	3,058	-	-
Trade accounts receivable - net	2,938	3,075	-	-

During 2015, Triple T Internet Co., Ltd. ("TTTI"), wrote-off trade accounts receivable as bad debt amounting to approximately Baht 66 million (2014: Baht 76 million).

Subsidiaries have assigned their rights over collection of some trade accounts receivable to banks to secure credit facilities obtained from those banks.

As at 31 December 2015, an outstanding trade receivable balances of JSTC, amounting to Baht 2,518 million (2014: Baht 2,518 million), are receivable for service under a co-investor agreement made between Jasmine Submarine Telecommunications Co., Ltd. ("JSTC") and TOT Plc. ("TOT"), its concession provider. TOT had ceased making payment as from September 2008 to 4 October 2011, the end date of the co-investor agreement, because the revenue sharing rates are still being disputed between TOT and JSTC. In order to finalise the revenue sharing rate, on 22 December 2014, JSTC took the dispute to the Arbitration Institute, Office of Dispute Resolution, the Judiciary, for a ruling, and is currently awaiting this ruling. However, the management and legal advisor of JSTC believe that above recording is consistent with the co-investor agreement.

In addition, the Company has other receivables amounting to Baht 47 million and dividend receivable amounting to Baht 411 million, which are long outstanding balances receivable from JSTC. The ruling to the revenue sharing rate may significantly impact on the financial statement of JSTC.

JSTC and TLDT transferred their rights over the collection of their share of the revenues from TOT, under the above joint investment contracts, to secure long-term loan of JSTC, as described in Note 20 to the financial statements.

10. Non-current assets held for sale

(Unit: Million Baht)

	Consolidated financial statements					
	Cost		Allowance for impairment of assets		Net	
	2015	2014	2015	2014	2015	2014
Uninstalled public telephones	-	93	-	(93)	-	-
Cost of optical fiber cable	88	2,798	-	-	88	2,798
Total	88	2,891	-	(93)	88	2,798

The balance as at 31 December 2015 included the cost of optical fiber cable that a subsidiary will sell to an infrastructure fund for broadband Internet business, as described in Note 30 to the financial statements.

11. Accounts receivable under troubled debt restructuring

On 22 April 2008, TT&T Public Company Limited ("TT&T") filed a petition for business rehabilitation with the Central Bankruptcy Court for the purpose of restructuring its debt and on 22 July 2009, the Central Bankruptcy Court ordered the appointment of P Planner Co., Ltd. as the rehabilitation plan preparer. On 11 August 2010, the Official Receiver held a creditors' meeting to consider the rehabilitation plan and the creditors passed an extraordinary resolution to accept the plan. Subsequently, on 5 October 2010, the number of creditors, including the subsidiaries, submitted objections to the plan to the Central Bankruptcy Court. However, on 28 December 2010 the Court had an order accepting the business rehabilitation plan of TT&T. However, during the year 2011 the subsidiaries filed an appeal against the approval of the business rehabilitation plan to the Supreme Court. At present, the case is being considered by the Supreme Court.

According to the TT&T's rehabilitation plan, the subsidiaries will receive settlement of both principal and interest receivable in cash and by conversion to ordinary shares in TT&T in accordance with term and condition as stipulated in the plan.

As at 31 December 2015, certain subsidiaries had an outstanding balance totaling approximately Baht 54 million that were receivable from TT&T, under the rehabilitation plan of TT&T, and which was to be fully repaid in cash in a single payment on the last working day of the first quarter of 2015. However, the subsidiaries have not yet received payment of the outstanding amount from TT&T. On 21 October 2015 and 20 November 2015, the rehabilitation plan administrator of TT&T submitted a proposal to revise the rehabilitation plan. On 23 December 2015, the creditors meeting approved the revised rehabilitation plan, and then the Official Receiver will propose the revised plan to the Central Bankruptcy Court for approval on 26 January 2016. The management of the subsidiaries believes that the balance will be fully repaid. In addition, the outstanding balances receivable from TT&T includes outstanding claims for which is being disputed and being considered

by the Central Bankruptcy Court, amounting to Baht 32 million. The management of the subsidiaries believes that the claims approved by the Court will not materially differ from the balance of claims recorded in the accounts of the subsidiaries.

Furthermore, the rehabilitation plan stipulates that the settlement of the balances between Triple T Broadband Plc. ("TTTBB"), and TT&T in 2009 by way of the assignment of promissory notes amounting to Baht 707 million that were issued by TT&T, and which were endorsed by TT&T Subscriber Services Co., Ltd. ("TT&TSS"), a subsidiary of TT&T, for transfer to TTTBB, and notification by TTTBB of its intention to offset balances with TT&T by way of exercising its rights in proceeds payable by TT&T to TT&TSS, and TT&TSS transfers of claims amounting to Baht 170 million to TTTBB to offset debt payable by TTTBB to TT&T, constituted settlement that are out of line with the purpose of the contract and thus do not constitute a complete and legitimate debt settlement transaction. Grounds for this are that TTTBB has to settle the debt by the method stipulated in the concession agreement of TT&T, whereby TTTBB has to directly settle debt to TOT and TOT will then allocate the settled amount to TT&T in accordance with the revenue sharing rate agreed under the concession. Non-cash settlements by TTTBB, such as by exercising claims or promissory notes and/or direct settlement with TT&T are out of line with the purpose of the contracts and do not constitute a complete and legitimate debt settlement transaction.

However, the legal advisor of TTTBB has expressed an opinion that TTTBB is entitled to make direct settlement of leased line service payable under the leased line service contract made with TT&T as a result of objection of payment method because TTTBB and TT&T are direct counterparties. In addition, the making payment of leased line service payable by endorsing and transferring promissory notes to TT&T as stated above means that TT&T is the issuer and the holder of the promissory notes at the same time. Therefore, rights and liabilities under the promissory notes in the debt are subject to the same person, and fully in harmony. Therefore, debt by the promissory notes and the service payable will be suspended in an equal amount of the promissory notes. TTTBB notified TT&T of its intention to offsetting by way of exercise its rights from TT&TSS as discussed above means that TTTBB is a debtor and creditor of TT&T at the same time; TT&T and TTTBB are therefore mutual with the same purpose of debt. TTTBB is eligible to offset payable with TT&T in an equal amount.

Moreover, the plan stipulates that the plan preparer has authority to refuse to acknowledge rights over the leased line service contracts, including any additional revisions of agreements and/or memorandums, and all agreements regarding the leased line service rate, as described in Note 35.4 b) to the financial statements, pursuant to section 90/40 or 90/41 bis of the Bankruptcy Act. However, the legal advisor of TTTBB expressed an opinion that the exercising rights of the plan preparer will not retrospectively have any impact on the rights and obligations under the said contracts.

However, the management of TTTBB is confident that TTTBB has correctly complied with legal opinions of its legal advisor for the matters mentioned above, and therefore does not reflect the effect of these matters in its accounts.

12. Investments in subsidiaries

12.1 Details of investments in subsidiaries as presented in separate financial statements are as follows:

(Unit: Million Baht)

Company's name	Paid-up capital		Cost		Dividend received during the year	
	2015	2014	2015	2014	2015	2014
Jasmine Submarine Telecommunications Co., Ltd.	1,550	1,550	1,946	1,946	-	441
Acumen Co., Ltd.	760	760	760	760	12,477	1,410
JAS Mobile Broadband Co., Ltd.	350	-	350	-	-	-
T.J.P. Engineering Co., Ltd.	200	200	160	160	-	-
Jasmine Smart Shop Co., Ltd.	110	110	110	110	-	-
Compunet Corporation Ltd.	260	260	100	100	-	-
Mobile Communication Services Co., Ltd.	100	100	70	70	-	-
Jasmine Telecom Systems Plc.	706	706	58	58	-	-
Three BB Co., Ltd.	52	52	52	52	-	-
Jasmine International Overseas Co., Ltd.	115	115	46	46	-	-
Jasmine Internet Co., Ltd.	15	15	7	7	7	5
Chaengwatana Planner Co., Ltd.	0.1	0.1	-	-	-	-
			3,659	3,309	12,484	1,856
Less: Allowance for impairment of investments			(367)	(367)		
Total investments in subsidiaries - net			3,292	2,942		

The meeting of the Company's Board of Directors No.6/2558 held on 21 August 2015 passed a resolution to establish a company namely, JAS Mobile Broadband Co., Ltd. ("JASMBB"). The Company invested in all JASMBB's ordinary shares, totaling 34,998,950 shares, of Baht 10 per share (fully called-up).

On 11 January 2016, JASMBB registered the increase in share capital with the Ministry of Commerce for a total of Baht 20,000 million (2,000 million ordinary shares of Baht 10 per share).

- 12.2 As described in Note 9 to the financial statements, at present, JSTC is currently awaiting the ruling from the Arbitration Institute for the service revenue sharing rates under a co-investor agreement made with TOT. The management of JSTC believes that the recorded revenue of such service is consistent with the co-investor agreement.
- 12.3 The majority of the share certificates for the investments of the Company and Jasmine Telecom Systems Public Company Limited ("JTS") were pledged or delivered to a security agent as collateral to secure debts under the former rehabilitation plan. In February 2015, the Company had fully repaid the loans for which these share certificates had been pledged and the share certificates are now no longer encumbered as collateral.

13. Investments in associates

13.1 Details of associates

(Unit: Million Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements							
			Shareholding percentage		Cost		Carrying amounts based on equity method		Share of profit from investments in associates during the year	
			2015 (%)	2014 (%)	2015	2014	2015	2014	2015	2014
Jasmine Broadband Internet Infrastructure Fund	Invest in infrastructure businesses	Thailand	33	-	18,332	-	8,747	-	797	-
Internet Knowledge Service Center Co., Ltd.	Communication equipment rental	Thailand	38	38	49	49	23	23	-	-
Premium Real Estate Co., Ltd.	Ceased operation	Thailand	49	49	402	402	-	-	-	-
Telecom KSC Co., Ltd.	Not yet operate	Thailand	40	40	-	-	-	-	-	-
Total					18,783	451	8,770	23	797	-

(Unit: Million Baht)

Company's name	Nature of business	Country of incorporation	Separate financial statements							
			Shareholding percentage		Cost		Allowance for impairment of investments		Carrying amounts based on cost method - net	
			2015	2014	2015	2014	2015	2014	2015	2014
			(%)	(%)						
Jasmine Broadband Internet Infrastructure Fund	Invest in infrastructure businesses	Thailand	33	-	18,332	-	-	-	18,332	-
Internet Knowledge Service Center Co., Ltd.	Communication equipment rental	Thailand	38	38	49	49	(33)	(33)	16	16
Premium Real Estate Co., Ltd.	Ceased operation	Thailand	49	49	402	402	(402)	(402)	-	-
Telecom KSC Co., Ltd.	Not yet operate	Thailand	40	40	-	-	-	-	-	-
Total					18,783	451	(435)	(435)	18,348	16

- 13.2 On 9 February 2015, the Company had purchased 1,833.2 million shares (“initial investment units”) of Jasmine Broadband Internet Infrastructure Fund (“JASIF”), for a total of Baht 18,332 million or 33.33% of the total number of investment units. The Company has to maintain a percentage unit holding, as per the details of the JASIF disclosed in Note 30 g) to the financial statements.

The Company received dividends of Baht 953 million from JASIF in respect of its operating results from 10 February 2015 to 30 September 2015.

Investment in JASIF under equity method as at 31 December 2015 was detailed below.

(Unit: Million Baht)

	Consolidated financial statements
Cost	18,332
Add: Share of income from investment	797
Less: Gains on sales of assets to the fund in proportion to the Company's unit holding	(9,429)
Less: Dividend income	(953)
Net	8,747

As at 31 December 2015, the fair value of the investment in JASIF which is the listed company on the Stock Exchange of Thailand is Baht 16,682 million.

14. Investment properties

(Unit: Million Baht)

	Consolidated financial statements
31 December 2015	
Cost	937
<u>Less</u> Accumulated depreciation	(394)
Net book value	543
31 December 2014	
Cost	947
<u>Less</u> Accumulated depreciation	(362)
Net book value	585

A reconciliation of the net book value of investment properties for the years 2015 and 2014 is presented below.

(Unit: Million Baht)

	Consolidated financial statements	
	2015	2014
Net book value at beginning of year	585	616
Acquisition	4	3
Transfers from (to) property, plant and equipment - net book value	(7)	8
Depreciation	(39)	(42)
Net book value at end of year	543	585
Fair Value	1,777	1,715
Rental Income	31	31

The fair values of the above investment properties were determined in the current year based on valuations performed by an accredited independent value. The fair value of the land awaiting sale were determined based on market prices, while that of the office building for rent were determined using the income approach. The main assumptions used in the valuation were as to yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates.

The subsidiary has operating leases in respect of the lease of building space. The terms of the agreements ranging from 1 year to 3 years. As at 31 December 2015 and 2014, future minimum rental income generated from the investment properties under those lease agreements is as follows.

(Unit: Million Baht)

	Consolidated financial statements	
	As at 31 December	
	2015	2014
Less than 1 year	26	35
1 to 3 years	14	29

15. Property, plant and equipment

(Unit: Million Baht)

	Consolidated financial statements										Total
	Land	Buildings, leasehold improvement and building improvement	Gateway station for the ACeS Satellite - based mobile project	Motor vehicles	Telecom-munications equipment	Satellite transmission equipment	Tools and equipment	Furniture, fixtures and office equipment	Others	Assets under installation	
Cost											
1 January 2014	103	1,009	774	346	14,880	492	392	708	118	1,855	20,677
Additions	1	35	-	64	926	12	55	78	1	4,057	5,229
Disposals	-	-	-	(11)	(8)	(21)	(1)	(19)	(8)	(4)	(72)
Transfer to non-current assets held-for-sale	-	-	-	-	(3,087)	-	-	-	-	(281)	(3,368)
Transfer to investment properties	(3)	(7)	-	-	-	-	-	-	(2)	-	(12)
Transfers in (out)	-	-	-	-	1,958	21	10	15	17	(2,219)	(198)
31 December 2014	101	1,037	774	399	14,669	504	456	782	126	3,408	22,256
Additions	-	69	-	73	895	18	84	126	2	7,535	8,802
Disposals	-	-	-	(5)	(7)	(117)	(16)	(27)	(1)	(7)	(180)
Transfer to non-current assets held-for-sale	-	-	-	-	-	-	-	-	-	(153)	(153)
Transfer from investment properties	4	7	-	-	-	-	-	-	2	-	13
Transfers in (out)	-	-	-	-	3,841	40	11	18	(2)	(4,133)	(225)
31 December 2015	105	1,113	774	467	19,398	445	535	899	127	6,650	30,513

	Consolidated financial statements (Continued)										
	Land	Buildings, leasehold improvement and building improvement	Gateway station for the ACeS Satellite - based mobile project	Motor vehicles	Telecom-munications equipment	Satellite transmission equipment	Tools and equipment	Furniture, fixtures and office equipment	Others	Assets under installation	Total
Accumulated depreciation											
1 January 2014	-	537	150	237	5,463	379	278	550	94	-	7,688
Depreciation for the year	-	63	-	50	1,684	53	49	96	14	-	2,009
Depreciation on disposals	-	-	-	(9)	(7)	(19)	(1)	(20)	(7)	-	(63)
Transfer to non-current assets held-for-sale	-	-	-	-	(570)	-	-	-	-	-	(570)
Transfer to investment properties	-	(2)	-	-	-	-	-	-	(2)	-	(4)
31 December 2014	-	598	150	278	6,570	413	326	626	99	-	9,060
Depreciation for the year	-	62	-	48	1,677	44	46	98	13	-	1,988
Depreciation on disposals	-	-	-	(4)	(4)	(74)	(16)	(27)	(1)	-	(126)
Transfer from investment properties	-	4	-	-	-	-	-	-	2	-	6
Transfers in (out)	-	-	-	(2)	-	-	1	-	(3)	-	(4)
31 December 2015	-	664	150	320	8,243	383	357	697	110	-	10,924

(Unit: Million Baht)

	Consolidated financial statements (Continued)										
	Land	Buildings, leasehold improvement and building improvement	Gateway station for the ACeS Satellite - based mobile project	Motor vehicles	Telecom-munications equipment	Satellite transmission equipment	Tools and equipment	Furniture, fixtures and office equipment	Others	Assets under installation	Total
Allowance for impairment											
1 January 2014	-	-	624	-	-	77	-	-	-	-	701
Allowance for impairment on transfer out	-	-	-	-	-	(7)	-	-	-	-	(7)
31 December 2014	-	-	624	-	-	70	-	-	-	-	694
Allowance for impairment on transfer out	-	-	-	-	-	(63)	-	-	-	-	(63)
31 December 2015	-	-	624	-	-	7	-	-	-	-	631
Net book value											
31 December 2014	101	439	-	121	8,099	21	130	156	27	3,408	12,502
31 December 2015	105	449	-	147	11,155	55	178	202	17	6,650	18,958
Depreciation for the year											
2014 (Baht 1,861 million included in cost of service, and the balance in selling, servicing and administrative expenses)											
2015 (Baht 1,830 million included in cost of service, and the balance in selling, servicing and administrative expenses)											

	Separate financial statements					Total
	Leasehold improvement	Furniture and office equipment	Tools and equipment	Motor vehicles		
Cost						
1 January 2014	54	27	2	2		85
Additions	-	1	-	-		1
Disposals	-	(2)	-	-		(2)
31 December 2014	54	26	2	2		84
Additions	-	1	-	-		1
Disposals	-	(1)	-	-		(1)
31 December 2015	54	26	2	2		84
Accumulated depreciation						
1 January 2014	48	23	2	2		75
Depreciation for the year	3	2	-	-		5
Depreciation on disposals	-	(2)	-	-		(2)
31 December 2014	51	23	2	2		78
Depreciation for the year	1	2	-	-		3
Depreciation on disposals	-	(1)	-	-		(1)
31 December 2015	52	24	2	2		80
Net book value						
31 December 2014	3	3	-	-		6
31 December 2015	2	2	-	-		4
Depreciation for the year						
2014 (included in administrative expenses)						5
2015 (included in administrative expenses)						3

As at 31 December 2015, certain plant and equipment items of the Company and its subsidiaries had been fully depreciated but were still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment of those assets amounted to approximately Baht 4,584 million, of which Baht 75 million is from the Company (2014: Baht 3,358 million and Baht 62 million, respectively).

As at 31 December 2015, subsidiaries had motor vehicles and equipment under finance lease agreements with net book values amounting to Baht 134 million (2014: Baht 117 million).

In 2005, Premium Assets Co., Ltd. ("PA"), purchased Jasmine International Tower from a financial institution at a price of Baht 1,200 million. The Company has prepaid rent in space in this building, as described in Note 17 to the financial statements, and therefore presents this prepaid rent as part of the purchase building in the consolidated financial statements, in order that the presentation of information reflects its underlying economic substance.

16. Computer software

(Unit: Million Baht)

	Consolidated financial statements
31 December 2015	
Cost	165
Less: Accumulated amortisation	(151)
Net book value	14
31 December 2014	
Cost	151
Less: Accumulated amortisation	(146)
Net book value	5

A reconciliation of the net book value of computer software for the years 2015 and 2014 is presented below.

(Unit: Million Baht)

	Consolidated financial statements	
	2015	2014
Net book value at beginning of year	5	11
Acquisition	14	2
Amortisation	(5)	(8)
Net book value at end of year	14	5

17. Prepaid rent

In 1998, the Company entered into a 30-year agreement to lease space in an office building (Jasmine International Tower) from Premium Real Estate Co., Ltd., an associate, and paid advance rental of Baht 415 million. Subsequently, in 2000, the associate transferred ownership of the building to financial institutions in settlement of liabilities, in accordance with a debt restructuring agreement.

In 2005, PA acquired the building back from the financial institution, as described in Note 15 to the financial statements. As a result, in order to present information in accordance with its underlying economic substance, the Company has presented its prepaid rent as part of the purchase building in the consolidated financial statements.

The prepaid rent balances as at 31 December 2015 and 2014 are as follows:

(Unit: Million Baht)

	Separate financial statements	
	2015	2014
Prepaid rent	415	415
Less: Accumulated amortisation	(241)	(227)
Prepaid rent - net	174	188
Amortisation expenses recognised in profit or loss	14	13

18. Short-term loans from banks

Short-term loans from banks of subsidiaries carry interest at the rate tied to MLR. The loans are secured by the assignment of their rights over collection of trade accounts receivable of the subsidiaries as described in Note 9 to the financial statements.

19. Trade and other payables

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Trade payables - unrelated parties	3,071	2,302	-	-
Retention payable	264	187	-	-
Accrued expenses	62	59	16	14
Other payables - related parties (Note 6)	10	17	31	-
Other payables - unrelated parties	346	385	2	54
Total trade and other payables	3,753	2,950	49	68

TTTBB has ongoing disputes with TT&T related to the debt settlements in 2009 by way of the assignment of promissory notes and transfer of rights in the receivable totaling Baht 877 million and leased line service agreements, as described in Note 11 to the financial statements.

20. Long-term loans

(Unit: Million Baht)

Loan	Interest rate (% per annum)	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
1	MLR	-	440	-	440
2	MLR	677	767	-	-
3	MLR	139	168	-	-
4	MLR	-	840	-	-
Total		816	2,215	-	440
Less: Current portion		(120)	(1,054)	-	(94)
Long-term loans - net of current portion		696	1,161	-	346

Details of the above loans are summarised below.

1. This long-term loan is long-term debts under the former rehabilitation plan that were loans from Bangkok Bank Plc. ("the bank"). As at 1 January 2012, the Company classified this loan as current liabilities, since they were due in 2012. However, the Company requested the bank to extend the terms of the loans, and on 29 June 2012, the Company entered into an agreement to extend the terms of loans amounting to Baht 613 million, whereby this amount is repayable in quarterly installments over six years, at Baht 16 million per quarter payable in 2012-2014, Baht 24 million per quarter in 2015 - 2016, and Baht 63 million in each of the first to third quarters of 2017, with the balance payable in the fourth quarter of 2017. As at 31 December 2015 and 2014, the Company has classified this loan as current and non-current liabilities, with reference to the above agreement to extend the terms of the loans. The Company made full repayment for this loan in the current year.
2. This long-term loan is the loan of JSTC, payment of an interest to be made in monthly basis and payment of principal to be made at the end of each March, June, September and December, with quarterly installments of Baht 11 million during 2012 - 2014, Baht 23 million during 2015 - 2016, Baht 57 million in 2017 and Baht 91 million in 2018. Jastel Network Co., Ltd. ("JTN"), is assuming joint responsibility for the debt. In addition, this loan is secured by all rights and benefits pertaining to concession agreements as described in Note 9 to the financial statements and guaranteed by TLDT.
3. This long-term loan is the loan of Cloud Computing Solutions Co., Ltd. ("CCS"), repayable in 2011 in 3 installments, which are in August, September and December 2011, and in 28 quarterly installments from March 2012 to December 2018. The loan is guaranteed by JTS. The loan agreement contains an additional condition relating to repayment, whereby, if CCS receives settlements from TT&T and/or cash receipts from sales of TT&T shares received under TT&T's rehabilitation plan, CCS agrees to pay the bank all funds received to settle the loan interest first, with any remaining amount to be used to settle the loan principal. If the amount received is more than the interest and principal of any installment, CCS agrees to use the excess to settle the principal of the next installment due.

4. This long-term loan is the loan of TTTBB, under the loan facility of Baht 2,000 million. The loan is repayable in 14 quarterly installments (Baht 30-210 million per installment), with the first of these due on 31 July 2012, and is to be repaid in full within 31 October 2015. The loan is secured by bank deposits of TTTBB. The loan agreement stipulates certain covenants relating to matters such as the maintenance of certain financial ratios, and the shareholdings of current shareholders. During the current year, TTTBB made full prepayment of its loans.

21. Liabilities under finance lease agreements

(Unit: Million Baht)

	Consolidated financial statements	
	2015	2014
Liabilities under finance lease agreements	144	117
Less: Deferred interest expenses	(10)	(9)
Total	134	108
Less: Current portion	(45)	(37)
Liabilities under finance lease agreements - net of current portion	89	71

The subsidiaries have entered into the finance lease agreements with leasing companies for rental of motor vehicles and equipment for use in their operations, whereby they are committed to pay rental on a monthly basis. The terms of the agreements are generally between 2 and 5 years.

As at 31 December 2015 and 2014, future minimum lease payments required under the finance lease agreements were as follows:

(Unit: Million Baht)

	As at 31 December 2015		
	Less than 1 year	1-5 years	Total
Future minimum lease payments	50	94	144
Deferred interest expenses	(5)	(5)	(10)
Present value of future minimum lease payments	45	89	134

(Unit: Million Baht)

	As at 31 December 2014		
	Less than 1 year	1 - 5 years	Total
Future minimum lease payments	41	76	117
Deferred interest expenses	(4)	(5)	(9)
Present value of future minimum lease payments	37	71	108

22. Accounts payable for equipment

TTTBB entered into an agreement to purchase equipment from an unrelated company. Under the purchase agreement, TTTBB is obliged to make payment within 3 years. The outstanding balances of such transactions as at 31 December 2014 is secured by Acumen Co., Ltd. ("ACU") and bank deposits of TTTBB amounting to Baht 15 million in accordance with the conditions stipulated in the agreements made with accounts payable for equipment. During the current year, TTTBB made full payment for the accounts payable for equipment.

23. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Provision for long-term employee benefits at beginning of year	254	233	15	13
Included in profit or loss: (Included in administrative expenses)				
Current service cost	17	17	1	1
Interest cost	9	8	1	1
Included in other comprehensive income:				
Actuarial loss arising change				
Financial assumptions changes	40	-	2	-
Experience adjustments	39	-	9	-
Benefits paid during the year	(4)	(4)	-	-
Provision for long-term employee benefits at end of year	355	254	28	15

The Company and its subsidiaries expect to pay Baht 21 million of long-term employee benefits during the next year (Separate financial statements: Baht 3 million).

As at 31 December 2015, the weighted average duration of the liabilities for long-term employee benefit of the company and its subsidiaries are 12 years (2014: 13 years) and of the company only is 12 years (2014: 13 years).

Principal actuarial assumptions at the valuation date were as follows:

	Consolidated / Separate financial statements	
	2015	2014
	(% per annum)	(% per annum)
Discount rate	2.75%	3.75%
Future salary increase rate	5%	5%

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2015 are summarised below:

(Unit: million Baht)

	Consolidated financial statements	Separate financial statements
Discount rate		
Increase 50 basis points (3.25%)	(21)	(2)
Decrease 50 basis points (2.25%)	24	2
Future salary increase rate		
Increase 100 basis points (6%)	27	2
Decrease 100 basis points (4%)	(19)	(2)

24. Share register/ Treasury shares/ Appropriated retained earnings for treasury shares

On 28 April 2015, the Extraordinary General Meeting of shareholders no.1/2558 of the Company passed the resolution approving an increase of Baht 1,748.7 million in the Company's registered share capital, by issuing 3,497.3 million shares with the par value of Baht 0.5 each, from the existing registered share capital of Baht 3,568.7 million (7,137.4 million ordinary shares of Baht 0.5 each) to Baht 5,317.4 million (10,634.7 million ordinary shares of Baht 0.5 each), to accommodate the exercise of the JAS-W3 warrants as describe in Note 25 to the financial statements. The Company registered an increase in its share capital with the Ministry of Commerce on 12 May 2015.

Subsequently, on 26 June 2015, the Company registered a decrease in its share capital totaling 142.7 million shares by writing off the treasury shares that could not be sold through the SET during 19-23 June 2015 totaling 142.7 million shares, for a total of Baht 989.7 million (excluded cost of repurchase treasury shares), with the Ministry of Commerce, in accordance with the resolution of the Board of Directors Meeting of the Company No. 3/2558 on 19 March 2015. The Company reversed all the appropriated retained earnings for treasury shares after decreasing paid-up share capital by writing off the treasury shares as stated above

In September 2015, the JAS-W3 warrant holders exercised their rights to purchase 138.8 million ordinary shares of the Company, which the Company registered the increase in its share capital to Baht 3,566.7 million (7,133.5 million ordinary shares of Baht 0.5 each) with the Ministry of Commerce on 5 October 2015.

25. Warrants

On 28 April 2015, the Extraordinary General Meeting of shareholders no.1/2558 of the Company passed the resolution approving the issue and allocation of 3,497.3 million units of JAS-W3 warrants to the existing shareholders of the Company, free of charge, in proportion to their shareholding, at a ratio of 1 warrant for every 2.04 existing ordinary shares (par value of Baht 0.50 per share).

Subsequently, on 6 July 2015, the Company issued the 3,428.5 million units of JAS-W3 to the existing shareholders of the Company. The warrants have an exercise period of 5 years from the date of issue, and are exercisable on the last business day of each quarter over the term of the warrants. The first and the last exercise dates are 30 September 2015 and 3 July 2020, respectively. The exercise ratio is 1 warrant per 1 ordinary share and the exercise price is Baht 4.30 (par value of Baht 0.5 per share). The remaining 68.9 million units of JAS-W3 will be discarded

In December 2015, 0.1 million warrants were exercised to purchase 0.1 million new ordinary shares, and the Company registered the resulting increase in its share capital with the Ministry of Commerce on 7 January 2016. As a result, the Company presented the exercise of these warrants, amounting to Baht 0.2 million, under the caption of “share subscription received in advance” in shareholders’ equity as at 31 December 2015.

As at 31 December 2015, the Company had 3,289.6 million warrants remaining unexercised.

26. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net income after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

Pursuant to section 1202 of the Thai Civil and Commercial Code, subsidiaries incorporated under Thai Laws is required to set aside a statutory reserve equal to at least 5 percent of its income each time the subsidiaries pays out a dividend, until such reserve reaches 10 percent of its registered share capital. The statutory reserve can neither be offset against deficit nor used for dividend payment.

27. Expenses by nature

Significant expenses by nature are as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Telecommunication network rental expenses	5,168	1,321	-	-
Salaries, wages and other employee benefits	2,061	1,804	107	94
Depreciation and amortisation	2,046	2,059	17	19
Telecommunication license fees	1,011	682	-	-
Electricity expenses	274	209	2	2
Repair and maintenance expenses	256	172	-	-
Sales promotion expenses	253	251	-	-
Cost of goods sold	225	220	-	-
Doubtful debt and bad debt	223	163	-	-
Rental expenses from operating lease agreements	178	152	4	4
Subcontracting expenses	3	25	-	-
Loss on recording provision for reversal of judgement by the Supreme Court	-	277	-	277
Loss on impairment of assets	-	37	-	-

28. Income tax

Income tax for the years ended 31 December 2015 and 2014 are made up as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Current income tax charge	9,163	686	-	-
Deferred tax relating to origination and reversal of temporary differences	(3,140)	74	81	70
Income tax reported in the statement of comprehensive income	6,023	760	81	70

Below is the reconciliation of income tax with the product of accounting profit multiplied by the applicable tax rates for the years ended 31 December 2015 and 2014.

(Unit: Million Baht)

	Consolidated financial statements	
	2015	2014
Accounting profit before tax	21,922	4,002
Applicable tax rate	20%	20%
Accounting profit before tax multiplied by applicable tax rate	4,384	800
Effects of reversal of temporary differences recognised in the past	69	14
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit:		
Promotional privileges (Note 29)	(172)	(160)
Share of profit from investments in associate	(160)	-
Unrealised gains on sales of assets to the fund in proportion to the Company's unit holding (Note 30)	1,886	-
Unrecognised deferred tax assets		
Loss on recording provision for reversal of judgement by the Supreme Court	-	55
Losses on impairment of assets	-	7
Tax losses of the current year	9	15
Others	7	29
Income tax reported in the statement of comprehensive income	6,023	760

(Unit: Million Baht)

	Separate financial statements	
	2015	2014
Accounting profit before tax	13,512	1,942
Applicable tax rate	20%	20%
Accounting profit before tax multiplied by applicable tax rate	2,702	388
Effects of reversal of temporary differences recognised in the past	69	-
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit:		
Dividend income from subsidiaries	(2,497)	(371)
Dividend income from associate	(191)	-
Loss on recording provision for reversal of judgement by the Supreme Court	-	55
Others	(2)	(2)
Income tax reported in the statement of comprehensive income	81	70

The components of deferred tax assets are as follows:

(Unit: Million Baht)

	Consolidated statements of financial position		Profit or loss in consolidated statements of comprehensive income	
	As at 31 December		For the years ended 31 December	
	2015	2014	2015	2014
Deferred tax assets				
Allowance for doubtful accounts	54	22	(32)	(8)
Allowance for impairment of assets	-	-	-	11
Provision for reversal of judgement by the Supreme Court	58	-	(58)	-
Provision for rental assurance	3,093	-	(3,093)	-
Provision for long-term employee benefits	67	46	(3)	(2)
Provision for entry fee for laying the optical fiber cables	94	-	(94)	-
Unused tax losses	-	140	140	72
Others	-	-	-	1
Deferred tax relating to origination and reversal of temporary differences			(3,140)	74
Deferred tax assets - net	3,366	208		

(Unit: Million Baht)

	Separate statements of financial position		Profit or loss in separate statements of comprehensive income	
	As at 31 December		For the years ended 31 December	
	2015	2014	2015	2014
Deferred tax assets				
Provision for reversal of judgement by the Supreme Court	58	-	(58)	-
Provision for long-term employee benefits	6	-	(3)	-
Unused tax losses	-	142	142	70
Deferred tax relating to origination and reversal of temporary differences			81	70
Deferred tax assets - net	64	142		

As at 31 December 2015 the Company and its subsidiaries have deductible temporary differences and unused tax losses totaling Baht 2,431 million (2014: Baht 4,891 million) and of the Company only Baht 1,386 million (2014: Baht 3,942 million), on which deferred tax assets have not been recognised as the Company and its subsidiaries believe future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

Tax loss unused amount Baht 1,819 million (the Company only: Baht 1,386 million). This gradual expiration of their benefits in 2016 - 2020 (the Company only: in 2016).

29. Promotional privileges

In Cloud Co., Ltd. ("IC"), has received promotional tax privileges from the Board of Investment pursuant to promotion certificate No. 2200(7)/2554 issued on 29 September 2011. The privileges include an exemption from corporate income tax for a period of 8 years from the date of the promoted operations commenced generating revenues (31 May 2012).

In 2015, IC had revenues from promoted operations amounting to Baht 906 million (2014: Baht 840 million).

30. Infrastructure fund transactions

On 25 November 2013, the Extraordinary General Meeting of the Company's Shareholders No. 1/2556 passed a resolution approving the Company and/or its subsidiaries to sell certain assets relating to the broadband Internet business to an infrastructure fund for broadband Internet business. The selling price was expected to be approximately Baht 70,000 million. However, on 27 October 2014 a meeting of the Extraordinary General Meeting of the Company's Shareholders No. 1/2557 passed a resolution to approve an amendment to the resolution of the Extraordinary General Meeting of the Company's Shareholders No. 1/2556, in order to approve the sale of only optical fiber cable, with the selling price to be approximately Baht 55,000 - 70,000 million, and to approve the rental of optical fiber cable of the Company and/or its subsidiary for their operations.

On 10 February 2015, the Securities and Exchange Commission of Thailand approved the establishment of JASIF. The Company and TTTBB entered into the agreements with JASIF as follows.

a) Asset Sale and Transfer Agreement

TTTBB entered into the Asset Sale and Transfer Agreement with JASIF to sell of the OFCs at a price of Baht 55,000 million. Under the agreement, TTTBB shall deliver and transfer the OFCs approximately 980,000 core kilometers whereby TTTBB is to transfer not less than 800,000 core kilometers of the OFCs (equivalent to Baht 45,527 million) ("the Existing OFCs") on the contract date and will gradually transfer approximately 180,000 core kilometers of the OFCs (equivalent to Baht 9,473 million) ("the Future OFCs") over two years. If TTTBB cannot deliver the OFCs to JASIF by the delivery schedule, TTTBB has to pay the liquidation damages at the rates specified in the agreement. In addition, TTTBB has to pledge its saving deposit amounting to Baht 350 million to guarantee the delivery in the second year.

As at 31 December 2015, TTTBB has already transferred and delivered 883,000 core kilometers of the OFCs to the JASIF.

b) Main Lease Agreement

TTTBB entered into the OFCs lease agreement with JASIF for the lease of 80% of the OFCs sold and delivered to JASIF pursuant to the Asset Sale and Transfer Agreement, consisting of 80% of the Existing OFCs delivered to JASIF pursuant to the Asset Sale and Transfer Agreement and 80% of the Future OFCs delivered to JASIF pursuant to the Asset Sale and Transfer Agreement. The Main Lease Agreement is for a period of approximately 11 years (ending 22 February 2026). TTTBB agrees to pay fixed rental fee at the rate of Baht 425 per core kilometer per month until 31 December 2015 and the fee will be increased on 1 January each year in line with the change in the Thailand CPI announced by the Ministry of Commerce, with a cap of 3% per annum. TTTBB agrees to pay the rent for the last three months in advance to JASIF at the time when the first rental payment is due. The advance rental payment in the aggregate must be at least Baht 816 million.

c) Rental Assurance Agreement

JASIF may lease 20% of the OFCs to any lessee. During the period in which there are no third party lessees, TTTBB agrees to lease these assets and pay for the rental fee to JASIF in order to guarantee JASIF's lease revenue throughout the term of the Rental Assurance Agreement for three years. The Rental Assurance Agreement will be renewed for additional three-year periods at the option of JASIF until the expiration of the Main Lease Agreement with the rental fee of Baht 750 per core kilometer per month until 31 December 2015 and the fee will be increased on 1 January each year in line with the change in Thailand CPI announced by the Ministry of Commerce with a cap of 3% per annum.

d) OFCs Maintenance Agreement

JASIF appointed TTTBB to carry out the services of repairing, replacing, maintaining and managing the OFCs on behalf of JASIF. JASIF shall pay the service fee to TTTBB at the rate of Baht 200 per core kilometer per year until 31 December 2015 and the service fee will be increased by 3% per annum on 1 January each year. This agreement shall effect until 22 February 2026 or the earlier termination of the Main Lease Agreement.

e) Marketing Services Agreement

TTTBB shall find other lessees to lease 20% of total OFCs ("Secondary Optical Fiber Cable") of JASIF. If any lessee is interested in leasing these assets, JASIF is entitled to lease these assets to such lessee. TTTBB agrees to waive its right to use these assets immediately after a lease agreement has been entered into with such lessee. JASIF agrees to pay a service fee to TTTBB in an amount equal to 25% of the amount that exceeds the aggregate amount of rental that TTTBB actually receives from all lessees for the lease of any Secondary Optical Fiber Cable during the three year term of this agreement, deducted by aggregate amount of rental that TTTBB shall be liable to pay to JASIF under the Rental Assurance Agreement throughout the three-year term in respect of the lease of Secondary Optical Fiber Cable of this agreement. The term of the agreement is three years and will be renewed for additional three-year periods at the option of JASIF until the expiration of TTTBB's Type 3 telecommunications license in February 2026.

f) Loan Agreement

TTTBB has agreed to grant a loan to JASIF amounting to Baht 3,850 million which is equal to the VAT amount of the purchase price of the OFCs. The interest rate is 2% per annum. If JASIF does not obtain the VAT amount from the Thai Revenue Department in full within the two-year period from the date of completion of sales and purchase transaction, JASIF shall no longer be liable to pay the interest to TTTBB under the Loan Agreement. The repayments under this Loan Agreement are subject to JASIF's receipt of a refund of the VAT amount from the Thai Revenue Department, and JASIF is obligated to repay the loan only to the extent of the VAT amount is actually refunded from the Thai Revenue Department. To the extent any amount of the VAT amount is not actually recovered from the Thai Revenue Department, TTTBB agrees to waive or relinquish its right to pursue any further legal action against JASIF for the repayment of the loan in full.

g) Undertaking Agreement

The Company and affiliates must maintain their shareholding percentage in TTTBB and TTTI not less than 76% and TTTBB must maintain financial ratio, for example, current liabilities to equity ratio, debt to equity ratio, and financial ratio for dividend payment as specified in the agreement.

In addition, the Company may not sell, transfer or dispose of the initial investment units for three years, unless it receives prior written consent from JASIF, and during the fourth to sixth years it may not sell, transfer or dispose of the investment units of JASIF to the extent that its unitholding falls below 19% of the total initial number of investment units issued, unless it receives prior written consent from JASIF.

The Company and TTTBB reviewed the accounting treatments for the transactions by considering the substance of the transactions and concluded as follows:

1. TTTBB can recognise assets sale transaction since the assets sale transactions have transferred significant risks and rewards of ownership to JASIF. Future revenue from assets sold to JASIF will be JASIF's revenue and the sale did not result in the lease of assets solely being bound by TTTBB. To summarise, the transaction is true sale and can be recorded as assets sale.
2. TTTBB has already delivered and transferred the OFCs approximately 883,000 core kilometers and the transaction was recognised as revenue on delivery date. TTTBB will recognise gain from sale of the remaining Future OFCs approximately 97,000 core kilometers when the OFCs are delivered and transferred. Therefore, TTTBB has not recognised gain from sale of the remaining Future OFCs.

3. As TTTBB entered into the Rental Assurance Agreement with JASIF, the rental assurance is considered immaterial, and this makes TTTBB unable to record the revenue from sale of assets because assurance rental is approximately only 20% of total the OFCs. However, TTTBB has recorded the provision for rental assurance in its account.
4. Sales and leaseback transactions have been tested with criterion specified in TAS 17 Lease and are considered operating lease.

In addition, the following facts have been considered as significant risks and rewards of the assets sold and have been transferred.

1. JASIF is an entity to bear the risk of loss on the physical damage on the assets sold and the risk relating to fluctuations in future revenues.
2. Rental rate as defined in the Main Lease Agreement which JASIF charges to TTTBB is considered as market rate as per the expert opinion.
3. Unitholders of JASIF exercise decision-making authority as the owner of the assets.

In summary, TTTBB shall recognise gain on assets sale amounting to Baht 28,288 million and the Company recognised gain on assets sales amounting to Baht 18,859 million (after eliminating one third of the transactions, in proportion to the Company's unit holding in JASIF) in separate transaction under the caption of "Other income" in the consolidated statement of comprehensive income for the year ended 31 December 2015 and recognised the advance received of the Future OFCs amounting to Baht 5,131 million under the caption of "Advance received from customers" in the consolidated statement of financial position. Transaction cost amortised by TTTBB is net book value of the OFCs delivered to JASIF amounting to Baht 2,863 million. In addition, TTTBB also recorded an estimate of the liabilities relating to these transactions such as the provision for rental assurance on the delivery date amounting to Baht 16,563 million and the provision for entry fee for laying the optical fiber cables amounting to Baht 586 million. The provisions are provided for the prudent and conservative purposes.

The assets sales transactions are summarised as follows:

(Unit: Million Baht)

Amount proceed	55,000
Less: Advance received for the Future OFCs	(5,131)
Cash proceed, net advance received	49,869
Costs of assets sales	(2,863)
Gain on sales of assets	47,006
Less: Expenses related to assets sales transactions	(1,569)
Gain on sales of assets before tax	45,437
Less: Provision for rental assurance on delivery date	(16,563)
Less: Provision for entry fee for laying the optical fiber cables on delivery date	(586)
Less: Eliminating profit in proportion to the Company's unit holding	(9,429)
Gain on sales of assets to JASIF on delivery date in the consolidated financial statements	18,859

31. Basic earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares held by outsiders in issue during the year.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the year or on the date the potential ordinary shares were issued.

The following table sets forth the computation of basic and diluted earnings per share:

	Consolidated financial statements					
	Profit for the year		Weighted average number of ordinary shares		Earnings per share	
	2015	2014	2015	2014	2015	2014
	(Million Baht)	(Million Baht)	(Million shares)	(Million shares)	(Baht)	(Baht)
Basic earnings per share						
Profit attributable to equity holders of the parent	15,710	3,271	7,030	7,096	2.23	0.46
Effect of dilutive potential ordinary shares						
Warrants offered to existing shareholders	-	-	285	-		
Diluted earnings per share						
Profit attributable to ordinary shareholders assuming the conversion of warrants to ordinary shares	15,710	3,271	7,315	7,096	2.15	0.46

	Separate financial statements					
	Profit for the year		Weighted average number of ordinary shares		Earnings per share	
	2015	2014	2015	2014	2015	2014
	(Million Baht)	(Million Baht)	(Million shares)	(Million shares)	(Baht)	(Baht)
Basic earnings per share						
Profit attributable to equity holders of the parent	13,431	1,872	7,030	7,096	1.91	0.26
Effect of dilutive potential ordinary shares						
Warrants offered to existing shareholders	-	-	285	-		
Diluted earnings per share						
Profit attributable to ordinary shareholders assuming the conversion of warrants to ordinary shares	13,431	1,872	7,315	7,096	1.84	0.26

32. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company and its subsidiaries are organised into business units based on its services and have four reportable segments as follows:

- 1) Broadband internet
- 2) Telecommunications network and service provider
- 3) Provision, design and installation of telecommunications systems
- 4) Other segments

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Inter-segment revenues are eliminated on consolidation.

Business operations of the Company and its subsidiaries are mainly carried on in Thailand. Below is the consolidated financial information for the years ended 31 December 2015 and 2014 of the Company and its subsidiaries by segment.

(Unit: Million Baht)

	Broadband internet		Telecommunications network and service provider		Provision, design and installation of telecommunications systems		Other segments		Elimination of inter-segment transactions		Consolidated total	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Sales and service income												
Revenue from external customers	12,677	10,955	1,124	1,087	32	80	150	147	-	-	13,983	12,269
Inter-segment revenues	72	77	1,069	1,128	55	49	156	142	(1,352)	(1,396)	-	-
Total revenues	12,749	11,032	2,193	2,215	87	129	306	289	(1,352)	(1,396)	13,983	12,269
Segment operating profit (loss)	5,200	7,352	362	184	40	47	(26)	(28)			5,576	7,555
Unallocated income and expenses:												
Other income											19,444	143
Selling and servicing expenses											(1,000)	(853)
Administrative expenses											(2,347)	(2,036)
Doubtful accounts and bad debt											(223)	(163)
Losses on impairment of assets											-	(37)
Exchange losses											(127)	(32)
Loss on recording provision for reversal of judgement by the Supreme Court											-	(277)
Share of profit from investments in associate											797	-
Finance cost											(198)	(297)
Income tax											(6,023)	(760)
Non-controlling interests of subsidiaries											(189)	28
Profit attributable to equity holders of the Company											15,710	3,271

33. Provident fund

The Company, its subsidiaries and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company, its subsidiaries and their employees contribute to the fund monthly at rates of 3 to 8 percent of basic salary and will be paid to employees upon termination in accordance with the fund rules. The fund is managed by BBL Asset Management Co., Ltd. During 2015, the Company and its subsidiaries contributed Baht 75 million, of which Baht 5 million is from the Company, to the fund (2014: Baht 69 million and Baht 5 million, respectively).

34. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Interim dividends for the period as from 1 January 2015 to 19 February 2015	Board of Directors meeting No.1/2558 on 23 February 2015	10,492*	1.50
Final dividends for 2014	2015 Annual General Meeting of the shareholders on 28 April 2015	1,049	0.15
Interim dividends for the period as from 1 January 2015 to 30 September 2015	Board of Directors meeting No.8/2558 on 29 October 2015	713	0.10
Total dividends for 2015		12,254	1.75
Final dividends for 2013	2014 Annual General Meeting of the shareholders on 25 April 2014	1,784	0.25
Total dividends for 2014		1,784	0.25

*As at the closing date of the share register, 6,992,879,377 of the Company's ordinary shares were qualified to receive dividend, after deduction of 142,730,000 shares held by the Company as treasury shares and 1,785,001 shares disqualified to receive this dividend by the registrar (Thailand Securities Depository Co., Ltd.). The total dividend paid was thus Baht 10,489 million.

35. Commitments and contingent liabilities

35.1 Capital commitments

As at 31 December 2015, subsidiaries had capital commitments of approximately USD 14 million and Baht 88 million relating to acquisition of equipment.

35.2 Operating lease commitments

Subsidiaries have entered into several lease agreements in respect of land, office building space, equipment and other services. The terms of the agreements are generally between 1 and 11 years.

Future minimum lease payments required under these non-cancellable operating leases contracts as at 31 December 2015 were as follows.

(Unit: Million Baht)

	Consolidated financial statements
In up to 1 year	4,146
In over 1 and up to 5 years	17,884
In over 5 years	24,952

35.3 Guarantees

- (1) The Company and its subsidiaries had outstanding commitments of approximately Baht 425 million in respect of bid bonds and performance bonds issued by banks and financial institutions on behalf of the Company and its subsidiaries (2014: Baht 422 million) and of the Company only amounting to Baht 10 million (2014: Baht 10 million).
- (2) The Company had obligations in respect of its guarantee of letters of guarantee that have been issued by banks on behalf of the subsidiaries totaling Baht 3 million (2014: Baht 3 million).
- (3) Subsidiaries had outstanding commitments under the letters of credit with local and overseas suppliers totaling approximately USD 22 million (2014: USD 20 million and Baht 210 million).

35.4 Long-term service commitments

- a) On 1 May 2006, TTTBB entered into an agreement to provide telecommunications network services to TT&T SS, whereby TTTBB received a monthly services fee as stipulated in the agreement. TTTBB is obliged to comply with certain conditions as stated in the agreement. TTTBB is obliged to provide services until 26 October 2018.
- b) On 1 May 2006, TTTBB entered into an agreement with TT&T, which is to provide leased line services to TTTBB, whereby TTTBB agreed to pay a monthly services fee as stipulated in the agreement. TTTBB is obliged to comply with certain conditions as stated in the agreement until 26 October 2018.

On 12 May 2009, the meeting of Board of Directors of TTTBB passed a resolution whereby TTTBB would enter into an agreement with TT&T SS to amend the service charge calculation method for telecommunications network services as described in Note 35.4 a) to the financial statements, to service revenue sharing, with TTTBB receiving a 95 percent of service fees charged to customers, assuming that TTTBB (or its subsidiary) and TT&T SS are jointly providing the service to customers. Under this agreement, TTTBB (or its subsidiary) is to invest in telecommunications network services, procurement of routers and advertising. The Meeting also passed a resolution whereby TTTBB would enter into an agreement with TT&T to amend the service charge for leased line services under the agreement made with TT&T, as described in Note 35.4 b) to the financial statements, to 15 percent of average monthly telecommunications network services revenue per circuit received by TTTBB. The management of TTTBB believes that the parties will mutually benefits from the amended conditions.

On 23 February 2011, P Planner Co., Ltd., as rehabilitation plan preparer of TT&T at that time, gave notice of its refusal to acknowledge rights over the leased line service contract, as described in Note 35.4 b) to the financial statements, including any additional revisions of agreements and/or memorandums, and all agreements regarding the leased line service rate, with effective from 25 February 2011 onwards.

c) TTTBB is committed to deliver the OFCs and pay rental fees to JASIF with certain conditions as described in the Note 30 to the financial statements.

35.5 T.J.P. Engineering Co., Ltd. ("TJP"), has entered into a turn-key agreement with a counterparty, whereby TJP is obliged to deliver work within the period stipulated in the agreement, which is within 29 December 2006. Up to the present, TJP has been unable to make delivery within the stipulated period and the counterparty is therefore entitled to charge a penalty to TJP at a rate of 0.2 percent of the contract value (Baht 31 million) per each day of delay. However, the management of TJP is in the process of negotiation with the counterparty to reduce the scope of work and requesting an extension of the deadline for delivery. The management of TJP believe that TJP will successfully negotiate with the counterparty to reduce the scope of work, extension of the deadline and will complete the project with an immaterial amount of penalty being imposed because the delay was caused by the delay in the delivery of areas by related agencies.

35.6 Following the Central Bankruptcy Court's approval of the business rehabilitation plan ("the plan") of the Company on 7 August 2003, the Company complied with all requirements in the plan. The Court therefore issued an order to terminate the business rehabilitation plan of the Company on 14 September 2006. However, certain creditors of the Company lodged objections to certain issues with the Supreme Court during the rehabilitation process.

On 19 August 2013, the Central Bankruptcy Court read the judgement of the Supreme Court, rejecting the rehabilitation plan and cancelling the Central Bankruptcy Court's business rehabilitation order. As a result the rights of claim of the creditors of the Company returned to what they were prior to the rehabilitation order.

The Company received a legal opinion on 30 October 2013, stating that the judgement of the Supreme Court rendered the rehabilitation plan and all orders of Official receiver ineffective and no longer binding on the creditors and the Company. The rights of claim of creditors on the Company as a debtor would return to what they were prior to the rehabilitation order. Nevertheless, the Company has operated in accordance with the plan for a long time and has, in particular, repaid debt to the creditors in various forms, such as cash repayment, share and asset transfers, and debt to equity swaps. In addition, the legal advisor is of the opinion that, whether and how much the Company will be required to pay to any particular creditor depends on whether the creditors present themselves, exercise their rights and convince the Company that they are the creditors of the amounts claimed. In case of any dispute or disagreement over any matter, the matter will need to be forwarded for consideration by the Civil Court in order to reach settlement. For the reasons mentioned above, because no creditors have presented themselves since the time that the Central Bankruptcy Court read the judgement of the Supreme Court. The Company is therefore of the opinion that it is highly unlikely that the Company will have to pay any obligations in respect of such events and has not recorded a provision with respect to the judgement of Supreme Court. The Company and the legal advisor made a preliminary assessment, applying the relevant laws, and assessed the value of the assets paid at their current value. It was found that additional liabilities of up to Baht 1,343 million, excluding interest, might arise if the Company were sued by the creditors in the future. Since no creditors have presented themselves, the Company does not have sufficient information available to properly estimate the amount of additional liabilities that should be recorded. The Company therefore disclosed the events in the notes to financial statements and believes that such practice is compliant with relevant financial reporting standards.

However, in August 2014, five financial institutions filed lawsuits petitioning the Central Intellectual Property and International Trade Court to order the Company to make debt repayments under loan agreements, guarantee agreements and rehabilitation agreements of Baht 526 million, USD 25 million and Yen 1,736 million (as at 31 December 2015 equivalent to a total of approximately Baht 1,956 million), comprising principal of Baht 1,169 million and interest of Baht 787 million as a consequence of the Supreme Court's rejection of

the rehabilitation plan and cancellation of the business rehabilitation order, as described above. Initially, it was found that all of the debts under the lawsuit were debts for which claims were previously filed under the rehabilitation plan of the Company. The Company has assessed the conditions of accounting under these new circumstances, and believes that the Company should record provision in accordance with financial reporting standards whenever creditors present themselves by filing lawsuits with the court. However, two of the five financial institutions are creditors whom the rights of claims were assigned by various former creditors (principal of Baht 466 million and interest of Baht 460 million), one is not named among the creditors filing claims under the business rehabilitation plan. The legal advisor's opinion is that when the court considers these matters, the two financial institutions will have to convince the Court that they are creditors to whom the rights in the actual amounts claimed were assigned legally and without error. It is likely that the two financial institutions will be unable to prove this without legal issues since these rights have been transferred a number of times both within Thailand and overseas over a considerable period of time. Moreover, if the facts show that the objective of acquiring the rights was solely to sue the Company in order to seek benefit, after the Supreme Court issued its judgement regarding this matter, the transfer of rights of claim could be deemed illegal and could be declared invalid. Therefore, legal advisor is of the opinion that it is uncertain whether the two financial institutions will receive payment of the amount claimed in the petitions. The Company has therefore recorded provision for the other three financial institutions which are original creditors, or creditors as a result of mergers with the original creditors who are named in the claims for payment filed under the Company's rehabilitation plan (principal of Baht 703 million and interest of Baht 327 million). Following the legal advisor's opinion, provision amounting to Baht 289 million (principal of Baht 260 million and interest of Baht 29 million) is recorded in the financial statements since it is highly likely that the Company will be liable. This was determined based on the amount of the claims filed by the three financial institutions, less the amounts that the Company considers to have been settled under the rehabilitation plan.

The petition of the five financial institutions is being considered by the Central Intellectual Property and International Trade Court and the ultimate outcome of the case cannot be determined at this stage. The court's decision may affect the amount of this provision. Since there is still a lack of legal clarity because the Supreme Court did not directly address the effect of the debt settlement made out by the plan administrator in accordance with the terms of the rehabilitation plan, the Company has decided that the amount of reserves recorded in the accounts is adequate and appropriate in the current circumstances. Moreover, if creditors file additional claims in the future and the Company has preliminarily verified their correctness and completeness, the Company will record additional provision for those creditors in the Company's accounts. However, the recording of such provision does not in any way constitute an acceptance of the Company's obligation to pay such liabilities.

- 35.7 In September and December 2013, JTS entered into agreements with two government agencies to sell 357,024 and 12,246 tablet personal computers in Zone 4 (Northern and Northeastern regions) with total contract values of Baht 749 million (excluding value added tax). Under a condition in the agreements, JTS had to deliver all of the tablets to these government agencies within December 2013 and March 2014, respectively. However, JTS was unable to deliver the tablets as scheduled in the agreements as a result of a massive fire in September 2013 at a production facility in China where a part of the tablets was produced. JTS submitted letters to the government agencies, the counterparties to the agreements, to inform them of the cause of the delay and request extensions of the shipment schedules. The agreements stipulate that JTS is obliged to pay a penalty for delayed shipment at a daily rate of 0.2 percent of the price of the unshipped tablets. During 2014, these counterparties to the agreements submitted letters to JTS to terminate the sale and purchase of tablet agreements with JTS. These counterparties considered JTS to be unable to perform its obligations under the agreements and asked JTS to pay the penalty at the daily rate of 0.2 percent of the price of the unshipped tablets from the dates of delivery stipulated in the agreements to the date of termination of the agreements, a total of Baht 148 million.

In addition, the counterparties asked the bank who issued bank guarantees on behalf of JTS as performance bonds for these agreements to pay them a total of Baht 40 million under these letters of guarantee. However, JTS submitted letters to these counterparties objecting to the terminations of the agreements and to the imposition of penalties under the agreements. These clarified that the cause of the delays in the shipments of tablets was the aforementioned massive fire at a production facility, which was an event of force majeure and outside the JTS's control, and JTS had already notified the cause of delay to the both counterparties. JTS therefore believes that it is not obliged to pay penalties and damages to these counterparties. In addition, JTS submitted letters to the bank who issued bank guarantees for JTS, asking it not to pay a total of Baht 40 million to these counterparties. However, in November 2014 and March 2015, these counterparties filed lawsuits with the Courts requesting JTS to pay a penalty for its inability to deliver tablet as stipulated in the agreement for a total amount of approximately Baht 196 million. The cases are currently being considered by the Courts. As a result, JTS is unable to conclude whether and to what extent penalties and damages will be incurred. Therefore, JTS does not record provision for such penalties and damages in the accounts. Moreover, in the event that JTS is required to pay penalties and damages, JTS can claim all damages from the company which is selling the tablets to JTS, in accordance with a condition stipulated in the sale and purchase agreement made between JTS and another local company. During 2014, JTS submitted a notice of breach of the agreement to this company claiming that it had failed to deliver tablets in accordance with the agreement, and JTS exercised its right to terminate the agreement with this company. In addition, JTS asked the bank who issued a bank guarantee on behalf of this company as a performance bond for the sale of tablets to pay Baht 38 million to JTS under the letter of guarantee and JTS collected this amount and recorded the amount collected under the caption of trade and other payables in the consolidated statement of financial position as at 31 December 2015. Moreover, as at 31 December 2015, JTS had an outstanding balance of deposit paid to this company for the purchase of tablets and other prepaid expenses for which this company is to be responsible for a total of Baht 28 million which was recorded under the caption of trade and other receivables in the consolidated statement of financial position, and JTS is in the process of claiming this amount back from this company.

35.8 Litigation and disputes with TT&T

1. CCS has outstanding balances receivable from TT&T amounting to approximately USD 5 million (as at 31 December 2015 equivalent to approximately Baht 168 million), which is being disputed with TT&T. In 2011, TT&T submitted a dispute proposal to the Thai Arbitration Institute asking CCS to pay a total of Baht 1,780 million, together with interest at the rate of 7.5% per annum from the date of the submission of the dispute until CCS effects whole performance. However, the management of CCS believe that CCS did not breach the agreement and will not have to pay such amount to TT&T. In February 2012, CCS filed an objection against the aforementioned dispute proposal of TT&T with the Thai Arbitration Institute, seeking to revoke the dispute proposal of TT&T and asking the Thai Arbitration Institute to order TT&T to pay a total of Baht 528 million, together with interest at the rate of 7.5% per annum from the next date after the submission of the objection until TT&T effects whole performance. Subsequently, in July 2012, TT&T filed an answer to the CCS's objection with the Thai Arbitration Institute, asking the Thai Arbitration Institute to reject the CCS's objection that proposed TT&T be ordered to pay a total of Baht 528 million, together with interest. In June 2015, an arbitration award was made by the arbitration tribunal revoking TT&T's dispute proposal and ordering TT&T to pay the outstanding balance of installments due together with interest to CCS, a total of approximately Baht 204 million. On 25 September 2015, TT&T filed a petition with the Civil Court seeking to reverse the Thai Arbitration Institute's order. At present, the case is being considered by the Civil Court.

2. Jasmine Internet Co., Ltd. ("JI-Net"), received a letter dated 13 December 2010 from the Official Receiver, ordering it to pay TT&T leased line costs payable for the period from March 2005 to March 2008, amounting to Baht 20 million, with interest from the due date until full payment is made to TT&T. JI-Net has recorded the full amount of this cost in its accounts, while it believes that it can negotiate the interest with TT&T and it is unlikely that it will have to pay the interest. JI-Net has therefore not recorded the accrued interest in its accounts. Subsequently, the Official Receiver orders JI-Net to pay the leased line costs payable to TT&T. However, on 20 October 2015, the Central Bankruptcy Court's issued a judgement in line with the Official Receiver's order. JI-Net appealed the judgement of the Central Bankruptcy Court to the Supreme Court. The case is being considered by the Supreme Court.

3. Smart Highway Co., Ltd. ("Smart"), received a letter dated 8 November 2010 from the Official Receiver, ordering it to pay TT&T leased line costs payable for the period from July 2006 to April 2008, amounting to Baht 24 million, with interest of Baht 5 million calculated until 31 March 2010, and additional interest from the due date until full payment is made to TT&T. Smart has recorded the full amount of this cost in its accounts, while it believes that it can negotiate the interest with TT&T and it is unlikely that it will have to pay the interest. Smart has therefore not recorded the accrued interest in its accounts. Subsequently, the Official Receiver orders Smart to pay the leased line costs payable to TT&T. Smart filed a complaint with the Central Bankruptcy Court alleging that the Official Receiver had illegally served a letter on Smart, the Court subsequently issued an order dismissing Smart's complaint and Smart is in the process of appealing this decision to the Supreme Court.

4. In 2008, TOT filed a lawsuit against TTTBB and TT&TSS with the Civil Court and the Tungsong Provincial Court, seeking compensation of Baht 16.6 million and Baht 7.4 million respectively, and alleging that TTTBB and TT&TSS had illicitly used TOT's bandwidth for Internet services. On 17 December 2010, the Tungsong Provincial Court ordered the dismissal of the case. TOT filed an appeal, on 19 January 2016 the Appeal Court affirmed the judgement of the Tungsong Provincial Court. On 29 December 2010, the Civil Court ordered TTTBB and TT&TSS to pay the compensation of Baht 15.5 million plus interest at a rate of 7.5% per annum and an addition of Baht 0.9 million per month plus interest at a rate of 7.5% per annum from December 2008 until TTTBB and TT&TSS cease the infringement. TTTBB and TT&TSS have filed an appeal but the Appeal Court affirmed the judgement of the Civil Court. TTTBB and TT&TSS have filed an appeal to the Supreme Court. At present, the case is being considered by the Supreme Court.

During the years 2009 and 2010, TT&T lodged complaints against TTTBB and TTTI at numerous police stations and filed lawsuits with various courts, concerning the use and maintenance of leased lines and the carrying out of work at transmission node locations. In most cases, prosecutors have already decided not to proceed with lawsuits, except for the complaints filed in the areas under the Praputtabaht and Nhapralan police stations. With respect to the cases filed with the courts, the case before Udon Thani Provincial Court was dismissed by the Court and TT&T appealed to the Appeal Court, which reversed the judgement of the Udon Thani Provincial Court. On 7 July 2015, the Supreme Court dismissed the case and the case was finalised. Meanwhile, the case before the Saraburi Provincial Court was dismissed by the Court and TT&T appealed to the Appeal Court, which affirmed the judgement of the Saraburi Provincial Court and the case was finalised; and the case filed with the Chiang Mai Provincial Court was dismissed by the Court and TT&T appealed to the Appeal Court, which affirmed the judgement of the Chiang Mai Provincial Court and TT&T appealed to the Supreme Court, which affirmed the judgement of the Chiang Mai Provincial Court and the Appeal Court and the case was finalised.

In November 2010, TTTBB was sued by TT&T, seeking compensation of Baht 16 million on the grounds that TTTBB illicitly used the telecommunication network that TT&T rented from Electricity Generating Authority of Thailand. The Nonthaburi Provincial Court ordered TTTBB to pay the compensation of Baht 16 million, plus interest at a rate of 7.5% per annum on principal of Baht 14.8 million. However, on 16 September 2014 the Appeal Court reversed the judgement of the Nonthaburi Provincial Court and dismissed the case. TT&T appealed to the Supreme Court. At present, the case is being consideration by the Supreme Court.

In 2010, TTTBB received a notice from the Official Receiver, the Business Reorganisation Department, informing that TT&T requested TTTBB to pay the outstanding debts of Baht 834 million which are subject to an interest rate of 7.5% per annum until the payment is settled. Nearly 90% of the claim was lease line service payable which TTTBB paid to TT&T through the offset debt payable and the assignment of promissory notes in 2009 (as described in Note 11 to the financial statements). However, the rehabilitation planner disputed that the payment did not constitute a complete and legitimate debt settlement transaction. The remaining balance is not equal to the liabilities that TTTBB recorded in the accounts. The case is currently under investigation by the Official Receiver.

On 12 January 2011, TTTBB received a notice from the Thai Arbitration Institute, Alternative Dispute Resolution Office, Office of the Judiciary, stating that on 27 December 2010 TT&T had filed a statement of claim demanding TTTBB settle leased line payable totaling Baht 1,447 million, plus interest accrued at a rate of 7.5% per annum until the amount is settled. TT&T later amended the claim to Baht 1,496 million. TTTBB filed an objection and a counterclaim for damages suffered as a result of TTTBB's inability to use the leased line service, amounting to Baht 3,477 million, with the Thai Arbitration Institute on 29 June 2011. On 29 July 2014, the arbitration tribunal unanimously agreed that TT&T was in breach of the agreement and the Chairman of the arbitration tribunal rendered the award stating that the compensation and penalty, which TT&T shall be liable to TTTBB, and the outstanding network rental service fee to be paid by TTTBB, shall be set off against each other and extinguished, while the other claims shall be lifted. On 12 November 2014, TT&T filed a petition with the Civil Court seeking to reverse the Thai Arbitration Institute's order. The Civil Court proposed the case to the president of the Supreme Court to make a determination with respect to the authority of the Court in this respect, and then the case will be considered by the authority Court.

On 21 February 2011, TTTBB and TTTI sued P Planner Co., Ltd. and its team, who were the rehabilitation plan preparer and administrator of TT&T, seeking compensation of Baht 2,439 million for their obstruction of the provision of internet broadband services of TTTBB and TTTI on TT&T's network under the leased line service agreement between TTTBB and TT&T. The case is being considered by the Civil Court.

On 24 February 2012, TTTBB was sued by TT&T with the Nonthaburi Provincial Court, seeking compensation of Baht 621 million plus interest at a rate of 7.5% per annum until settlement is made, alleging that TTTBB had continued to use TT&T's network after TT&T had denied that it had the right to do so under the leased line service agreement. The management of TTTBB is confident that TTTBB did not commit the tort alleged. On 6 February 2015, the Nonthaburi Provincial Court dismissed the case. TT&T appealed to the Appeal Court. The case is being considered by the Appeal Court.

On 29 November 2013, TT&T filed a lawsuit against TTTBB in a civil case lodged with the Nonthaburi Provincial Court, seeking compensation of Baht 228.7 million plus interest for breach of agreements.

The major claims were made the same basis as the collection notice of the Official Receiver of TT&T (excluding the leased line payable). The case is under consideration by the Nonthaburi Provincial Court. In July 2014, TT&T submitted a petition for an interlocutory injunction order during this litigation process to prohibit TTTBB from distributing, transferring, or creating any encumbrance over its assets. On 10 October 2014, TTTBB pledged a fixed deposit account amounting to Baht 228.8 million as security with the Nonthaburi Provincial Court, without admission of guilt. TT&T therefore did not insist on the interlocutory injunction and withdrew its petition for such injunction. However, on 7 May 2015, the Nonthaburi Provincial Court ordered TTTBB to pay the compensation of Baht 228.7 million with an interest rate of 7.5% per annum of the principal of Baht 165.7 million and with an interest rate of 15% per annum of the principal of Baht 0.5 million, starting from the date TTTBB was sued until the full compensation was paid to TT&T and TTTBB has filed an appeal against the Nonthaburi Provincial Court's order on 20 July 2015. The case has not yet been finalised.

The ultimate outcomes of these lawsuits and disputes cannot be determined at this time. The management of TTTBB and TTTI is confident that no significant losses will be incurred as a result of these lawsuits and disputes and therefore no provisions for contingent liabilities have been recognised in the accounts.

5. On 13 September 2006, Acumen entered into a Memorandum of Understanding with TT&T. This prescribes that Acumen is to provide financial support to TTTBB, while TTTBB remains and that Acumen will allow the shareholders of TT&T to purchase the newly issued shares and/or existing shares of TTTBB held by Acumen in order to adjust the shareholding of TT&T on the date of TTTBB's initial public offering (IPO) or a date 3 years after the date of execution of the agreement. In this regard, if TTTBB's IPO goes ahead, the purchase price of such shares shall be par value (Baht 10) plus a premium of 20 percent per year, or the public offering price of the ordinary shares of TTTBB, whichever is lower. If the IPO does not go ahead, the purchase price shall be a fair price as assessed by an independent financial advisor approved by the SEC.

The legal advisor of Acumen expressed an opinion that the above Memorandum of Understanding has been invalid since 19 June 2008, which is the date on which the SEC submitted a letter to TTTBB notifying it of the rejection of its request for permission to launch an IPO and the registration statement of newly issued securities of TTTBB, on the grounds that the SEC was unable to consider the request made by TTTBB because TTTBB had requested an indefinite extension to provide additional information. This can be held to constitute a denial of approval for TTTBB's IPO by the SEC, and on this basis it can be held that TTTBB commenced the IPO process within 3 years but did not receive approval from the relevant regulator, and thus invalidating the memorandum from the above mentioned date as stipulated in the memorandum of understanding.

In 2009, Acumen purchased ordinary shares in TTTBB by way of a rights offering, and also purchased the shares remaining as a result of TT&T waiving its right to subscribe. However, in June 2014 TT&T, through PCL Planner Co. Ltd (rehabilitation plan administrator of TT&T), filed a lawsuit against Acumen in a civil case lodged with the Nonthaburi Provincial Court, petitioning for an order for Acumen to transfer 868 million shares in TTTBB to the shareholders of TT&T, as stipulated in the memorandum of understanding regarding the exercise of rights to purchase ordinary shares between TT&T and Acumen. The legal advisor and the management of Acumen believe that no significant losses will be incurred as a result of these lawsuits and disputes. On 15 September 2015, the Nonthaburi Provincial Court dismissed the case, but has not restricted TT&T's right to refile the case within the prescription period.

In July 2014, three individuals who are employees of TT&T, filed a lawsuit against Acumen with the Nonthaburi District Court, seeking to have Acumen transfer the 94,237 newly issued or existing shares of TTTBB held by Acumen under memorandum of understanding. The Nonthaburi District Court has an order to dispose the case.

On 25 September 2014, Acumen filed a lawsuit against TT&T and related individuals and juristic persons, a total of 13 persons, with the Nonthaburi Provincial Court, in a black case, claiming damages in the amount of Baht 6,350 million on the grounds that the 13 defendants jointly committed a wrongful act against Acumen by using the above memorandum of understanding, which all defendants were well aware that was null and void for a long time, to file a lawsuit against Acumen. They intentionally filed the lawsuit and the petition for an interlocutory injunction order while TTTBB is in the process of applying to establish an infrastructure fund, despite the fact that they will not receive any benefit from the complaint. The lawsuit and the petition for an interlocutory injunction were filed in order to obstruct TTTBB's establishment of the infrastructure fund, and this constitutes a bad faith act before the court, which has caused damage to Acumen. The case is being considered by the Nonthaburi District Court.

35.9 Telecommunications licenses

The National Broadcasting and Telecommunications Commission ("NBTC") granted licenses to seven subsidiaries as follows.

Company	Type of license	Authorised service	Period
Acumen Co., Ltd.	Type I	Internet service	25 August 2014 - 24 August 2019
	Type I	Public telephone service	15 December 2015 - 14 December 2020
	Type II	International internet gateway and internet exchange services	8 February 2012 - 7 February 2017
	Type II	Very Small Aperture Terminal (VSAT) service	30 November 2011 - 29 November 2016
Triple T Broadband Plc.	Type III	Telecom services, fixed line telephone service and data communication network service	23 February 2006 - 22 February 2026
Jasmine Internet Co., Ltd.	Type I	Internet service	28 July 2014 - 27 July 2019
	Type I	International calling card service	25 January 2015 - 24 January 2020
Jastel Network Co., Ltd.	Type I	Internet service	6 November 2014 - 5 November 2019
	Type II	Domestic private leased circuit service	30 November 2006 - 29 November 2021
	Type II	International internet gateway service	30 March 2014 - 29 March 2019
	Type III	International private leased circuit service	18 November 2009 - 17 November 2024
Triple T Internet Co., Ltd.	Type I	Internet service	20 June 2014 - 19 June 2019
ACeS Regional Services Co., Ltd.	Type I	Internet service	23 November 2014 - 22 November 2019
	Type I	Telecom services, International calling card service	16 February 2015 - 15 February 2020
Jasmine Telecom Systems Plc.	Type I	Mobile telephone network service	16 June 2011 - 15 June 2016

The subsidiaries are obliged to comply with certain conditions as stated in the licenses, and to pay annual license fees, together with a fee for the Universal Service Obligation (USO) in accordance with conditions and requirements stipulated by the NBTC.

ACeS Regional Services Co., Ltd. ("ARS"), a satellite-based cellular phone service provider, is requesting a type III license from NBTC. At the present, ARS has not yet received the license.

- 35.10 On 22 October 2015, JASMBB joined the bidding to apply for a spectrum license for International Mobile Telecommunications ("IMT") in the frequency band 900 MHz ("License") at the office of The National Broadcasting and Telecommunications Commission ("NBTC"). Applicants must comply with application procedures set by NBTC, and pay a guarantee for the application of Baht 644 million.

On 21 December 2015, NBTC announced that JASMBB is the Auction winner for the License which will be granted to operate in telecommunication business for International Mobile Telecommunication in the frequency band 900 MHz covered the range of 895 - 905 MHz paired with 940 - 950 MHz (10 MHz) for the validity period of 15 years under the scope of the license throughout the Kingdom of Thailand.

JASMBB is required to make payment of the winning bid price for the authorisation to use the spectrum license in a total amount of Baht 75,654 million (excluding VAT) under the following payment conditions.

The first installment: of Baht 8,040 million is to be paid and a letter of guarantee from a commercial bank submitted to guarantee the remaining payment within 90 days from 22 December 2015, which is the date JASMBB received the letter announcing the winning bid.

JASMBB is currently in the process of arranging payment of the first installment, so that it can obtain the License from NBTC.

Second Installment: of Baht 4,020 million to be paid and a letter of guarantee from a commercial bank submitted to guarantee the third and fourth installments within 15 days after the end of a period of 2 years from the date the license is received (approximately December 2017). NBTC will return the letter of guarantee that is submitted with the first installment within 15 days from the date that the Licensee makes payment of the second installment.

Third Installment: of Baht 4,020 million to be paid and a letter of guarantee from a commercial bank submitted to guarantee the fourth installment within 15 days after the end of a period of 3 years from the date the license is received (approximately December 2018). NBTC will return the letter of guarantee that is submitted with the second installment within 15 days from the date that the Licensee makes payment of the third installment.

Fourth Installment: The remaining payment, Baht 59,574 million, of the winning bid price is to be made within 15 days after the end of a period of 4 years from the date the license is received (approximately December 2019). NBTC will return the letter of guarantee that was submitted with the third installment within 15 days from the date that the Licensee makes payment of the fourth installment.

The spectrum payment to be paid by each of the Winning Bidder is exempt from tax, other fees and interest as prescribed by law.

If the Licensee fails to make full payment of the second, third or fourth installment within the specified period, the Licensee must pay an additional fee equal to the amount of the outstanding spectrum auction fee

multiplied by an interest rate of 15 percent per annum, calculated daily. If the Licensee fails to make payment within the specified period, Licensee will be deemed to have failed to comply with the conditions specified in the Notification and the National Telecommunication Commission (“NTC”) may consider suspending or revoking its License. If the Licensee fails to comply with the conditions on network provision for rendering service described above, the Licensee will be obliged to pay a daily penalty charge at the rate of 0.05 percent of its highest bid price throughout the period of its failure to comply with the conditions within the specified timeframe.

License is also obliged to pay Type III license fees, spectrum fees, numbering fees, allocate certain revenues derived from telecommunications services to research and development through the Broadcasting and Telecommunications Fund for the public interest, and pay any other relevant fees in accordance with the conditions and requirements set by NTC

- 35.11 JTS has been sued by former employees who were laid off, claiming compensation totaling approximately Baht 77 million for unfair termination. The cases are under consideration of the court. Legal advisor and management of JTS believe that JTS will not suffer any losses as a result of these cases because JTS had made full severance payment in accordance with the law.

36. Fair value hierarchy

As at 31 December 2015, subsidiary had the assets for which fair value is disclosed using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated Financial Statements			
	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed				
Investment property	-	-	1,777	1,777

37. Financial instruments

37.1 Financial risk management

Financial instruments of the Company and its subsidiaries, as defined under Thai Accounting Standard No. 107 “Financial Instruments: Disclosure and Presentations”, principally comprise cash and cash equivalents, trade and other receivables, bank overdrafts, short-term loans, trade and other payables, accounts payable for equipment, liabilities under finance lease agreements, long-term loans, and debts under former rehabilitation plan. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade and other receivables. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the Company and its subsidiaries do not have high concentrations of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables stated in the statement of financial position.

Interest rate risk

Exposure to interest rate risk of the Company and its subsidiaries relates primarily to its deposits with financial institutions, short-term loans, accounts payable for equipment, liabilities under finance lease agreements, long-term loans and debts under former rehabilitation plan. However, since most of financial assets and liabilities of the Company and its subsidiaries bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

Foreign currency risk

The exposure of the subsidiaries to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies. The subsidiaries seek to reduce this risk by entering into forward exchange contracts when they considers appropriate. Generally, the forward contracts mature within one year.

As at 31 December 2015, the balances of financial assets and liabilities of the subsidiaries denominated in foreign currencies which were unhedged are summarised below.

Foreign currency	Consolidated financial statements				Average exchange rate	
	Financial assets		Financial liabilities			
	2015	2014	2015	2014	2015	2014
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	52	2	44	62	36.09	32.96

37.2 Fair values of financial instruments

Since the majority of financial instruments of the Company and its subsidiaries are short-term in nature. Accounts payable for equipment, liabilities under finance lease agreements, long-term loans and debts under former rehabilitation plan carry interest at rates close to market rates. Their fair value are not expected to be materially different from the amounts presented in the statements of financial position.

A fair value is the amount for which an asset can be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction. The fair value is determined by reference to the market price of the financial instrument or by using an appropriate valuation technique, depending on the nature of the instrument.

38. Capital management

The primary objective of the capital management of the Company and its subsidiaries is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern.

As at 31 December 2015, the Group's debt to equity ratio was 1.99:1 (2014: 0.78:1) and the Company was 2.67:1 (2014: 0.17:1).

39. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 25 January 2016.



JASMINE INTERNATIONAL PUBLIC COMPANY LIMITED

200, 29th- 30th FL., Jasmine International Tower
Moo 4, Chaengwatana Road, Pakkred Sub-district,
Pakkred district, Nonthaburi 11120
Tel : (66) 0 2100 3000
Fax : (66) 0 2100 3150-2

www.jasmine.com