



[TRANSLATION]

Our Ref. JTS/CS-001/2562

January 9, 2019

Subject : Resolutions of the Board of Directors' Meeting on the Entering into the Connected Transaction and the Scheduling of the Extraordinary General Meeting of Shareholders No. 1/2019

Attention : The President of the Stock Exchange of Thailand

Enclosure : Information Memorandum on Connected Transaction with respect to the Offer of Financial Assistance to Connected Person

Jasmine Telecom Systems Public Company Limited (the "**Company**") would like to inform you of the resolutions of the Board of Directors' Meeting No. 1/2019, convened on January 9, 2019. The Board of Directors resolved to consider and approve the following material businesses as follows:

1. The Board of Directors proposed that the shareholders' meeting consider and endorse the minutes of the 2018 Annual General Meeting of Shareholders, convened on April 27, 2018.
2. The Board of Directors proposed that the shareholders' meeting consider and approve the granting of a loan, amounting THB 300,000,000 (three hundred million baht only) with interest of 2.08 percent per annum, totaling THB 312,480,000 (loan amount plus interest), with the term of loan for 12 months with an extension right for another 12 months, totally not exceeding the period of 24 months, to a connected person of the Company, Jasmine International Public Company Limited ("**JAS**") (JAS is a shareholder of the Company, directly holding 32.80 percent of the shares in the Company and indirectly holding 9.06 percent of the shares in the Company through ACeS Regional Services Co., Ltd. and 9.05 percent of the shares in the Company through T.J.P. Engineering Co., Ltd.; thus, having the total direct and indirect shareholding in the Company of 50.91 percent of the total issued shares) (the "**Granting of Loan Transaction**").

The Granting of Loan Transaction constitutes a connected transaction as it is an entering into a transaction with a major shareholder of the Company. The Granting of Loan Transaction is classified as a Class 5 Connected Transaction, i.e., an offer of financial assistance, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (collectively, the "**Notifications on Connected Transactions**"). The transaction represents the highest transaction value of 32.26 percent of the net tangible assets of the Company (the net tangible assets as at September 30, 2018 was THB 968,656,003 (nine hundred sixty-eight million, six hundred fifty-six thousand and three baht)) calculated based on the reviewed consolidated financial statements of the Company for the period ending September 30, 2018.

In this regard, the Board of Directors' Meeting No.8/2018, convened on December 28, 2018 has resolved to approve the Company to grant a loan, amounting THB 27,500,000 with interest of 2.08 percent per annum with the term of loan for 12 months with an extension right for another 12 months, totally not exceeding the period of 24 months, to a connected person of the Company, Jasmine International Public Company Limited ("**JAS**"). The granting of loan transaction including the interest incurred therefrom represents the highest transaction value of 2.96 percent of the net tangible assets of the Company (the net tangible assets as at September 30, 2018 was THB 968,656,003 (nine hundred sixty-eight million, six hundred fifty-six thousand and three baht)).

The granting of loan as detailed above plus the latest loan transaction granted to JAS constitutes the total transaction value of 35.22 percent of the net tangible assets of the Company (the net

tangible assets as at September 30, 2018 was THB 968,656,003 (nine hundred sixty-eight million, six hundred fifty-six thousand and three baht)).

As the transaction value exceeds 3.00 percent of the net tangible assets of the Company, the Company has the following duties:

- (1) To disclose the information memorandum on the Granting of Loan Transaction as required by the Notifications on Connected Transactions;
- (2) To convene a shareholders' meeting to seek approval on the Granting of Loan Transaction, whereby the resolution shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by the interested shareholders;
- (3) To appoint an independent financial advisor (IFA) to provide opinions on the Granting of Loan Transaction, including to submit such opinions to the Office of the Securities and Exchange Commission (the "**SEC**"), the Stock Exchange of Thailand (the "**Stock Exchange**") and the shareholders.

The details on the offer of financial assistance or the Granting of Loan Transaction are set out in the Information Memorandum on Connected Transaction with respect to the Offer of Financial Assistance to Connected Person, attached hereto as the Enclosure

3. The Board of Directors approved the appointment of OptAsia Capital Co., Ltd. which is a financial advisor with its name under the approved list of the SEC, as the independent financial advisor to provide opinions on the connected transaction with respect to the offer of financial assistance.

4. The Board of Directors approved the scheduling of the Extraordinary General Meeting of Shareholders No. 1/2019 on Tuesday, February 26, 2019, at 10.00 a.m., at Auditorium, Jasmine International Tower, 3rd floor, No. 200, Moo 4, Chaengwatana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120, to discuss the following agenda items:

Agenda Item 1: To consider and endorse the Minutes of the 2018 Annual General Meeting of Shareholders, convened on April 27, 2018;

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

Agenda Item 3: Other matters (if any)

In this regard, January 24, 2019 is scheduled as the date to record the names of the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2019 (Record Date); furthermore, the Board of Directors, and/or the President, and/or any person appointed by the Board of Directors and/or the President, shall be authorized to amend or change the date to record the names of the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2019, including to amend or change the date, time, and venue of the Extraordinary General Meeting of Shareholders No. 1/2019 in the case of any issue concerning the preparation of documentation and information which results in a delay in the delivery of documentation and information to the shareholders within the period required by law, or in the case of any necessary circumstance requiring the Company to amend or change the date or time as appropriate.

The invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2019 together with the documents for the meeting are posted on the Company website (<http://www.jts.co.th>) on Wednesday, February 6, 2019.

Please be informed accordingly.

Sincerely yours,
Jasmine Telecom Systems Public Company Limited.

[Pleumjai Sinarkorn]
(Mr. Pleumjai Sinarkorn)
Chairman of the Board of Directors

**Information Memorandum on Connected Transaction:
The Offer of Financial Assistance to Connected Person**

Jasmine Telecom Systems Public Company Limited (the “**Company**”) would like to inform you that the Board of Directors’ Meeting No. 1/2019, convened on January 9, 2019, resolved to propose that the shareholders’ meeting consider and approve the granting of a loan, amounting THB 300,000,000 (three hundred million baht only) with interest of 2.08 percent per annum, totaling THB 312,480,000 (loan amount plus interest), with the term of loan for 12 months with an extension right for another 12 months, totally not exceeding the period of 24 months, to a connected person of the Company, Jasmine International Public Company Limited (“**JAS**”) (JAS is a shareholder of the Company, directly holding 32.80 percent of the shares in the Company, and indirectly holding 9.06 percent of the shares in the Company through ACeS Regional Services Co., Ltd. and 9.05 percent of the shares in the Company through T.J.P. Engineering Co., Ltd.; thus, having the total direct and indirect shareholding in the Company of 50.91 percent of the total issued shares) (the “**Granting of Loan Transaction**”).

The Granting of Loan Transaction constitutes a connected transaction as it is an entering into a transaction with a major shareholder of the Company. The Granting of Loan Transaction is classified as a Class 5 Connected Transaction, i.e., an offer of financial assistance, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (collectively, the “**Notifications on Connected Transactions**”). The transaction represents the highest transaction value of 32.26 percent of the net tangible assets of the Company (the net tangible assets as at September 30, 2018 was THB 968,656,003 (nine hundred sixty-eight million, six hundred fifty-six thousand and three baht)) calculated based on the reviewed consolidated financial statements of the Company for the period ending September 30, 2018.

In this regard, the Board of Directors’ Meeting No.8/2018, convened on December 28, 2018, resolved to approve the Company to grant a loan, amounting THB 27,500,000 with interest of 2.08 percent per annum, totaling THB 28,644,000 (loan amount plus interest) with the term of loan for 12 months with an extension right for another 12 months, totally not exceeding the period of 24 months, to a connected person of the Company, Jasmine International Public Company Limited (“**JAS**”). The granting of loan transaction, including the interest incurred therefrom, represented the highest transaction value of 2.96 percent of the net tangible assets of the Company as at September 30, 2018, calculated based on the reviewed consolidated financial statements of the Company for the period ending September 30, 2018. Since the transaction value did not exceed 3.0 percent of the net tangible assets of the Company, it was required that the transaction be approved by the Board of Directors’ Meeting, prior to the Company’s entering into it and disclosing the information memorandum related to it accordingly to the Stock Exchange of Thailand.

The granting of loan as detailed above plus the latest loan transaction granted to JAS constitutes the total transaction value of 35.22 percent of the net tangible assets of the Company as at September 30, 2018.

As the transaction value exceeds 3.00 percent of the net tangible assets of the Company, the Company has the following duties:

- (1) To disclose the information memorandum on the Granting of Loan Transaction as required by the Notifications on Connected Transactions;
- (2) To convene a shareholders’ meeting to seek approval on the Granting of Loan Transaction, whereby the resolution shall be passed by votes of no less than three-quarters of the total votes cast by the

shareholders attending the meeting and eligible to vote, without counting the votes cast by the interested shareholders;

- (3) To appoint an independent financial advisor (IFA) to provide opinions on the Granting of Loan Transaction, including to submit such opinions to the Office of the Securities and Exchange Commission (the “SEC”), the Stock Exchange of Thailand (the “Stock Exchange”) and the shareholders.

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

1. Transaction date

After the Extraordinary General Meeting of Shareholders No. 1/2019, to be convened on February 26, 2019, resolves to approve the entering into the transaction.

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

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

3. General characteristics of the transaction

The Company resolved to grant JAS a loan, amounting THB 300,000,000 (three hundred million baht only) with interest of 2.08 percent per annum, totaling THB 312,480,000 (loan amount plus interest) to use as working capital, with the term of loan for 12 months with an extension right for another 12 months, totally not exceeding the period of 24 months, under the condition that JAS is required to repay the Company an interest once every quarter.

The interest rate which the Company agreed with JAS to pay is an interest rate at the fixed deposit interest rate of 12 months weighted average of three major financial institutions (i.e. Bangkok Bank, Krung Thai Bank and Kasikorn Thai bank), as at the date on which the Board of Directors resolved to propose that the shareholders’ meeting consider and approve an offer of financial assistance or the Granting of Loan Transaction, which is equivalent to the rate of 1.08 percent per annum plus 1 percent. Such amount is even more than the return that the Company may have obtained if it had continually deposited such amount with a financial institution at which the Company generally would have deposited its money for the same period. However, provided that JAS wishes to extend the right after the first 12-month due of loan, the Company will consider adjusting the fixed deposit interest rate anew to be in accordance with the latest rate for such period, announced by each bank.

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

The Granting of Loan Transaction including the interest incurred therefrom represents the highest transaction value of 32.26 percent of the net tangible assets of the Company (the net tangible assets as at September 30, 2018 was THB 968,656,003 (nine hundred sixty-eight million, six hundred fifty-six thousand and three baht)) calculated based on the reviewed consolidated financial statements of the Company for the period ending September 30, 2018.

In this regard, the Board of Directors' Meeting No.8/2018, convened on December 28, 2018 has resolved to approve the Company to grant a loan, amounting THB 27,500,000. The granting of loan transaction including the interest incurred therefrom represents the highest transaction value of 2.96 percent of the net tangible assets of the Company as at September 30, 2018.

The granting of loan as detailed above plus the latest loan transaction granted to JAS constitutes the total transaction value of 35.22 percent of the net tangible assets of the Company (the net tangible assets as at September 30, 2018 was THB 968,656,003 (nine hundred sixty-eight million, six hundred fifty-six thousand and three baht)).

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

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

	Name	Nature of Interests	Number of Shares held in the Company (As at March 13, 2018)
1.	Jasmine International Public Company Limited	Major shareholder of the Company	231,714,400 shares (equivalent to 32.80 percent of the total issued shares of the Company)
2.	ACeS Regional Services Co., Ltd. ¹	Shareholder of the Company and subsidiary of JAS	64,027,700 shares (equivalent to 9.06 percent of the total issued shares of the Company)
3.	T.J.P. Engineering Co., Ltd. ²		63,918,000 shares (equivalent to 9.05 percent of the total issued shares of the Company)
4.	Mr. Pleumjai Sinarkorn	Director of JAS	50,000 shares (equivalent to 0.01 percent of the total issued shares of the Company)

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

2. T.J.P. Engineering Co., Ltd. (“**TJP**”) is a subsidiary of JAS, whereby 80 percent of its shares are held by JAS and the other 20 percent are held by Acumen Co., Ltd. (“**ACU**”) which is another subsidiary of JAS.

JAS, ACeS Regional Services Co., Ltd. and T.J.P. Engineering Co., Ltd., including Mr. Pleumjai Sinarkorn are interested shareholders of the Company who are not entitled to cast votes on the agenda item in the shareholders’ meeting which proposes that the meeting consider and approve the offer for financial assistance or the Granting of Loan Transaction which has been provided to JAS.

6. Sources of funds and sufficiency of the working capital

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

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

At the Board of Directors’ Meeting No. 1/2019, convened on January 9, 2019 to propose that the shareholders’ meeting consider and approve the offer of financial assistance (or the Granting of Loan Transaction) to JAS, there were three directors namely, Mr. Pleumjai Sinarkorn, Chairman of the Board of Directors, Mrs. Nonglug Pongsrihadulchai, Director and Mrs. Nitt Visesphan, Director, who are considered as interested directors with respect to this matter (collectively, the “**Interested Directors**”). As a result, such Interested Directors did not attend the meeting nor did they cast votes on such agenda item.

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

After due consideration by taking into account the rationale and the best interests of the Company and its shareholders, the Board of Directors (not including the Interested Directors) was of the view that such transaction to offer the financial assistance is reasonable and would directly benefit the Company. Furthermore, the loan interest rate on this transaction is higher than the current maximum return rate that the Company receives from depositing funds with the financial institution. The Board of Directors then resolved to approve the offer of financial assistance to JAS, amounting to THB 300,000,000 (three hundred million baht only) with interest of 2.08 percent per annum and to propose that the Extraordinary General Meeting of Shareholders No.1/2019 consider and approve the offer of financial assistance or the Granting of Loan Transaction. In this regard, the Company has agreed to appoint an independent financial advisor (i.e. OptAsia Capital Co., Ltd.) to provide opinions to the shareholders on the reasonableness and benefits as well as the fairness and condition with respect to the Granting of Loan Transaction.

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

None.