

### 7.5.3 Personnel Training Policy of the Company

With years of experiences and successes that it has won throughout its own history as a telecommunications business operator, the Company always recognizes the importance of human resources as a key factor that drives the organization to success. Therefore, it has principally developed the personnel by enriching them with knowledge that is required by their jobs (Knowledge-based development scheme). Besides, as a leading Internet Service Provider of Thailand, the Company has a long-term plan an objective of which is to enable the personnel adapt themselves properly quickly in case of change.

Throughout the year 2016, the Company had supported and developed its personnel to acquire more knowledge and skills in addition to fostering positive attitudes at work by means of knowledge sharing method via several channels such as electronic media, training or seminars conducted either by experts invited from outside or experienced personnel within the organization, coaching by supervisors and among colleagues, on the job training, field trips both within the country and abroad and mutual learning between the management and the employees under Learning Organization guidelines.

Employees at all levels, whether it be executive, supervisor or practitioner, were developed for more skills that were beneficial to and required by their work ; for instances, management, service, sales, marketing, technology, and etc.; the average training period was 72 hours/person/year.

The Company provides its personnel with good welfare, chances of progress in their career paths, and reasonable compensation; thus, bringing about the personnel's work efficiency, love, organizational commitment and loyalty.

The Company is confident that human resources development that focuses on providing the personnel with good knowledge, intelligence, positive attitudes and good morale will further enhance strong and sustainable growth of the organization.

## 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 and Creditors** : The Company has a policy to treat both the counterparts and the 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, 6 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](mailto: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 2016, 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 2016 AGM) on 29 April 2016; all the Company's directors attended the meeting.
3. The shareholders' meeting was 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 2016 AGM beforehand by:
  - posting the invitation letter to the 2016 AGM on its website ([www.jasmine.com](http://www.jasmine.com)) 31 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.
5. The Company has 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 2016 are as follows:-
- At the 2016 AGM, 313 shareholders assigned the Company's Independent Directors, namely, Mr.Sudhitham Chirathivat, Dr.Vichit Yamboonruang Dr.Yodhin Anavil and Mrs.Chantra Purnariksha to vote on their behalves. In the like manner, 1 shareholder assigned Mr.Somboon Patcharasopak, the Company's director, to vote on his behalf.
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 2016, 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/](http://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](http://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](http://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](mailto: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](mailto: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](http://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 2016, the Company completely complied with the regulation on such matter. Throughout the year, 13 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 2016, the Company's subcommittees arranged their meetings as summarized below:-

- The Audit Committee held 5 meetings. All the committee members completed their attendance in 3 of the meetings. As for each of the other 2 meetings, it was not attended by Dr.Vichit Yamboonruang and Mrs.Chantra Purnariksha, respectively.
- The Risk Management Committee held 4 meetings. All the committee members completed their attendance.
- The Remuneration and Nomination Committee held 3 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 2016, 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
<b>Board of Directors</b>		
- 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 and the Development of the Executives	99.42
- As an Individual	1. Structure and Qualifications of the Committee 2. The Committee Meetings 3. Roles and Responsibilities of the Committee	100
<b>Chief Executive Officer</b>	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	98.83

Type of Committee	Evaluation Criteria	Percentage of Average of Good and Excellent Performance Evaluation Result
<b>Audit Committee</b>		
- As a party	1. Structure and Qualifications of the Committee 2. The Committee Meetings 3. Roles and Responsibilities 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
<b>Risk Management Committee</b>		
- As a party	1. Structure and Qualifications of the Committee 2. The Committee Meetings 3. Roles and Responsibilities 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
<b>Remuneration and Nomination Committee</b>		
- 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. The Company supports its Directors to attend courses that are beneficial to their roles and duties. In 2016, a Company's Director attended the following forum and seminar:-
- 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.
  - CG Forum 3/2016, titled "Corruption in an Organization, a Dark Threat that can be Prevented and Controlled", organized by the SET.
  - Seminar on "Directors' Compensation Survey 2016", organized by Thai Institute of Directors (IOD)

9. In January, 2017, the Board of Directors' meeting has amended the Company's Corporate Governance on the authority and duties of the Director and President, the Chief Executive Officer and the Remuneration and Nomination Committee.

## 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 work of the Director and President and the Management team and determines their remuneration and other benefits; he is also responsible

for approving the Company's business plan and adjusting it to suit with current business situation. 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 Director and President*

The Director and President manages, administers, and implements the normal functions of the Company in such a way as to further the interests of the Company. The scope of authority and duties of the Director and President are determined by the Chief Executive Officer as follows:

1. The Director and 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 Chief Executive Officer under all relevant laws, and the scope of authority determined by the Board of Directors.
2. The Director and 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 Director and President may assign or delegate his/her authority to any individual as his/her 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 Director and 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<br>(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, the subcommittees and the Chief Executive Officer of the Company, appointed by the Board of Directors
2. To determine remuneration and other benefits for the Board of Directors, the subcommittees and the Chief Executive Officer of the Company, 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 Director 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 Director 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     | Jerauswapong    | 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 authority<sup>1)</sup> in the company, including the shares held by the persons who are related to him
2. Not assuming, both at present and in the past of at least 2 years prior to the appointment

date, the position of executive director, employee, staff or advisor receiving regular salary or having controlling authority in the company, holding company, subsidiary, associated company, subsidiary of the same level or a major shareholder or any person having controlling authority in the company; this condition does not include an Independent Director who used to be a government officer or advisor to any official sector<sup>2)</sup> who is a major shareholder or a person having the controlling authority in the company

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

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

### 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 10,670,000 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

# Social Responsibility

Throughout the past years, Jasmine International PCL has not just consistently adhered to the principle of good corporate governance in order to ensure the utmost transparency but has also been determined to continually give back to the society in various aspects especially in education. We firmly believe that education is the foundation of social and economic development of any nations, therefore, we are committing to providing education opportunities for youth at the elementary level through deferent campaign activities. These children will soon become the pillar that brings sustainable growth to the country. Additionally, Jasmine International PCL continuously puts its great effort into building a cordial relationship within the communities and Thai society as a whole.



**3BB** บรอดแบนด์  
BROADBAND  
อินเทอร์เน็ต **ฟรี**  
เพื่อการศึกษ

## Education

“Free Broadband Internet for Education” was a campaign that we provided high speed internet and WiFi to underprivileged schools. This was among the giving back activities that Jasmine International PCL and Triple T Broadband PCL or 3BB constantly contribute to the communities and society. With the conviction that “youth” and “education” are the most valuable assets to any society, we are committed to promoting education development to elementary schools across the nation. Through our technologies, children are allowed to have unlimited access to all kinds of beneficial knowledge and information which will eventually contribute to the improvement of education development of these children.



**JASCSR** | **JAS CSR FOR CHILDREN**  
Corporate Social Responsibility  
[www.facebook.com/jascsr](http://www.facebook.com/jascsr)

“JAS CSR for Children” was a campaign that we provided education scholarships, sports uniforms, footballs and other sports equipment, organized recreational activities and offered lunches to many schools. Additionally, we also arranged soccer matches to promote a relationship between Jasmine’s staff and community members.



# Social Responsibility

## Environment

Jasmine International PCL places a high priority on its responsibility toward the environment. To start with, the Company focuses its effort in cultivating the environmental awareness in its staff by having them actively take part in the practice of ecosystem restoration and rehabilitation with the aim of returning the ecosystem as closely as possible to pre-disturbance conditions and functions as in the past.

- In an effort to bring back the abundance of nature and to rehabilitate the environment of mangrove forest, JAS staff joined hands to plant mangrove trees at the Princess Mangrove Plantation, Sirindhorn International Environmental Park, Cha-Am District, Phetchaburi.



## Other social responsibility campaign activities

- “JAS CSR: Braille for the Blind” was another campaign that Jasmine Group and its subsidiaries did not just provide financial assistance but our board of directors and staff from all levels also cooperatively collected old desk calendars and donated them to the Foundation for the Blind in Thailand under the Royal Patronage of H.M. the Queen. These donated calendars were used to make Braille word cards, educational materials for blind students.



- In addition, Jasmine International (PCL) and its subsidiaries organized a robe offering ceremony to raise fund to build meditation hall, ordination hall, and grand pagoda at Wat Wachirathamawas (Wat Chalermprikiat Baromrachanusorn for King Rama IV) Lad Krabang District, Bangkok.

- “Jasmine Group Helping Heart for Flood Victims in Nakhon Si Thammarat” was a campaign that staff of Jasmine International (PCL) and Triple T Broadband (PCL) came together and helped packing and delivering disaster relief packages to flood victims in Nakhon Si Thammarat Province.

Jasmine International PCL and its subsidiaries operate its businesses under the principle of good corporate governance to warrant its maximum capability in addressing the needs of customers. The Company continues to commit itself toward the constant development of its businesses in parallel with contributing to the development of the country to ensure its permanent sustainability in all aspects.



# 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 places importance on internal control system, both at the management and the operation levels. To enhance internal control efficiency, the Company has set up scope of authority and duties clearly in writing for its management and officers; the roles of the workers and the monitors are appropriately separated. The Office of Internal Audit is responsible for auditing the work of every department organization-wide to be in accordance with the principles of Good Corporate Governance.

At the Board of Directors' Meeting No.1/2017, convened on 17 January 2017, the Audit Committee reported that it had evaluated the Company's internal control system based on the review of Internal Audit reports, the discussion made with the Office of Internal Audit and the results of internal control adequacy evaluation, the evaluation form of which was prepared in line with the Internal Control Adequacy Evaluation Form set up by the Office of the Securities and Exchange Commission (the "SEC"). The Company's internal control system adequacy evaluation results for the year 2016 can be summarized as follows.

#### Control Environment

The Company has set up its business goal to be clear and evaluable. In addition, the policy on good corporate governance has been put into writing; the ethical principles have been stipulated to prevent conflicts of interest, taking into consideration fair treatment to every group of the stakeholders. The organizational structure and the chain of command are clear; thus, intensifying the balance of power. Manuals for all the work systems are prepared for the officers to use as their work guideline in which details of responsibilities, duties and internal audit are explained.

#### Risk Assessment

The Board of Directors recognizes the importance of defining strategies and business goals, the Risk Management Committee; therefore, has been established, comprising members who are representatives from the Company and the subsidiaries, to be responsible for creating risk management plans, assessing risks, overseeing risk management of the Company to be appropriate and efficient enough to mitigate risks to an acceptable level, enabling the Company's business operation to continue without cease and achieve its goals even in the volatile conditions.

#### Control Activities

To enable the officers of the Company to conform to the control activities properly, the Company has drawn up clear work policies and work instructions that cover all the work procedures, identifying persons in charge and clear work period in writing. Such policies and work procedures are regularly reviewed for appropriateness. Control activities of the Company also embrace such key operation systems as annual budget preparation and approval. Also as a control activity, the Company has appointed directors and executives to supervise the operation of its subsidiaries to be in line with its policies and strategic directions.

#### Information & Communication

The Company places importance on information and communication system; thus, it continuously gives support to IT system development to assure data update and information accuracy. IT safety policy has been set up to provide security for IT usage and information storage. Moreover, many efficient communication

channels are provided both for the contact within the organization and the contact between the Company and its external stakeholders.

IT periodic reports with quality analytical information have been prepared to enable the internal control to continue as planned.

### **Monitoring Activities**

The Company follows up internal control progress and regularly evaluates it to ensure that the results are consistent with the goals it has set. The Office of Internal Audit is responsible for auditing the work of the Company and its subsidiaries according to the audit plan that is laid out in advance, placing emphasis on relevant risk factors. The Audit result reports as well as the follow-up progress are presented to the Board of Directors and the Audit Committee.

The Audit Committee has reviewed and evaluated the Company's internal control system and is of the opinion that it is appropriate; the provision of man power is adequate to enhance the success of internal control as planned. Ultimately, the operation of both the Company and its subsidiaries is supervised to proceed efficiently.

## **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 2016 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 2016). 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 2016, 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 2016
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 Talent Studio 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 68.61% (as at 9 January 2017)	- PA executed contracts for leasing office space at Jasmine International Tower, billboard, and other facility services.	57
		- 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	5,343

11.2 In 2016, 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 2016
Mono Group, comprising 1. Mono Generation Co.,Ltd. 2. Mono Technology Co., Ltd. 3. Mono Broadcast 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 68.61% (as at 9 January 2017)	- TTTI bought its program license and utilized advertising service and media.	21
		- TTTBB utilized the advertising service and media.	9
JASIF	JAS holds 33.33% of the total units	- TTTBB entered into the Lease Agreement of the Optical Fiber Cable with JASIF.	4,110

## 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 Triyantakul, Certified Public Accountant (Thailand) No.4498 of EY Office Limited, located at No.193/136-137, 33<sup>rd</sup> 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 2014, 2015 and 2016, 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. Subsequently, on 19 August 2016, a concession provider submitted a dispute proposal to the Arbitration Institute, asking a subsidiary to return the excess revenue sharing received based on the co-investor agreement and to pay opportunity costs, together amounting to approximately Baht 9,931 million. This is currently being considered by the Arbitration Institute. Furthermore, on 26 August 2016, a concession provider submitted a dispute proposal to the Arbitration Institute, asking a subsidiary and another subsidiary to pay costs, damages with interest and business opportunity costs in total amounting to approximately Baht 258 million. The management and the legal advisor of the subsidiaries believe that the subsidiaries have fully complied with the co-investor agreement. The ruling to the revenue sharing rate negotiation may significantly impact on the balance of such trade receivable, the costs and damages which may result from the above event, 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 balances 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 1,965 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 301 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 Company has disputed the authority of the Central Intellectual Property and International Trade Court in respect of these cases to the Supreme Court. Currently, the Central Intellectual Property Court has temporarily struck the lawsuits brought by two plaintiffs from the case list while awaiting a ruling from the president of the Supreme Court on the authority of the Court. The lawsuits brought by the other three plaintiffs 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. However, as a result of the execution of a sale and purchase of tablets agreement between the subsidiary and a local counterparty, the subsidiary received a cash performance bond of Baht 38 million from this counterparty. The subsidiary has a legal right to seize this amount as compensation for losses caused by this company or incurred as a result of a breach of agreement by this company. The subsidiary recorded the performance bond as a liability and treated the amount as if it was a provision for any penalties and losses that might be incurred. 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. A subsidiary was unable to obtain a spectrum license for International Mobile Telecommunications in the frequency band 900 MHz; however, during the current year the subsidiary made payment of damages.
2. The management of the subsidiary is of the opinion that the settlement of outstanding balances with an unrelated company 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					
	2016		2015		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Balance sheet</b>						
Cash and cash equivalents	2,482	5.21	7,880	15.51	1,501	6.53
Trade and other receivables	3,020	6.35	3,088	6.08	3,169	13.79
Inventories	-	-	-	-	27	0.12
Total current assets	7,390	15.53	17,027	33.52	9,209	40.07
Investments in associates	6,850	14.39	8,770	17.27	24	0.10
Property, plant, and equipment	28,491	59.86	19,501	38.39	13,087	56.95
Other non-current assets	177	0.37	139	0.27	86	0.37
Total assets	47,594	100	50,796	100	22,982	100.00
Short-term loans from banks	2,229	4.68	1,519	2.99	2,458	10.70
Trade and other payables	3,950	8.30	3,753	7.39	2,950	12.84
Total current liabilities	11,990	25.19	18,279	35.99	8,559	37.24
Long-term liabilities	23,478	49.33	14,674	28.89	1,232	5.36
Total liabilities	36,327	76.33	33,785	66.51	10,055	43.75
Registered capital issued and fully paid-up	2,968	6.24	3,567	7.02	3,569	15.53
Appropriated retained earnings	1,012	2.13	892	1.76	850	3.70
Unappropriated retained earnings	4,418	9.28	10,862	21.38	7,434	32.35
Total shareholders' equity	11,267	23.67	17,010	33.49	12,927	56.25
<b>Profit and Loss Statement</b>						
Sales and service Income	15,619	100.00	13,983	100.00	12,268	100.00
Other income	2,532	16.21	19,444	139.06	143	1.16
Total revenues	18,151	116.21	33,427	239.06	12,411	101.16
Cost of sales and services	9,711	62.17	8,407	60.12	4,713	38.42
Selling, servicing and administrative expenses	3,926	25.13	3,347	23.94	2,889	23.55
Losses on impairment of assets	-	-	-	-	37	0.31
Loss on recording provision for reversal of judgment by the Supreme Court	-	-	-	-	277	2.26
Damages from non-compliance with the conditions precedent to be met before granting a license	841	5.38	-	-	-	-
Doubtful accounts and bad debt	338	2.16	223	1.59	163	1.33
Finance cost	395	2.53	197	1.41	297	2.42
Net Profit (Loss)	3,002	19.22	15,710	112.36	3,271	26.66
<b>Cash flow Statement</b>						
Net cash (used in) operating activities	(2,480)		(2,721)		6,809	
Net cash from investing activities	2,845		28,403		(2,761)	
Net cash (used in) financing activities	(5,763)		(19,303)		(5,544)	
Net increase (decrease) in cash and cash equivalents	(5,398)		6,379		(1,496)	

## 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		
		2016	2015	2014
<b>Liquidity Ratio</b>				
Current Ratio	(Time)	0.62	0.93	1.08
Quick Ratio	(Time)	0.49	0.67	0.65
Cash Ratio	(Time)	(0.16)	(0.20)	0.89
Receivable Turnover	(Time)	5.11	4.47	3.59
Average Collection Period	(Day)	70	81	100
Inventory Turnover	(Time)	-	614.18	140.91
Holding Period	(Day)	-	1	3
Payable Turnover	(Time)	2.52	2.51	1.69
Average Payment Period	(Day)	143	144	213
Cash Cycle	(Day)	(72)	(62)	(110)
<b>Profitability Ratio</b>				
Gross Profit Margin	%	37.83	39.88	61.58
Operating Profit Margin	%	17.69	20.87	31.41
Other Profit Margin	%	13.95	58.17	1.15
Cash to Profitability Ratio	%	(89.74)	(93.24)	176.68
Net Profit Margin	%	16.54	47.00	26.35
Return on Equity	%	21.23	104.96	25.76
<b>Efficiency Ratio</b>				
Return on Assets	(Time)	6.10	42.59	14.63
Return on Fixed Assets	(Time)	23.40	108.87	40.99
Total Assets Turnover	(Time)	0.37	0.91	0.56
<b>Financial Policy Ratio</b>				
Debt to Equity Ratio	(Time)	3.22	1.99	0.78
Interest Coverage Ratio	(Time)	(4.13)	16.72	25.53
Leverage Ratio (Cash Basis)	(Time)	(0.23)	(0.06)	0.87
<b>% Growth Ratio</b>				
Total Assets	%	(6.30)	121.03	5.74
Total Liabilities	%	7.52	236.00	8.54
Sales and Service Income	%	11.70	13.97	10.30
Operating Expenses	%	17.29	15.86	12.72
Net Profit (Loss)	%	(80.89)	380.31	8.94

# Management Discussion and Analysis (MD&A)

## 13. Management Discussion and Analysis (MD&A)

### Overview

For many years up to the present time, Internet market has been growing steadily not only as a consequence of the changing customers' behavior, but also the government's policy which aims at moving the country towards the true "Digital Economy" and states its emphasis on increasing both the Internet access and the number of Internet users by means of supporting the expansion of quality fixed-line broadband to cover the village level nationwide, including the areas without commercial potential and still have no Internet service. Thus, to achieve the aim, it is necessary to rely on digital technology and high-speed Internet as a substantial driving force.

Regarding competition, Internet market is currently experiencing high competitions. Last year, a big mobile operator began aggressively penetrating into the fixed line Internet market, as a new service provider, resulting in intense price and marketing competitions. Despite this situation, due to Thailand's not-very- high proportion of broadband Internet usage per household, compared to other countries'; the government's policy that focuses supporting Internet service expansion; the increasing demand of Internet users and the changing behaviors of the customers in general, the Thai Internet market continues expanding.

The Company has been expanding its networks for more coverage to serve the need of broadband Internet users, especially at tourist spots and dense areas, in consistent with plans of city development and expansion. In 2016, the Company rapidly expanded broadband Internet networks to cover the village level nationwide. It also increased marketing and service channels to enable competitiveness in quality, price, and prompt service to be in accordance with its goal of becoming a broadband Internet leader in terms of quality and speed. Moreover, the Company has upgraded its ADSL technology to become VDSL, a technology that enhances high speed service of up to 50 Mbps; expanded Broadband internet service via fiber optic network (FTTx technology) and developed the value-added services to meet a variety of demands of the customers. Moreover, it has promoted Internet usage to the new targets; resulting in continuous increase in the number of the subscribers. In 2016, 3BB had approximately 432,000 additional subscribers, increasing when compared to the year 2015 in which there were approximately 343,800 subscribers.

Due to the growth of the number of Internet subscribers, the total operating revenue for the year 2016 of the Company increased by 10%, in comparison to that of the year 2015. Nevertheless, the record of the rental fee of the Optical Fiber Cables ("OFCs") paid to JASIF, including other expenses related to the Company's investment in network expansion that increased, resulted in the decrease in operating profit and profitability in 2016 when compared to the past year 2015. The Gross profit margin for the year 2016 was 38%, compared to that of 40% in 2015. The Company aims to increase its sales and services revenue and at the same time properly manage its cost and operating expenses in order to maintain future profitability. Concerning the delivery of assets to JASIF, the Company completely delivered the OFCs to JASIF in November 2016; it already recorded gain on sales of the OFCs to JASIF in 4Q2016.

During the year 2016, the Company completed the Treasury Stock Program for financial management, totaling 1,200 million shares; then, it decreased its capital by way of writing off such number of treasury shares, accordingly on 23 December 2016. The decrease in the registered capital would result in the increase in the Company's Earnings Per Share (EPS) which would in turn lead to the increase in Return on Equity, beneficial to the shareholders in case of dividend payment.

### Operating Performance

In 2016, the Company and its subsidiaries generated the operating profit of Bt 2,764 mn, when compared to Bt 2,991 mn in 2015, decreasing by Bt 155 mn, or 5%. This amount, when included by gain on sales of assets to JASIF, net tax of Bt 1,534 mn and deducted by the FX loss of the subsidiaries of Bt 105 mn, the allowance for debts from the rehabilitation plan of Bt 12 mn, the damage from non-compliance with the conditions precedent to be met before granting a license of JASMBB of Bt 841 mn, the allowance for doubtful accounts and bad debt of the subsidiaries of Bt 279 mn and the allowance for doubtful debts from the rehabilitation plan of TT&T of Bt 59 mn, resulted in the record of the net profit for the year 2016 of the Company and its subsidiaries of Bt 3,002 mn, compared to that of Bt 15,710 mn in 2015 (the net profit for the year 2015 included gain on sales of assets to JASIF, net tax of Bt 13,218 mn).

Unit : Bt mn

Item	2016	2015	% change
Operating profit	2,764	2,919	(5)
Gain on sales of assets to the fund, net	1,534	13,218	(89)
FX gain (loss)	(105)	(127)	17
Loss on recording provision for reversal of judgement by the Supreme Court	(12)	(12)	(0)
Damage from non-compliance with the conditions precedent to be met before granting a license	(841)	-	100
Doubtful accounts and bad debt	(338)	(223)	52
Deferred Tax	-	(64)	(134)
Net profit (loss)	3,002	15,710	(81)
Earning (loss) Per Share (Bt)	0.46	2.23	(79)

### Performance breakdown by business unit

Performance breakdown by business unit in 2016 and 2015 is as follows:-

Unit : Bt mn

Company	Total Revenue		
	2016	2015	% Change
<b>Broadband Business</b>			
1. Triple T Broadband Public Company Limited	2,436	19,262	(87)
2. Triple T Internet Company Limited	14,517	12,684	14
<b>Total</b>	<b>16,953</b>	<b>31,946</b>	<b>(47)</b>

Unit : Bt mn

Company	Total Revenue		
	2016	2015	% Change
<b>Telecom Network &amp; Service Provider Business</b>			
1. Jasmine Submarine Telecommunications Company Limited	16	16	-
2. Thai Long Distance Telecommunications Company Limited	-	-	-
3. JasTel Network Company Limited	583	691	(16)
4. Jasmine Internet Company Limited	261	310	(16)
5. Acumen Company Limited	43	76	(43)
6. ACeS Regional Services Company Limited	63	87	(28)
7. Smart Highway Company Limited	1	1	-
<b>Total</b>	<b>967</b>	<b>1,181</b>	<b>(18)</b>
<b>System Integration Business</b>			
1. Jasmine Telecom Systems Public Company Limited	27	23	17
2. Cloud Computing Solutions Company Limited	32	22	45
<b>Total</b>	<b>59</b>	<b>45</b>	<b>31</b>
<b>Other Businesses</b>			
1. Jasmine International Public Company Limited	6	87	(93)
2. Premium Asset Company Limited	148	159	(7)
3. T.J.P.Engineering Company Limited	-	1	(100)
4. Others <sup>1)</sup>	18	8	125
<b>Total</b>	<b>172</b>	<b>255</b>	<b>(33)</b>
<b>Grand Total</b>	<b>18,151</b>	<b>33,427</b>	<b>(46)</b>

Remarks : <sup>1)</sup> Comprising JOIC, MCS, CPN, Three BB, ACT, JASMBB

## Revenue

In 2016, the total revenue of the Company and its subsidiaries was Bt 18,151 mn, compared to that of Bt 33,427 mn in 2015 (the total revenue in 2015 included gain on sales of assets to JASIF of Bt 18,859 mn), decreasing by 46%. Details are as follows:-

Item	2016	2015	% change
Sales and service income	15,619	13,983	12
Gains on sales of assets to the fund	2,160	18,859	(89)
Interest income	70	274	(74)
Other income	301	311	(3)
<b>Total</b>	<b>18,151</b>	<b>33,427</b>	<b>(46)</b>

## Sales and Service Income

In 2016, the Company and its subsidiaries totally obtained the sales and service income of Bt 15,619 mn, compared to that of Bt 13,982 mn in 2015, increasing by 12%. For the year 2016, contribution in sales and service income was mainly from Broadband Business, 93% of total sales and service income. Sales and service income breakdown by business unit are as follows:-

Unit : Bt mn

Type of business	2016	2015	% change
Broadband Business	14,510	12,677	14
Telecom Network & Service Provider Business	920	1,124	(18)
System Integration Business	43	32	34
Other Businesses	146	150	(3)
<b>Total</b>	<b>15,619</b>	<b>13,983</b>	<b>12</b>

In 2016, the sales and service income from Broadband Business was Bt 14,510 mn, compared to that of Bt 12,677 mn in 2015, increasing by 14%, a result of an increase in number of broadband Internet subscribers.

During the past year, TTTBB expanded its network footprint to cover the village level nationwide to meet the growing demand of the customers of broadband Internet service (ADSL and VDSL) and Broadband Internet service, via Fiber Optic (FTTx technology). In 2016, the TTTBB had approximately 432,000 additional subscribers, compared to the year 2015 in which there were approximately 343,800 subscribers.

In 2016, the sales and service income from Telecom Network & Service Provider Business was Bt 920 mn, decreasing by 18% , compared to that of Bt 1,124 mn in 2015. The decrease was due to the decrease in WiFi service income of ACU and satellite phone service income of ARS.

In 2016, the sales and service income from System Integration Business was Bt 43 mn, increasing by 34%, compared to that of Bt 32 mn in 2015. For Other Businesses, the sales and service income in 2016 was Bt 146 mn, decreasing by 3%, compared to that of Bt 150 mn in 2015.

## Gain on sales of assets to the Fund

In 2016, the record of gain on sales of the OFCs to JASIF was Bt 2,160 mn (gain on sales of assets to JASIF, net tax was Bt 1,534 mn). In November 2016, TTTBB completely delivered all the rest of the OFCs to JASIF (According to the schedule, the delivery of the last lot of OFCs was in January 2017). Thus, TTTBB delivered the OFCs totaling 980,500 core kilometers to JASIF.

The recognition of gain on sales of the OFCs in TTTBB's financial statements was recorded at Bt 3,240 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 Financial Reporting Standards, must not include this shareholding proportion of the Company in JASIF.

## Other income

In 2016, the Company and its subsidiaries recorded other income of Bt 371 mn (which comprised income from management and maintenance of assets of Bt 205 mn, interest income of Bt 70 mn and others of Bt 96 mn), compared to that of Bt 585 mn in 2015.

## Expenses

In 2016, the total expenses of the Company and its subsidiaries were Bt 14,921 mn, compared to Bt 12,104 mn in 2015, increasing by 23%. Details of expenses are as follows:-

Unit : Bt mn

Item	2016	2015	% change
Operating Expenses :			
- Cost of sales and services	9,711	8,407	16
- Selling and servicing expenses	1,156	1,000	16
- Administrative expenses	2,770	2,347	18
<b>Total Operating Expenses</b>	<b>13,637</b>	<b>11,754</b>	<b>16</b>
Doubtful accounts and bad debt	338	223	52
Damage from non-compliance with the conditions precedent to be met before granting a license	841	-	100
FX losses	105	127	(17)
<b>Total Expenses</b>	<b>14,921</b>	<b>12,104</b>	<b>23</b>

- In 2016, the operating expenses of the Company and its subsidiaries were Bt 13,637 mn in total, compared to Bt 11,754 mn in 2015, increasing by 16%. Details of expenses are as follows:-
  - 1) The cost of sales and services in 2016 was Bt 9,711 mn, compared to that of Bt 8,407 mn in 2015, increasing by 16%. Such increase was mainly due to the record of the OFC rental fee according to the 54 OFCs lease agreement with JASIF, the license fee and the USO fee paid to the NBTC. The gross margin for the year 2016 was at 38%, compared to 40% in the year 2015.
  - 2) The selling and servicing expenses and administrative expenses in 2016 were Bt 3,926 mn, compared to Bt 3,347 mn in 2015, increasing by 17%. 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 338 mn; of this amount was the allowance for doubtful accounts and bad debt of the subsidiaries, amounting Bt 279 mn and the allowance for doubtful debts from the rehabilitation plan of TT&T of the subsidiaries, amounting Bt 59 mn (Details as shown in Notes to the Financial Statements No. 9 and 10).
- In 2016, JASMBB recorded the damage from non-compliance with the conditions precedent to be met before granting a license of Bt 841 mn.
- The subsidiaries recorded FX losses of Bt 105 mn, comprising unrealized FX loss of Bt 135 mn and realized Fx gain of Bt 29 mn.

## Financial Expenses

In 2016, the financial expenses of the Company and its subsidiaries were Bt 395 mn, increasing by Bt 198 mn, when compared to Bt 197 mn in 2015 due to long-term loans and accounts payable for equipment of the Company and its subsidiaries. The financial expenses in 2016 included an additional allowance for interest expenses of debts from the rehabilitation plan of Bt 12 mn.

## Net profit (loss)

In 2016, the Company and its subsidiaries reported the total net profit Bt 3,002 mn, compared to that of Bt 15,710 mn in 2015 (the net profit for the year 2015 included gain on sales of assets to JASIF, net tax of Bt 13,218 mn). In 2016, Broadband Business generated the net profit of Bt 3,944 mn, decreasing by Bt 20,283 mn from the year 2015 (this amount, included gain on sales of assets to JASIF); Telecom Network & Service Provider Business generated the net profit of Bt 285 mn, decreasing by Bt 46 mn from the year 2015; System Integration Business generated the net loss of Bt 49 mn, compared to the net loss of Bt 15 mn in 2015, its net loss; thus, increased by Bt 34 mn from the year 2015. For Other Businesses, the net profit for the year 2016 was Bt 10,734 mn, decreasing by Bt 2,776 mn from that of the year 2015. After the elimination of the intercompany transaction, the Company and its subsidiaries recorded the net profit for the year 2016 at Bt 3,002 mn. When comparing with the total revenue (excluding gain on sales of assets to JASIF), the net profit margin for the year 2016 was 19%.

## Financial Position

### Assets

As at 31 December 2016, the Company and its subsidiaries had total assets of Bt 47,594 mn, compared to Bt 50,796 mn in 2015, decreasing by 6%. The total assets of the Company and its subsidiaries comprised:-

Item	31 December 2016		31 December 2015	
	Bt mn	% of Total Asset	Bt mn	% of Total Asset
Current assets	7,390	16	16,939	33
Non-current assets held for sale	-	-	88	0.2
PP&E, net	28,491	60	19,501	38
Other non-current assets	11,713	25	14,268	28

As at 31 December 2016, the Company and its subsidiaries had current assets of Bt 7,390 mn, representing 16% of total assets, compared to Bt 16,939 mn at the end of 2015, decreasing by Bt 9,549 mn or 56%. The decrease was mostly because:-

- Cash and cash deposits with banks decreased by Bt 6,217 mn from the year 2015 due to the dividend payment for the year 2015 at the rate of Bt 0.30 per share, two times of interim dividend payment at the rate of Bt 0.15 per share each, the dividend payment of the subsidiaries totaling approximately Bt 3,944 mn, cash paid to purchase treasury shares, totaling 1,200 mn shares, amounting to approximately Bt 6,004 mn, cash received from dividend from JASIF of Bt 1,632 mn, cash received from short-term loans from JASIF of Bt 3,850 mn and cash received from the conversion of JAS-W3.
- Short-term loans to related parties decreased by Bt 3,850 mn. In 2015, TTTBB agreed to grant a loan to JASIF for the VAT payment from the purchase of the OFCs of JASIF. In January 2016, JASIF had completely repaid this loan to TTTBB.
- Other current assets increased by Bt 516 mn from the year 2015, mainly due to the revenue department receivable from the increase in overpayment of vat on purchase (input vat) of TTTBB.

The net of Property, plant and equipment was recorded at Bt 28,491 mn or 60% of the total assets, increasing by Bt 8,990 mn or 46%, compared to that recorded at the end of the year 2015, mainly

because of the increase in assets of the subsidiaries as a result of investment in network expansion for more extensive coverage to support of service provision of TTTBB. TTTBB entered into agreements to purchase equipment with suppliers. Under the purchase agreements, TTTBB is obliged to make payment within 3 years. In 2016, the amount to be paid according to this agreement was approximately Bt 766 mn which was recorded in the current portion of accounts payable for equipment in the financial statements.

At the end of 2016, other non-current assets were recorded at Bt 11,713 mn, decreasing by Bt 2,555 mn or 18% from the year 2015 mainly due to the decrease in the investment in associates by Bt 1,921 mn (Such investment in associates in the consolidated financial statements, was shown in the equity method) and the deposit guarantee for the auction of a license for the frequency band of JASMBB of Bt 644 mn.

### Liabilities

As at 31 December 2016, the Company and its subsidiaries had total liabilities of Bt 36,327 mn, compared to Bt 33,785 mn in 2015, increasing by 8%. Details of the total liabilities are as follows:-

Item	31 December 2016		31 December 2015	
	Bt mn	% of total liabilities	Bt mn	% of total liabilities
Current liabilities (excluding current portions of the long-term liabilities and provision for rental assurance)	8,009	22	16,537	49
Long term liabilities	11,942	33	950	3
Provision for rental assurance	15,517	43	15,466	46
Other non-current liabilities	859	2	832	2
<b>Total liabilities</b>	<b>36,327</b>	<b>100</b>	<b>33,785</b>	<b>100</b>

**Current liabilities** (excluding current portions of the long-term liabilities and provision for rental assurance) at the end of 2016 were Bt 8,009 mn, decreasing by Bt 8,528 mn from the year 2015. The decrease was mainly because:-

- Income tax payable decreased by Bt 4,394 mn due to TTTBB's income tax payment from gain on sales of assets to the fund.
- Advance received for assets delivered in the future decreased by Bt 5,131 mn due to the recognition of gain on sales of all the rest of assets after TTTBB's completion of the delivery of the OFCs to JASIF in November 2016.

The above-mentioned decreasing current liabilities offset with increasing current liabilities from the normal business operation such as trade payables, short-term loan from banks, withholding tax payable, undue output tax and others, resulted in the net decrease of the current liabilities of the Company and its subsidiaries, amounting Bt 8,528 mn.

**Long-term liabilities** at the end of 2016 was Bt 11,942 mn, increasing by Bt 10,992 mn from the year 2015 due to the Company and its subsidiaries entered into a long-term loan agreement and Supply Agreement with suppliers (Supplier Credit) during the year 2016.

According to the conditions stated in the long-term loan agreement, the Company was required to maintain certain financial ratio, such as Debt Service Coverage Ratio and Net Interest Bearing Debt to EBITDA. At the end of 2016, the Company has still maintained certain financial ratio as stated under the conditions.

**Provision for rental assurance** at the end of 2016 was Bt 15,517 mn, compared to Bt 15,466 mn in 2015 due to the provision set up for liabilities according to the conditions stated in the Rental Assurance Agreement with JASIF (for 20% of the total OFCs).

**Other non-current liabilities** at the end of 2016 were Bt 859 mn, increasing by Bt 27 mn from the year 2015 due to the provision for long-term employee benefits and other liabilities from the normal business operation of the Company and its subsidiaries.

### Shareholders' Equity

At the end of 2016, the shareholders' equity of the Company and its subsidiaries was Bt 11,267 mn, decreasing by Bt 5,743 mn from the year 2015. The decrease was mainly because:-

- The issued and fully paid-up capital decreased from the year 2015 due to the decrease in the Company's registered capital of the 1,200 million repurchased shares in December 2016.
- The appropriated and unappropriated retained earnings decreased by Bt 6,323 mn from the year 2015. The net profit for the year 2016 of the Company and its subsidiaries was of Bt 3,002 mn. During this year, the Company paid dividend to its shareholders, totaling Bt 3,921 mn ; it also decreased the registered capital by writing off the 1,200 million repurchased shares. These resulted in the decrease of the retained earnings of Bt 5,404 mn.
- The offset with increasing share subscription received in advance which increased by Bt 1,264 mn from the conversion of JAS-W3 of approximately 294 million units in December 2016. As at 31 December 2016, there remained 2,992.36 million unexercised warrants.

### Capital Structure

As at 31 December 2016, the Company and its subsidiaries had the total liabilities of Bt 36,327 mn, or 76% of total assets. The total shareholders' equity was Bt 11,267 mn, or 24% of total assets. Debt to Equity ratio was at 3.22 time. When calculated on debt to equity ratio, excluding liabilities arising from the provision for rental assurance of Bt 15,517 mn, which was the record of the provision for liabilities according to Thai Accounting Standards, Debt to Equity ratio was at 1.85 time.

### Liquidity

As at 31 December 2016, the Company and its subsidiaries had cash and cash equivalent of Bt 2,482 mn, decreasing by Bt 5,398 mn from the year 2015. The summary of net cash generated and used is as follows:-

- Net cash used in operating activities                      Bt (2,480) mn.
- Net cash generated from investing activities            Bt 2,846 mn.
- Net cash used in financing activities                      Bt (5,763) mn.

### **Expenditure on research, technology development and innovation following the guideline of National Science and Technology Development Agency (NSTDA)**

Jasmine International Group places importance to technology development for the purpose of adding value to its high-speed internet service and serving diverse demands of the customers of 3BB. In addition, it encourages the new target customers to use more Internet by developing both the general and the application software to support its high-speed internet service such as IPTV, Cloudbox Storage and etc. These technological development tasks are trusted to Incloud Co.Ltd. (“INC”), a company in which TTTBB holds 100%.The Company has been granted investment support by the Board of Investment of Thailand (BOI) (For more details about INC’s nature of business, please see Section 2). In 2016, the expenditures arising from technology development and innovation were mostly the employee’s salary.

### **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.

During the year 2011, the Company additionally 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 retained earnings as a reserve for the entire 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, the total value of which was Bt 990 mn. The Company appropriated the retained earnings as a reserve for the entire 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 Company completely reversed all the appropriated retained earnings for treasury shares.

During the year 2016, the Company totally had 1,200,000,000 treasury shares or 16.82% of total issued shares, amounting to Bt 6,000 mn, following the resolution passed by the Company’s Board of Directors’ Meeting No. 2/2016, held on 7 March 2016 and the Company’s Board of Directors’ Meeting No. 3/2016, held on 22 March 2016 and the 2016 Annual General Meeting of Shareholders, held on 29 April 2016. It decreased its registered capital from Bt 5,245,998,283.50 to Bt 4,645,998,283.50 and decreased its paid-up capital from Bt 3,568,478,557.50 to Bt 2,968,478,557.50.

## 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 (%) <sup>1)</sup>	Work Experience
1) Mr.Sudhitham Chirathivat Independent Director and Chairman of the Board of Directors 3 February 2010	69	- 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	75	- 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	-	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. 2008-2014 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 : <sup>1)</sup> JAS = Ordinary share; the total number of JAS used for calculation = 6,260,765,882 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 = 2,992,357,152 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 (%) <sup>1)</sup>	Work Experience
3) Dr.Yodhin Anavil  Independent Director, Member of Audit Committee, and Chairman of Remuneration and Nomination Committee  28 September 2006	67	<ul style="list-style-type: none"> <li>- Ph.D. Electric Engineer, University of Cincinnati, Ohio, USA.</li> <li>- 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)</li> </ul>	None	-	<ul style="list-style-type: none"> <li>2014- Present Independent Director and Chairman of Remuneration and Nomination Committee, Muangthai Leasing PCL.</li> <li>2011-Present Chairman of Remuneration and Nomination Committee, Jasmine International PCL.</li> <li>2011-Present Independent Director, Audit Committee, Corporate Governance Committee, Robinson Department Store PCL.</li> <li>2010-2015 Advisor to Director Committee, D.T.C. Industries PCL.</li> <li>2009- 2011 Expert of the Committee on Constitutional Organs Affairs and Following up the Budget Administration</li> <li>2008-Present Member of Remuneration and Nomination Committee, Jasmine International PCL.</li> <li>2006-Present Independent Director and Member of Audit Committee, Jasmine International PCL.</li> <li>1992-Present Executive Director, The Vintage Club Co., Ltd.</li> </ul>
4) Mrs.Chantra Purnariksha  Independent Director and Member of Audit Committee  20 December 2011	70	<ul style="list-style-type: none"> <li>- M.A. Diplomacy and Comparative Economics, University of Kentucky USA.</li> <li>- Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP) (in 2005)</li> </ul>	None	-	<ul style="list-style-type: none"> <li>2015- Present Advisor to the Board of Directors, Muang Thai Insurance PCL.</li> <li>2013-Nov2016 President / CEO, Saha Pathana Inter-Holding PCL.</li> <li>2012- Nov2016 Director, Saha Pathana Inter-Holding PCL.</li> <li>2012-2013 Independent Director and Member of Audit Committee, Kasikornbank PCL.</li> <li>2011-Present Independent Director and Member of Audit Committee, Jasmine International PCL.</li> <li>Independent Director, Phatra Leasing PCL.</li> <li>2007-2011 Secretary-General, Office of Insurance Commission (OIC)</li> <li>1975-Present Director, S.P. Enterprise Co., Ltd.</li> </ul>

Remarks : <sup>1)</sup> JAS = Ordinary share; the total number of JAS used for calculation = 6,260,785,882 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 = 2,992,357,152 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 (%) <sup>1)</sup>	Work Experience
5) Mr.Pete Bodharamik <sup>2)</sup> Director <sup>3)</sup> and Chief Executive Officer 21 March 2008	44	Bachelor of Management Sciences, London School of Economics and Political Science, England	None	JAS = 68.61 JAS-W3 = 66.28	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 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 <sup>2)</sup> Director <sup>3)</sup> , Member of Remuneration and Nomination Committee and Chairman of Risk Management Committee 7 January 1994	56	- 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 = 0.24 JAS-W3 = 0.24	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 : <sup>1)</sup> JAS = Ordinary share, the total number of JAS used for calculation = 6,260,785,882 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 = 2,992,357,152 units

<sup>2)</sup> 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

<sup>3)</sup> 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 (%) <sup>1)</sup>	Work Experience
7) Mr.Subhoj Sunyabhisithkul <sup>2)</sup> Director <sup>3)</sup> 4 June 1999	48	- 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. Director, Triple T Internet Co., Ltd. 2004-2011 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 <sup>2)</sup> Director <sup>3)</sup> and Member of Risk Management Committee 22 June 2000	55	- 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 = 0.09 JAS-W3 = 0.09	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 <sup>2)</sup> Director, Director and President, Secretary to the Board of Directors and Corporate Secretary 8 May 2008	54	- 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 = None	17 Jan 2017 Director and President, Jasmine International PCL. 2015- Present Director, Premium Asset Co., Ltd. 2008-Present Director and Corporate Secretary, Jasmine International PCL. 2008- Jan 2017 Executive Vice President, 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 : <sup>1)</sup> JAS = Ordinary share; the total number of JAS used for calculation = 6,260,785,882 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 = 2,992,357,152 units

<sup>2)</sup> 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

<sup>3)</sup> 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 (%) <sup>1)</sup>	Work Experience
10) Mr.Pleumjai Sinarkorn Director and Member of Remuneration and Nomination Committee 20 November 2008	83	- 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	JAS = 0.01 JAS-W3 = None	Chairman of the Board of Directors, Jasmine Telecom Systems PCL. Chairman of Remuneration Committee, Jasmine Telecom Systems PCL. Member of Remuneration and Nomination Commit- tee, Jasmine International PCL. Director, Cloud Computing Solutions Co., Ltd. Advisor, JasTel Network Co., Ltd. Director, Jasmine International PCL. Director, TT&T Group Director and Member of Remuneration Committee, Jasmine Telecom Systems PCL. Executive Director Jasmine Telecom Systems PCL. Director, TT&T PCL.
11) Mr.Yordchai Asawathongchai Director 27 September 2016	43	Bachelor of Engineering (Electrical Engineering), Chiang Mai University	None	-	Director, Jasmine International PCL. Chief Operation Officer 2, Triple T Broadband PCL. Executive Officer, - Triple T Broadband PCL. - Triple T Internet Co., Ltd. Head of Contact Center Department, Triple T Broadband PCL.

Remarks: <sup>1)</sup> JAS = Ordinary share; the total number of JAS used for calculation = 6,260,785,882 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 = 2,992,357,152 units

Name-Surname Position	Age (Years)	Academic Degree/Training	Family Relationship with Directors and Executives	JAS, JAS-W3 holding Ratio (%) <sup>1)</sup>	Work Experience
12) Mrs.Chuenkamol Treesuittacheep Chief Financial Officer, Finance Department	46	MBA Finance, National Institute of Development Administration	None	-	2005-Present - Executive, Jasmine International Group
13) Mrs.Nitt Viseshan Vice President, Finance Department	56	Master of Administration (Public Management), Burapha University	None	-	1994-Present - Executive, Jasmine International Group
14) Ms.Sinenart Jongkapaissal Vice President, Accounting Department	54	Master of Science Accounting, Thammasat University	None	-	1992-Present - Executive, Jasmine International Group
15) Mrs.Uraiporn Charoenchit Vice President, Regulatory & Compliance Department	52	Bachelor of Arts, Thammasat University	None	-	1992-Present - Executive, Jasmine International Group

Remarks : <sup>1)</sup> JAS = Ordinary share; the total number of JAS used for calculation = 6,260,785,882 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 = 2,992,357,152 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 (%) <sup>1)</sup>	Work Experience
<b>Jasmine Submarine Telecommunications Co., Ltd.</b>					
1) Ms.Sinenart Jongpakpaisal Vice President, Accounting and Finance Department	54	Master of Science Accounting, Thammasat University	None	-	1992-Present Executive, Jasmine Submarine Telecommunications Co., Ltd.
2) Ms.Lukkana Moolsri Senior Manager, Administration Department	57	Master of Arts (Psychology), Chulalongkorn University	None	-	1993-Present Executive, Jasmine Submarine Telecommunications Co., Ltd.
<b>Acumen Co., Ltd.</b>					
1) Mrs.Nonglug Pongsrihadulchai General Manager	61	Master of Environment Technology Management, Mahidol University	None	-	1994-Present Executive, Acumen Co., Ltd.
2) Mr.Kamchai Vongklednark Assistant General Manager	46	Bachelor of Engineering (Computer Engineering), Kasetsart University	None	-	1993-Present Executive, Acumen Co., Ltd.
3) Mrs.Jirawat Prayoonyuang Assistant Vice President, Satellite Business Department	55	Bachelor of Arts, Ramkhamhaeng University	None	-	1993-Present Executive, Acumen Co., Ltd.
4) Mrs.Kanchana Surbkitwanchai Senior Manager	50	Bachelor of Accounting, Kirk University	None	-	1992-Present Executive, Acumen Co., Ltd.

Remarks : <sup>1)</sup> JAS = Ordinary share, the total number of JAS used for calculation = 6,260,785,882 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 = 2,992,357,152 units



## Directors of the Subsidiaries and Associate Companies

Name of Executive	Subsidiary													Associate					
	TTTBB	TTTT	INC	JSTC	TLDT	JasTel	Ji-NET	ACU	ARS	SHW	JTS	CCS	PA	CP	JIOC	ACT	PP	JASMBB	IKSC
1) Mrs. Nonglug Pongsinhadulchai	A	A									A	A							
2) Ms.Chongrak Rojanavipat	A																		
3) Mr.Vasu Prasannate	A																		
4) Mr-Anupong Bodharamik	A																		
5) Mr.Pisit Tantirodjanakittakarn	E	E				D													
6) Mrs.Somchit Terachutikul					D														
7) Mr.Kittipong Mekvichitsaeng									A										
8) Mr.Varin Chayanun									A										
9) Mr-Raks Unahabhokha										CAI,RC									
10) Acting Sub Lt. Annop Suthakavatin										AC,I,RC									
11) Maj. Gen. Sunanta Sirsumpun										AC,I									
12) Mr.Dusit Srisangaoran										D,P									
13) Mrs.Pindao Rojanakul											A			A					
14) Mr.Suraphol Chanpetch																			
15) Ms.Oranuch Chandhasin														A					
16) Ms.Yaowapa Rattanaburee																	A		
17) Mrs.Lalana Tharasuk																	A		
18) Mrs. Surparsorn Honchaiya																			A
19) Mr.Taj Bussadeegarn																			A
20) Mr.Saharat Kanongsilp																			A
21) Mr.Chumanus Keshsathira																			A
22) Mr.Sombat Punsiripat																		A	

## Remarks :

A = Authorized Director

D = Director

AC = Member of Audit Committee

I = Independent Director

CA = Chairman of Audit Committee

RC = Remuneration Committee

## Information of JAS Head of Internal Audit

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

# Changes in Shareholding of Directors and Executives

## Changes in Shareholding of Directors and Executives

Name-Surname	Number of Shares (Shares)			Number of JAS-W3 (Units)		
	as at 31 Dec. 2015	Change in Number of Shares in 2016 Increase /(Decrease)	as at 31 Dec. 2016	as at 31 Dec. 2015	Change in Number of JAS-W3 in 2016 Increase /(Decrease)	as at 31 Dec. 2016
<b>Director</b>						
1. Mr.Sudhitham Chirathivat Spouse and Minor child	- -	- -	- -	- -	- -	- -
2. Dr.Vichit Yamboonruang Spouse and Minor child	650,000 -	(650,000) -	- -	- -	- -	- -
3. Dr.Yodhin Anavil Spouse and Minor child	- -	- -	- -	- -	- -	- -
4. Mrs.Chantra Purnariksha Spouse and Minor child	- -	- -	- -	- -	- -	- -
5. Mr.Pete Bodharamik	1,844,046,870	2,451,199,582	4,295,246,452	553,944,543	1,429,351,214	1,983,295,757
6. Mr.Somboon Patcharasopak Spouse and Minor child	18,589,270 -	(3,800,000) -	14,789,270 -	9,112,387 -	(1,862,745) -	7,249,642 -
7. Mr.Subhoj Sunyabhisithkul Spouse and Minor child	- -	- -	- -	- -	- -	- -
8. Mr.Terasak Jerauswapong Spouse and Minor child	5,585,080 -	- -	5,585,080 -	2,737,784 -	- -	2,737,784 -
9. Mr.Pleumjai Sinarkorn Spouse and Minor child	547,058 -	300,000 -	847,058 -	- -	- -	- -
10. Ms.Saijai Kitsin	2,074,790	(374,790)	1,700,000	1,017,053	(1,017,053)	-
11. Mr.Yordchai Asawathongchai Spouse and Minor child	- -	- -	- -	- -	- -	- -
<b>Executive</b>						
1. Mrs.Chuenkamol Treesuttacheep Spouse and Minor child	- -	- -	- -	- -	- -	- -
2. Mrs.Nitt Visesphan Spouse and Minor child	- -	- -	- -	- -	- -	- -
3. Ms.Sinenart Jongpakpaisal	-	-	-	-	-	-
4. Mrs.Uraiporn Charoenchit Spouse and Minor child	- -	- -	- -	- -	- -	- -

# Shareholding in Subsidiaries and Associate Company of the Board of Directors

## 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	Patcharasopak	2
	Ms.Saijai	Kitsin	1
Thai Long Distance Telecommunications Co., Ltd.	Mr.Somboon	Patcharasopak	2
	Mr.Terasak	Jerauswapong	1
	Ms.Saijai	Kitsin	1
JasTel Network Co., Ltd.	Mr.Somboon	Patcharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	3
	Ms.Saijai	Kitsin	1
Acumen Co., Ltd.	Mr.Somboon	Patcharasopak	1
	Ms.Saijai	Kitsin	2
ACeS Regional Services Co., Ltd.	Mr.Somboon	Patcharasopak	1
Smart Highway Co., Ltd.	Mr.Somboon	Patcharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	3
Jasmine Telecom Systems PCL.*	Mr.Somboon	Patcharasopak	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
JAS Mobile Broadband Co., Ltd.	Mr.Pete	Bodharamik	1
	Ms.Saijai	Kitsin	1
ACeS (Thailand) Co., Ltd.	Mr.Somboon	Patcharasopak	1
T.J.P. Engineering Co., Ltd.	Mr.Somboon	Patcharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	2
Mobile Communication Services Co., Ltd.	Mr.Somboon	Patcharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	3
CompuNet Corporation Co., Ltd.	Mr.Somboon	Patcharasopak	1
	Ms.Saijai	Kitsin	2
Three BB Co., Ltd.	Mr.Somboon	Patcharasopak	1
	Mr.Subhoj	Sunyabhisithkul	1
	Mr.Terasak	Jerauswapong	2
Jasmine Smart Shop Co., Ltd.	Mr.Somboon	Patcharasopak	1

*Remarks* : \* Shareholding as at 14 November 2016, the closing date of share register book