

**Minutes of The Extra-ordinary General Meeting of Shareholders No. 1/2002  
Jasmine International Public Company Limited (JASMIN)**

**Date and Place**

The meeting was held on 11 February 2002 at 02.00 p.m. in the Auditorium Room, 3<sup>rd</sup> Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwatana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120.

**Preliminary Proceeding**

As Thanpuying Niramol Suriyasat, the Chairman of the Board of Directors, was unable to attend the meeting and a Vice Chairman had not yet been appointed, therefore, the meeting, by virtue of section 104 of the Public Limited Companies Act B.E.2535 and Article 3 of the Company's Articles of Association, elected Mr. Songrit Kusomrosananan as the Chairman of the meeting. Having noted that 41 shareholders who attended the meeting, both in person and by proxy, representing 261,791,091 shares from 474,536,428 shares or being 55.17 per cent of all duly sold shares of the Company, thereby constituting a quorum according to the Company's Articles of Association, the Chairman then declared the meeting convened to consider the matters as specified in the Notice to the shareholders:

**Agenda 1. To approve the Minutes of the Annual General Meeting No. 1/2001.**

Mr.Phongchai Sirinaruemitr, the President of the Company, was assigned by the Chairman to present the Minutes of the Annual General Meeting of Shareholders No. 1/2001 held on 25 April 2001 to the meeting for considering approval.

The meeting considered and unanimously approved the said Minutes as proposed by Mr.Phongchai.

**Agenda 2. To consider and approve the amendment to the details on the issuance and offering of warrants to purchase new shares to directors or employees of the company and its subsidiaries.**

Mr.Phongchai Sirinaruemitr was assigned by the Chairman to present the details of the above agenda to the meeting. Then, Mr.Phongchai requested the meeting to consider approving the amendment to the details on the issuance and offering of warrants to purchase new shares to directors or employees of the Company and its subsidiaries which was previously stipulated to be consequentially issued and offered (for a 5-year period), to be amended issue to and offer the warrants to purchase new shares all at once. As a result, the amendment to maturity date of the warrants had to accordingly be made per the following details:

**Previous Clause**

“Life of Warrants (each grant) : Approximately 5 years after the date of each grant”

**Amended Clause**

“Maturity Date : Approximately 5-8 years after the date of granting” with the following details:-

Issue No.	Class 1 Warrant		Class 2 Warrant		Class 3 Warrant	
	The 1 <sup>st</sup> exercise date	Maturity Date	The 1 <sup>st</sup> exercise date	Maturity Date	The 1 <sup>st</sup> exercise date	Maturity Date
2	15 March 2002	5	-	-	15 March 2002	5
3	15 March 2003	6	15 March 2002	5	-	-
4	-	-	15 March 2002	5	-	-
5	-	-	15 March 2003	6	-	-
6	-	-	15 March 2003	6	-	-
7	-	-	15 March 2004	7	-	-
8	-	-	15 March 2004	7	-	-
9	-	-	15 March 2005	8	-	-
10	-	-	15 March 2005	8	-	-

The details other than the above mentioned remained unchanged. However, the Company would issue and offer the warrants to purchase new shares to participants all at once, if the issuance and offering of the warrants may not be made for the initial exercise date on 15 March 2002, the new exercise date would be set at the discretion of the Company's Board of Directors and would be further notified to the employees and the participants.

The meeting considered and unanimously approved the amendment to the details on the issuance and offering of warrants to purchase new shares to directors or employees of the Company and its subsidiaries as proposed by Mr.Phongchai.

**Agenda 3.** *To consider and approve the participation on the issuance and offering of warrants to purchase new shares to directors or employees of the Company and its subsidiaries and the allocation of those warrants to new directors of the Company and its subsidiaries who were appointed after the first issuance and offering of warrants.*

Mr.Phongchai Sirinaruemitr was assigned by the Chairman to present the details of the above agenda to the meeting. Then, Mr.Phongchai requested the meeting to consider approving the new directors of the Company and its subsidiaries, who were appointed subsequent to the first issuance and offering of warrants, to participate in the above-mentioned plan and be allocated warrants as follows:-

Name	Position	Number of Warrants (units)	
		Class 1	Class 2
1. Mr. Phongchai Sirinaruemitr*	Director of Jasmine International PCL.	160,000	403,200
2. Mr. Paisan Kaweyanun	Director of Jasmine Internet Co., Ltd.	89,933	94,472
3. Mr. Julapong Limpasuthum	Director of ACeS Regional Services Co., Ltd.	100,000	-
4. Mrs. Duangsuda Horugsa	Director of Compunet Corporation Ltd.	101,533	-

*Note: \*Director who was granted more than 5% of total warrants of this plan.*

Participants of class 1 and class 2 warrant would receive warrants based on the existing criteria.

The meeting considered and approved, by the votes of 260,810,891 shares being 99.63 per cent of the total voting right of the shareholders attending the meeting and entitled to vote, the said participation and allocation of warrants to the new directors of the Company and its subsidiaries, who were appointed subsequent to the first issuance and offering of warrants as proposed by Mr.Phongchai.

**Agenda 4.** *To consider and approve the investment of Acumen Co., Ltd.*

Mr.Phongchai Sirinaruemitr was assigned by the Chairman to present the details of the above agenda to the meeting. Then, Mr.Phongchai requested the meeting to consider approving the investment of Acumen Co., Ltd. (ACUMEN), a wholly-owned subsidiary of the Company, that ACUMEN's Board of Directors may use excess cash, not currently used in the business operation and not subject to restrictions on fund reserved for redemption of 3.5 million units of senior secured debentures of ACUMEN No. 1/1999, due on 2004, to invest in any debt instrument and any other debts with the preliminary fund not exceeding Baht 560 million. This investment would be beneficial to the Company's Group because it would maximize the efficiency of cash management of the Company. The meeting was also requested to consider approving ACUMEN's Board of Directors to appoint an institution experienced in fund management and investment as the fund manager of the said investment as well as to consider and negotiate the amount of remuneration therefor.

The meeting considered and unanimously approved the investment of ACUMEN mentioned above.

**Agenda 5.** *To considers other matters.*

No other business was proposed to the meeting.

The Chairman declared the meeting to be adjourned at 02.30 p.m.

Signed \_\_\_\_\_  
(Mr.Songrit Kusomrosananan)  
Chairman of the Meeting