

***Minutes of The Extra-ordinary General Meeting of Shareholders No. 1/2000
Jasmine International Public Company Limited***

Date and Place

The meeting was held on 4 September 2000 at 02.00 p.m. in the Auditorium Room, 3rd Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwatana Road, Pakkred Sub-district, Pakkred District, Nonthaburi 11120. There were 42 shareholders who attended the meeting both in person and by proxy, representing 243,701,491 shares or 63.05 per cent of all the duly subscribed shares of the Company, thereby constituting a quorum according to the Company's Articles of Association. Thanpuying Niramol Suriyasat, the Chairman of the Board of Directors was unable to attend the meeting and the Company has not appointed a Vice Chairman. Therefore, the meeting elected Mr. Songrit Kusomrosananan as the chairman of the meeting. The Chairman then declared the meeting convened to conducted the meeting according to the following agenda.

Agenda 1. *To approve the Minutes of the Annual General meeting No. 1/2000*

The Chairman proposed the shareholders to approve the Minutes of the Annual General Meeting No. 1/2000 held on 26 April 2000.

The shareholders considered and unanimously approved the Minutes of the Annual General Meeting No. 1/2000 held on 26 April 2000 as proposed by the Chairman.

Agenda 2. *To consider and approve the amendment to Clause 4 and Clause 6 of the Articles of Association of the Company.*

The Chairman informed the meeting that according to the resolution of the Extra-ordinary General Meeting of Shareholders No. 1/1999 held on 16 August 1999, approving the capital increase by Bt. 6,000 million from Bt. 6,672 million to Bt. 12,672 million through the issuance of 600 million new ordinary shares of Bt. 10 par value each. Shares will be offered on private placement basis to specific investors. The primary objective of the capital increase is to provide additional working capital and to enable the Company to expand its business, including to acquire other telecoms assets or company shares. In order to follow the mentioned resolutions and be in line with the Public Limited Companies Act, it was appropriate to propose the shareholders to consider and approve the amendment to Clause 4 and Clause 6 of the Articles of Association of the Company to be as follows:-

The Previous Clause

“Clause 4 The shares of the Company shall be ordinary shares which shall fully be paid-up only in money, with a par value of Baht 10.- each”

Amended Clause

“Clause 4 The Company's shares consist of common shares entered in name certificates which must be fully paid-up in one single payment in cash and/or other properties in lieu of money or in return for the use of copyright in literary, artistic or scientific work, patents, trademarks, designs or models, drawings, formula or secret processes or have provided information concerning experiences in the field of industry, commerce or science.

The Company is entitled to issue preference shares, all types of debentures, warrants or other securities in accordance with the securities and exchange laws or other relevant laws.

The subscriber or purchaser of shares may not set-off its debt with the company in the payment of the shares”.

The Previous Clause

“Clause 6 The Company shall issue a share certificate to its shareholder within two months from the date the registrar accepts the registration of the company, or from the date a full payment for such share is received in case of selling of the newly issued shares after registration of the company.”

Amended Clause

“Clause 6 The Company shall issue share certificates in favor of the shareholders within two months from the date the Registrar accepts the registration of the company, or from the date the payment and/or other properties in lieu of money has been received in full in case of sale of shares issued after registration of the Company.”

The shareholders considered and unanimously approved the amendment to Clause 4 and Clause 6 of the Articles of Association of the Company as details proposed by the Chairman.

Agenda 3. *To consider approval on the issuance and offering of warrants to purchase new shares to directors or employees of the Company and its subsidiaries. Please see the details and conditions of warrants in attachment 1.*

The Chairman requested the shareholders meeting to approve the issuance and offering of warrants to purchase new shares to directors or employees of the Company and its subsidiaries as per the principle details of the project for issuance and offering of warrants to purchase new shares to directors or employees of the company and its subsidiaries in Attachment 1.

The shareholders considered and unanimously approved the issuance and offering of warrants to purchase new shares to directors or employees of the Company and its subsidiaries as per the principle details of the project for issuance and offering of warrants to purchase new shares to directors or employees of the company and its subsidiaries in Attachment 1.

Agenda 4. *To consider approval on the amendment to the resolution of the Extra-ordinary General Meeting of Shareholders No.1/1999 held on 16 August 1999, Agenda 2 regarding consideration on capital increase and allocation of 600 million new shares to include the Employee Stock Option Plan according to the resolution of the Board of Director’s Meeting No. 3/2000, Agenda 5.1.2.*

The Chairman announced to the meeting that before this agenda was discussed, the Chairman would state to the meeting certain details concerning the resolution of the Extra-ordinary General Meeting of Shareholders No. 1/1999 held on 16 August 1999 which approved an increase of the registered capital of the Company by another Bt. 6,000 million from the original registered capital of Bt. 6,672 million making a total of Bt. 12,672 million by issuing 600 million ordinary shares at par value of 10 Baht each and allocating such shares on a private placement basis pursuant to the Notification of The office of the Securities and Exchange Commission for application for permission to offer new shares for sale and permission thereof dated 18 May 1992. The Board of Directors proposed the 4,707,965 newly issued ordinary shares to private placement investors after the Annual General Meeting of Shareholders No. 1/2000 dated 26 April 2000 passed a resolution to sell the shares whereas investors used properties other than money as investment and the Board of Directors meeting No. 7/2000 dated 10 August 2000 proposed the sale of a further 60 million newly issued ordinary shares to increase capital specifically to Jasmine International Overseas Co., Ltd. on 17 August 2000. This most recent sale proposal was made after a notice of the meeting was sent out to the shareholders who are present today to adjust the newly issued shares for capital increase to 535,292,035 shares which must obtain approval from this meeting. This number is inconsistent with the notice of the meeting. Therefore, I wish to bring this issue to your attention as well as propose for you to amend the Extra-ordinary General Meeting of Shareholders No. 1/1999 dated 16 August 1999 in agenda 2 arising from Board of Directors Meeting No. 3/2000 held on 19 April 2000 which passed a resolution approving of an Employee Stock Option Plan for the employees and executives of the Company and its subsidiary companies, a resolution which the Extra-ordinary General Meeting of Shareholders today has passed approving the proposal for sale of warrant for purchase of ordinary shares for a capital increase to the directors and employees of the Company and subsidiary companies in agenda 3. Therefore, I propose that the meeting consider the allocation of 535,292,035 shares and amend the sale to make the proposal of sale include directors or company employees and subsidiary companies as follows:

- 1) 18,375,706 ordinary shares (eighteen million three hundred seventy-five thousand seven hundred and six) at a par value of 10 Baht (ten) each allocated for the rights exercised to purchase ordinary shares of the Company under the warrant issued to the directors or employees of the Company and subsidiaries.
- 2) 516,916,329 ordinary shares (five hundred and sixteen million nine hundred and sixteen thousand three hundred and twenty-nine) at a par value of 10 Baht (ten) each allocated for sale on a private placement basis under the Notification of The office of the Securities and Exchange Commission concerning criteria, conditions and procedures for application for permission to offer new shares for sale and permission thereof dated 18 may 1992 (and amendments) and/or allocation of shares to increase capital in exchange for assets or shares in telecommunications business.

Certain shareholders proposed to delete phrases in agenda 4 clause 2 starting from “and/or allocation of shares to increase capital in exchange for assets or shares in telecommunications business” is the use of assets other than money as investment into the company since it is difficult to clearly specify details of the value of the assets at this time and if such sale arises the Board of Directors must propose the details of such for approval from the shareholders meeting. Therefore, it was proposed that such clause be deleted.

The Chairman announced to the meeting that the shareholders proposal was reasonable and the clause should be amended, and no other shareholders gave any further input on this matter.

As a result the meeting, passed an unanimous resolution to amend the resolution of the Extra-ordinary General Meeting of Shareholders No. 1/1999 dated 16 August 1998, agenda 2 which contained details of allocation of new ordinary shares for increase of capital remaining from the proposed sale of 535,292,035 shares as follows:

- 1) 18,375,706 ordinary shares (eighteen million three hundred and seventy-five thousand seven hundred and six) at a par value of 10 Baht (ten) each allocated to guarantee the use of rights exercised under the warrant to purchase ordinary shares of the Company under the warrant issued to the directors or employees of the Company and subsidiaries.
- 2) 516,916,329 ordinary shares (five hundred and sixteen million nine hundred and sixteen thousand three hundred and twenty-nine) at a par value of 10 Baht (ten) each allocated for sale on a private placement basis under the Notification of The office of the Securities and Exchange Commission concerning criteria, conditions and procedures for application for permission to offer new shares for sale and permission thereof dated 18 may 1992 (and amendments).

Details concerning the price, terms and conditions on the proposed sale of ordinary capital increase shares are at the discretion of the Board of Directors of the company to be considered at a later time.

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.