

**MINUTES OF 2019 ANNUAL GENERAL MEETING OF UNITHOLDERS  
OF  
JASMINE BROADBAND INTERNET INFRASTRUCTURE FUND (JASIF)**

The meeting was held on Thursday, 25 April 2019 (10.00am) at Fortune Ballroom, 3rd Floor, Grand Mercure Bangkok Fortune Hotel, No 1 Fortune Town Building, Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok and chaired by Mr Pornchalit Ploykrachang, Deputy Managing Director of BBL Asset Management Company Limited ("Management Company").

Ms Phrimphat Jiraborvornpongse, the master of ceremonies ("MC"), welcomed the Unitholders who were present at the meeting and introduced executives of the Management Company, as the management company of Jasmine Broadband Internet Infrastructure Fund, or JASIF ("Fund"), an executive of Triple T Broadband Public Company Limited ("TTTBB"/("TB"), as Asset Manager of the Fund, and a number of persons concerned, as listed below:

- Executives/fund managers from the Management Company
  1. Mr Pornchalit Ploykrachang Deputy Managing Director
  2. Mrs Noppawan Swaengkij Vice President
- Executive from TB, the Asset Manager
  1. Mr Yordchai Asawathongchai Executive Director
- Persons concerned from EY Office Limited
  1. Mrs Chonlaros Suntiasvaraporn Partner
  2. Ms Supakarn Prasitthimay Manager

MC stated that to meet quorum requirements, a unitholders' meeting needed to be attended by at least 25 Unitholders or at least one-half of the Unitholders and the total number of units held by the attending Unitholders could not be lower than one-third of the units sold. She added that at 10.00am, 462 Unitholders were present in person and by proxy, who held altogether 2,374,330,023 units (43.1696% of the 5,500,000,000 units sold). She invited Mr Pornchalit Ploykrachang, Deputy Managing Director of the Management Company, to deliver an opening speech for the meeting.

Mr Pornchalit Ploykrachang thanked the Unitholders for their presence. He noted that the Unitholders' presence constituted a quorum under the applicable meeting rules and declared the meeting duly convened.

MC explained procedural details of the meeting as summarised in the following paragraph:

Proceedings would be conducted in order of the agenda items listed on the invitation letter earlier informed to the Unitholders. Agenda items 1 to 4 would involve information for acknowledgement and would require no voting. Agenda item 5 would be for any other matters and should voting on it be required, MC would accordingly inform the Unitholders of the vote-counting process. An attendee could ask questions on each agenda item as appropriate during the time to be provided to the Unitholders by MC. To ensure proper recording of details in the minutes of meeting, they would need to raise their hand, provide their first name and surname and declare themselves as a Unitholder attending the meeting in person or as a proxy-holder. To achieve efficient proceedings and to avoid encroaching on other Unitholders' time, they should ask questions and give comments concisely and the questions asked during the review of an agenda item should be relevant. Any question that might be relevant to any other item would be responded when that other item was reviewed.

MC recapped the agenda items listed on the invitation letter sent to the Unitholders, as follows:

- Item 1: To acknowledge information in relation to the Fund
- Item 2: To acknowledge the Fund's financial position and operating results for the year 2018
- Item 3: To acknowledge the dividend payments for the year 2018
- Item 4: To acknowledge the appointment of the Fund's auditors and their remunerations for the year 2019
- Item 5: To consider other matters (if any)

**Item 1: To acknowledge information in relation to the Fund**

Given that the present general meeting was the first since the Fund's inception, Mrs Noppawan Swaengkij presented the Fund's related information in accordance with Notification of the Capital Market Supervisory Board No Thor Nor 1/2554, Re: Rules, Requirements and Procedures for Establishment and Management of Infrastructure Funds (as amended), which requires the Management Company to hold an annual general meeting within four months after the end of the fiscal period.

She highlighted the Fund's structure, which showed the relationships among the Management Company, the Fund Sponsor, the Fund Supervisor and other Unitholders.

The Fund is an infrastructure fund established and managed by the Management Company, supervised by Kasikornbank Public Company Limited (as Fund Supervisor) and sponsored by Jasmine International Public Company Limited ("Jasmine"). The Fund's relationship to Jasmine is that Jasmine is the Fund's sponsor and major Unitholder. Jasmine is required to hold 33.33% of the units in the Fund during the first to third years and not less than 19% in the fourth to sixth years after the Fund's inception. As at the last book closing date of 1 April 2019, Jasmine held 23.51%, and other Unitholders held 76.49%, of the Fund's units.

Jasmine holds 99.82% shares in TB, which, in turn, holds 99.993% shares in Triple T Internet Company Limited ("TTTI") and provides networks to TTTI under a Network Services Agreement.

The Fund's investment advisory committee is tasked with giving investment advice and recommendation to the Management Company, including those concerning management of the Fund's assets.

The Fund owns 980,500 core kilometres of optical fibre cable ("OFC"), which were purchased from TB under an Asset Sale and Transfer Agreement. The Fund leases OFC to TB under a Main Lease Agreement and a Rental Assurance Agreement. TB performs asset maintenance services for the Fund under an OFCs Maintenance Agreement and secures a lessee for the Fund under Marketing Service Agreement for the assets covered by the Rental Assurance Agreement.

The Fund's OFCs

1. is present in Bangkok and all other 77 provinces of Thailand.
2. Is predominantly laid on electrical poles of Provincial Electricity Authority and Metropolitan Electricity Authority (although some of them are laid underground).
3. can be used in any telecommunications business platform, eg
  - in a 3G, 4G or 5G mobile network;

[Translation]

- in a fixed-line or wireless broadband Internet network using any technology (ADSL, FTTX, Docsis, etc);
  - in a cable TV network;
  - for inter-organisational data exchange (eg leased line, private Internet).
4. has a useful life of at least 30 years.
5. is currently not substitutable.

#### INFORMATION ABOUT INVESTED ASSETS

The Fund acquired from TB about 980,500 core kilometres of OFCs, which consists of:

1. the existing OFCs (800,500 core kilometres), released on 11 February 2015; and
2. future OFCs (approx 180,000 core kilometres), to be released during the two years following the sales completion at 7,500 core kilometres per month (as at the end of November 2016, all future OFCs had been released to the Fund as scheduled).

Asset type: Freehold interests in OFCs

Asset location: All 77 provinces of Thailand

Acquisition date: 11 February 2015

Acquisition cost: THB 55,000,000,000.00

Last appraised value: THB 57,300,000,000.00

Annual revenue: Revenue from OFCs leasing between 1 January 2018 and 31 December 2018 - THB 5.81445 billion.

#### FUND'S BENEFIT-SEEKING ACTIVITIES

The Fund leases OFCs to TB under the following agreements:

1. Main Lease Agreement (784,400 core kilometres, or 80%, of OFCs), the initial rental rate under which was fixed at THB 425 per core kilometre per month (current rental rate: THB 433.21 per core kilometre per month) and the term of about 11 years of which (to be expired on 22 February 2026) is extendable subject to written notice given at least 36 months preceding the expiration; and
2. Rental Assurance Agreement (196,100 core kilometres, or 20%, of OFC), the initial rental rate under which was fixed at THB 750 per core kilometre per month (current rental rate: THB 764.48 per core kilometre per month) and the three-year term of which is extendable for up to three years per occurrence, subject to six months' written notice to TB.

Rental adjustment: Rental rate is adjusted annually on 1 January based on changes in the Consumer Price Index ("CPI") as announced by the Ministry of Commerce, subject to the maximum of 3% per year.

Management and maintenance charges: The charge rate for the OFC management and maintenance services rendered to the Fund by TB was THB 200 per core kilometre per year in the first year.

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It was subsequently revised up at 3% per year. The current rate is THB 225.10 per core kilometre per year.

Operating costs: As asset owner, the Fund bears all asset-related costs and expenses, including the cost of hiring TB to perform OFC management and maintenance services, insurance premiums and right-of-way cost.

#### FUND'S RENTAL GROWTH RATES

The rental rates under the Main Lease Agreement and the secondary lease agreement are adjusted based on the headline inflation rate announced for the immediately preceding year by the Ministry of Commerce.

- In 2015 (inception year), the Fund earned rental revenue at THB 425 per core kilometre per month under the Main Lease Agreement and at THB 750 per core kilometre per month under the Rental Assurance Agreement.
- In 2016, due to the -0.90% headline inflation rate announced for 2015 by the Ministry of Commerce, the Fund earned the same levels of rental revenue as those of 2015.
- In 2017, given the 0.19% headline inflation rate announced for 2016 by the Ministry of Commerce, the Fund earned rental revenue at THB 425.81 per core kilometre per month under the Main Lease Agreement and at THB 751.43 per core kilometre per month under the Rental Assurance Agreement.
- In 2018, given the 0.66% headline inflation rate announced for 2017 by the Ministry of Commerce, the Fund earned rental revenue at THB 428.62 per core kilometre per month under the Main Lease Agreement and at THB 756.39 per core kilometre per month under the Rental Assurance Agreement.
- In 2019, given the 1.07% headline inflation rate announced for 2018 by the Ministry of Commerce, the Fund will earn rental revenue at THB 433.21 per core kilometre per month under the Main Lease Agreement and at THB 764.48 per core kilometre per month under the Rental Assurance Agreement.

#### Unitholders Information as at Book Closing Date of 1 April 2019

1. Jasmine International Public Company Limited	23.51%
2. State Street Bank and Trust Company	4.25%
3. Allianz Ayudhya Assurance Public Company Limited	3.21%
4. Land & Houses Securities Public Company Limited	2.45%
5. Mr Paisal Chartpitak	2.04%
6. LH Financial Group Public Company Limited	1.73%
7. Land & Houses Bank Public Company Limited	1.71%
8. Bangkok Bank Public Company Limited	1.58%
9. South East Asia UK Nominees Limited	1.58%
10. BBHISL Nominees Limited	1.50%

#### Fund's Unit-Holding Percentages

1. Local retail investors	44.51%
2. Jasmine International Public Company Limited	23.51%
3. Local institutional investors	18.84%
4. Foreign institutional investors	12.53%
5. Foreign retail investors	0.61%

The Management Company deemed it appropriate to present the fund details as given above to the Unitholders. As the matter was for acknowledgement, no resolution was adopted.

MC invited the attendees to raise any questions they might have about the fund overview presented above.

*Asker #1 - Mr Suphot Phromchindaphan, a Unitholder*

- Q1: Jasmine's reduced holding may have undermined investor's confidence and led to the unit price decline to THB 10. The current price is THB 10.33. I note that the market prices of most other infrastructure funds are higher than book values. Yet, the JASIF's units are currently traded at THB 10.33, below their book value. I would like to ask Jasmine's representatives to convince Jasmine to invest more to drive the units' price higher.
- Q2: 5G technology will be introduced next year. It will allow us to send data 100 times faster than 4G. Will our OFC allow such 100-times speed increase?
- Q3: The government is seeking to bury power cables and telecommunications cables underground within two years. Who is going to bear the cost of moving OFC underground? Jasmine or the Fund?

*Respondent: Mr Yordchai Asawathongchai (Jasmine)*

- A1: I will forward the issue about units' market prices to our management.
- A2: Concerning 5G, there will be (i) low-band, (ii) mid-band and (iii) high-band. The 26GHz and 28GHz bands will offer the highest speeds but also very limited coverage. While the existing 700MHz band provides approx 10 kilometres coverage, 26GHz or 28GHz band will offer the coverage of 200-300 metres only. To enjoy WIFI-like speed using 5G at high frequency, the site of signal transmission needs to be equipped with connection OFC. The existing OFC provides the highest speed per port at 2,500 MB. However, it can be improved by at least 10 Gbit/sec (10,000 MB). And technology will allow further improvement to 40,000 MB.
- The existing optical fibres rely on wavelength-division multiplexing (or WDM) technique, which enhances the core network's capacity. A single optical fibre can transport 80 wavelengths. Currently, one wavelength is about 100G or one core. It is still expensive to offer such equipment. Bandwidth, for example, was at 5 MB or 10 MB but is now at 1,000 MB. However, in the future the cost of cores will become lower. Think about content like videos or HDTV (approx 4 MB). But 4K movies (30 MB per channel) will become available. The fibres offer unlimited capacity. It rather depends on connection technology. If we need a greater speed, we could still use our OFC, but we might need to change the end-to-end devices. It would depend on how we use it. To conclude, OFC's capacity is unlimited but we might just need to change the end-to-end devices.
- A3: Cost of burying OFC underground will be borne by the Fund. The job will be done by TB. I note, however, that it would not be necessary to bury for the entire routes. It would depend on the designs. We could, for instance, move OFC underground in some sections and direct it to alleys in other sections. TB would produce appropriate designs.

*Mr Suphot (continued)*

Q: Jasmine's licence is understood to remain valid until 2026. Therefore, the likelihood that Jasmine will renew it would boost investor's confidence in the Fund.

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: Jasmine has renewed it, which will expire on 29 January 2032. Capital expenditure will be covered by the Fund. The burying of OFC underground will be carried out by TB and financed by the Fund.

*Asker #2 - Mr Bunsap Kaeowangnoi, a Unitholder*

Q: Concerning Q1, will the arrival of 5G technology lead to the need to invest more in equipment? Who will bear the cost?

*Respondent: Mr Yordchai Asawathongchai (Jasmine)*

A: The Fund's sole responsibility is only OFC, which does not require additional investment. The lessee will invest in 5G devices or fibre-related upgrading. They will handle equipment issues as appropriate.

*Asker #3 - Mr Choemsak, a Unitholder*

Q1: Asker #1 raised an issue about the requirement to bury OFC underground, and Jasmine's representative responded by saying that the cost would be borne by the Fund. I'm not happy because, as far as I know, the government wants to move all cables, especially along main roads, underground. The cost of related construction activities would be high. And it is no longer possible to avoid the requirement to satisfy safety and environmental standards. They pose a clear risk.

Q2: What are OFC's depreciation method and depreciation rate? Why has the asset value gone up since the initial investment?

Q3: The cables laid on power poles have caused several accidents and led to liabilities. Who have assumed the liabilities? Jasmine, or the Fund, or the insurer?

Q4: Are property insurance premiums paid by the Fund? At which rates?

Q5: Suppose the lease agreements expire and Jasmine decides to not renew them. What will happen?

Q6: What are the risks faced by a Unitholder?

*Respondent: Mr Yordchai Asawathongchai (Jasmine)*

A1: Based on data, power cables and telecommunications cables in Greater Bangkok will be moved underground for about 200 kilometres. Activities will be carried out along major roads, eg Sukhumvit Road (completed), Phayathai Road (completed), Lat Phrao Road (ongoing). It's still not certain whether the activities will be performed throughout the country or even throughout Bangkok, because most of the main pipes belong to TOT and the remainder to electricity generation, waterworks and other authorities. The heavy congestion might pose an obstacle to the construction of more pipes. Moreover, the burying of all cables underground would affect the process of connecting cables to users' homes. Therefore, the real impact will be limited to about

200 kilometres as stated above. The cost of burying would be around THB 600,000 per kilometre. The operators are currently in talks, with the National Broadcasting and Telecommunication Commission (NBTC) acting as mediator, to adjust the pipe rental fee, which presently stands at THB 20,000 per kilometre per month.

*Asker #3 - Mr Choemsak, a Unitholder (continued)*

Q: Once OFC is moved underground, will we collect more rental fee? I work for the waterworks authority. I know there are a lot of issues and a lot of underground pipes. Therefore, the investment cost will be quite high. For the 200 plus kilometres in Bangkok alone, the THB 600,000 cost per kilometre will mean more than THB 1 billion cost. And major cities and tourist attractions like Chiang Mai or Hua Hin will definitely follow suit. No major city in any other country is wired above ground. And they might change the construction method to tunneling, which is even more sophisticated and costly. Has the management calculated the associated risks? What would you say about these things that will happen in the near future?

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A1: I think that the Fund has disclosed the associated risks in the prospectus. As for the cost of burying wires underground for 200 kilometres, not all wires will be buried, because Bangkok is full of alleys and small lanes. We could use them to avoid the need to bury, thereby saving cost. TB's management will help us cut the moving cost to below THB 600,000 per kilometre. As the distance might not be as great as 200 kilometres, the cost could be lower than THB 120 million. TB are reviewing which roads that the authorities seek to have wires buried and for which roads they could save cost for the Fund. The pipe rental rate of THB 20,000 per kilometre per month is still not agreed, as the operators (eg AIS, TRUE) are asking the electricity generation authority, which owns the wires and is responsible for the burying operations, to lower the rate. There is still no conclusion. The Fund is aware of the risk involved, which has been disclosed in the prospectus.

A2: About depreciation, the Fund's assets are OFC, which Thai Accounting Standard (TAS) 106 does not require depreciation calculation. The Fund has its assets appraised quarterly by an independent appraisal licensed by the Office of Securities and Exchange Commission (SEC). For the previous year, the Fund posted invested assets' value at THB 57.3 billion, higher than the acquisition cost of THB 55 billion. This will be discussed further during the review of the relevant agenda item.

A3/A4: Concerning accidents, the Fund pays insurance premiums at 0.145%. The premiums are estimated at approximately THB 5 million per year. On the occurrence of an accident, such as one involving a sugarcane truck dragged our OFCs, the Fund paid and then submitted a claim to the insurer. There's a THB 50,000 deductible. If the loss is greater than THB 50,000, then the insurer will cover it. If it is smaller, however, the Fund will have to bear it. In the case of our OFCs injuring a motorcycle rider, TB (and not the Fund) will bear the loss, because TB will be responsible for third-party accidents.

A5: Concerning the question about the Fund's risks, currently TB is the Fund's sole lessee - 80% for the Main Lease Agreement and 20% for the Rental Assurance Agreement. The Fund could consider allowing a different operator to lease the assets for the said 20% portion, but in the absence of lessee, TB will guarantee our rental income in this portion. Therefore, TB is the Fund's cash cow. Given TB's performances, the Fund still sees TB's ability to pay rentals. Their earnings before interest, tax, depreciation and amortisation (EBITDA) figure against the expense figure (ie the rentals charged

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by the Fund) were 48%. In other words, they earned THB 12 billion and paid approximately THB 5 billion in rental to the Fund.

- A6: There are risks about the cost of burying OFCs underground and the cost of bearing the accident-related loss if the loss amount is smaller than the THB 50,000 deductible amount (for which the Fund cannot submit a claim to the insurer).

## **Item 2: To acknowledge the Fund's financial position and operating results for the year 2018**

Mrs Noppawan Swaengkij presented information about the Fund's financial position and operating results for the year 2018.

The Management Company highlighted the operating results for the fiscal period 1 January 2018 to 31 December 2018. The Fund's balance sheet as at 31 December 2018 and the Fund's income statement for the period ended 31 December 2018 were prepared in accordance with the applicable accounting standards and audited by a certified public accountant from EY Office Limited. Details are shown in the 2018 Annual Report on the CD accompanying the invitation letter sent to the Unitholders. The Management Company deemed it appropriate to announce the Fund's operating results for acknowledgement at the present meeting.

Below are some key performance details as provided in the Fund's 2018 Annual Report:

### **Total Revenue**

The 2018 year total revenue stood at THB 5.84596 billion, a 0.74% Y-o-Y rise, driven by OFC rental revenue at THB 5.81445 billion (up 0.66% Y-o-Y, as at 31 December 2018) and by interest received at THB 31.45 million (up 16.77% Y-o-Y). For the year 2018, the OFC rental rates stood at THB 428.62 per kilometre per month for the Main Lease Agreement and THB 756.39 per kilometre per month for the Rental Assurance Agreement.

### **Total Expenses**

For the year 2018, total expenses stood at THB 390.87 million, an 8.52% Y-o-Y rise, contributed by fund management fee and expenses at THB 81.67 million (up 3.09% Y-o-Y), operating expenses at THB 274.69 million (up 7.37% Y-o-Y, consisting of asset management and maintenance fee at THB 214.29 million, right-of-way fee paid to the electricity authority for laying OFC on power poles at THB 54.98 million and insurance cost at THB 5.42 million) and other expenses at THB 34.51 million (up 37.43% Y-o-Y).

### **Net Investment Income**

For the year 2018, the Fund posted net investment income at THB 5.45509 billion (up 0.22% Y-o-Y), net unrealised loss from investment at THB 355.80 million and an increase in net assets from operation at THB 5.09929 billion (down 28.66% Y-o-Y).

As at 31 December 2018, the Fund's total assets stood at THB 59.84614 billion (up 0.27% Y-o-Y). It comprised investment in OFC at the fair value of THB 57.3 billion (down 0.62% Y-o-Y), investment in securities and bank deposits at the fair value of THB 2.53645 billion (up 25.50% Y-o-Y) and other assets at THB 9.69 million (up 51.88% Y-o-Y). Total liabilities stood at THB 941.47 million (up 1.45% Y-o-Y). Net assets as at 31 December 2018 stood at THB 58.90467 billion or THB 10.7099 per unit (up 0.25% Y-o-Y).

The Management Company deemed it appropriate to present the Fund's performance data as shown in the 2018 Annual Report, the balance sheet as at 31 December 2018 and the income statement of the period ended 31 December 2018, which were prepared properly and duly in satisfaction of the

requirements set by the prospectus, as recapped above. As the matter was for acknowledgement, no resolution was adopted.

MC invited the attendees to raise any questions they might have about the fund overview presented above.

*Asker #1 - Mr Praphat, a Unitholder*

Q1: What is the net unrealised loss from investment figure? Please explain.

Q2: May I ask prematurely some questions, which I am not sure are relevant to the present topic. I heard that in 2019 there is going to be a capital raise or a sale of OFCs from Jasmine to the Fund. When is the capital raise going to take place? What is going to be the amount raised?

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A1: The previous year's net unrealised loss from investment at THB 355.80 million was the loss from investment that remained unrealised. The assets' appraised value declined by approximately THB 360 million. The investment loss was still not realised. The Fund posted net investment income at THB 5.455 billion. The loss from the appraisal needed to be deducted before dividend could be distributed to the Unitholders. The base figure was THB 5.099 billion.

A2: The Fund and TB are discussing terms and conditions for the capital raise. Once an agreement is reached, the Unitholders will be informed and an extraordinary Unitholders' meeting will be called to explain the reason behind the relevant purchasing decision, the investment structure, the need to raise capital or obtain loans and any impact from the capital raise on the Unitholders (eg lower market price of the units). If that happens, we will have a meeting and pass resolutions together. There will be Unitholders' resolutions as formally required. Jasmine, as the major Unitholder with vested interests in the proposed capital raise, will not have the right to vote on the matter, however.

*Asker #2 - Mr Choemsak, a Unitholder*

Q: How did the appraised value decline by THB 355 million? Was the decline caused by the need to move and bury OFC underground in some areas?

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: The independent valuer appointed by the Fund appraised the assets' value using the income approach, taking into account cash flows (ie revenue minus expenses) and discount rates as determined from the associated risks (including unsystematic (beta) risk, risk-free government-bond return rate and systematic risk). They will appraise the value quarterly. As discount rates are adjusted, gain or loss from appraisal can occur.

*Asker #2 - Mr Choemsak, a Unitholder (continued)*

Q: Did the need to remove and bury OFC underground contribute to it?

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: That's an expense item used to deduct the Fund's revenue figure. As the removal still does not take place, there's still no impact.

*Asker #3 - Mr Prayat, a Unitholder*

Q: About the same question, if the THB 355 million decline is still there, what will happen? If that's nearly 10%, will the unit's value be lost?

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: The loss from investment remains unrealised. It affected the dividend payment to the Unitholders, say, in 2017. The 1,705 figure was the gain from appraisal as caused by discounting of cash flows. It could not be used to pay dividend to the Unitholders. But once a loss was incurred, we would be unable to pay but set up a reserve. As a result, it goes up in some quarters and comes down in other quarters.

*Asker #4 - Mr Chai, a Unitholder*

Q: While rental revenue grew 0.66% between 2017 and 2018, management expenses grew 3% and administrative expenses grew 7%. This indicates the level of management efficiency. Are certain subcontractor-related expenses included as part of these expenses? This reflects the management approach and shows why revenue grew slowly but expenses grew rapidly.

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: Rental revenue inched up 0.66% due to an accelerated inflation in 2017. This is in line with what stated in the Agreements - rentals are calculated based on previous year's inflation rate. Let's take a look at some major expense items: The administrative expense involving the Fund's hiring TB to provide management and operations services was at THB 200 per core kilometre per year until 31 December 2015, before the rate was revised up 3% per year without reference to the CPI. Rentals, however, were adjusted according to CPI. The fund management fee and expenses were at normal rates. The Management Company collected management fee at 0.10% of the net asset value. There's also supervisor's fee at approximately 0.018% of the net asset value. Other expenses that rose rapidly were incurred as a result of accident-related expenses that went beyond the insurer's limit of cover.

*Asker #4 - Mr Chai, a Unitholder (continued)*

Q: Understood. But all expenses are fixed and they are dependent on the length of the OFC possessed. The relatively fixed cost grew rapidly. In contrast, revenue grew slowly. That shows the level of management efficiency. If revenue keeps growing at a slower pace than expenses, profit will keep shrinking.

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: Actually, as far as expenses are concerned, in net terms the figures are negligibly small. Compare the over THB 5 billion revenue per year to the just over THB 300 million expense. However, I understand your concern, and we will manage the Fund even more carefully to enhance efficiency.

*Mr Charoensap (added)*

Q: About appraisal, if the value goes up dividend will not be payable. I understand from the documents received that if there's a capital reduction/return. See the Annual Report, page 36. The Fund was established in 2015 but a capital reduction/return was announced in 2016 despite a profitable result. The document states that it was about higher valuation but the valuation could become lower in the future, which would affect the units. (The capital reduction/return document that was sent to the Unitholders was not included as part of the Annual Report.) The value might be negligibly small, but I'm just curious why you needed to reduce/return the capital.

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: The Fund's capital was reduced/returned three times. The amounts returned totalled THB 685 million in 2016 and THB 130 million in 2017. In total, the Fund reduced/returned its capital by approximately THB 816 million. The reason was THB 816 million excess cash in the form of rental received in advance (about three months) at THB 816 million. It is clearly stated that the rental received in advance was used to return the capital and that the same, because they were rental received in advance, could lead to lower distributions to the Unitholders in the future. In the future, the Fund might not actually earn the said rental income. Nevertheless, as the Fund has declared that the capital return is sourced from the said THB 816 million amount, there should be no more capital return.

*Asker #5 - Ms Niratchaya Choetsawai, a Unitholder*

Q: I refer to the asset investment item on page 99. Investment is made usually in the expectation of generating profit. Yet, a THB 5 million sum vanished because of the year's appraisal of market value. Is the Fund required to avoid investing in government bonds? Does the Fund invest in anything else? There is loss in the previous year. The chart shows a Y-o-Y increase, but that's because there is also reduction in the preceding year. Should the Fund invest in other asset classes?

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: Based on data, investment in securities rose 25.50%. The Fund invested a huge chunk in government bonds in order to curb risks for clients. The SEC allows the Fund to invest in infrastructure business in general or in other infrastructure funds. However, it would not be appropriate to use the Unitholders' money (in the form of rental income) to invest in those kinds of things. Moreover, we have a quarterly distribution policy. The SEC requires distribution at least twice a year, but we intend to pay every quarter. That is why we need to invest in low-risk securities, i.e. government bonds with maturities of around three months, so that we can pay dividends to the Unitholders as scheduled.

*Ms Niratchaya (continued)*

Q: I understood the reason, but has the Fund done any additional research on other options? Is it proper that the amount of THB 5 million was lost without taking any action?

*Ms Chiraphat (added)*

Q: Investment in bonds requires the appraisal of fair value. Loss has not been incurred because the bond value is still the same, and also returns interest. In principle, market price must be appraised, is it correct?

*Respondent: Mrs Noppawan (Management Company)*

A: Correct. It was caused by the valuation. Assuming that, at the end of fiscal period, the interest rate increases to higher than the purchase value, the bond price will decrease. It was the contingent valuation because the bonds have not been sold yet.

*Asker #6 - Mr Phakdi, a proxy-holder*

Q1: Regarding the major investment in OFC in the amount of THB 55,000 million, the rules require that valuation must be done by a third party. Can the Fund give a rough and concrete clarification about the calculation factors or methods? What principle is used for valuation, income appraisal and discount calculation? I believe that they are quite fluctuating.

Q2: What is the nature of wear and tear of OFC? Do they depreciate in value and require replacement? When will they start taking wear and tear. The agreement term is ten years, but I heard that OFC's useful life is 10-20 years. How long does their actual useful life, not in theory?

*Respondent: Mrs Noppawan (Management Company)*

A: The value of OFC was appraised by an independent appraisal who is licensed by the Office of SEC, using income approach for generating future cash flows, i.e. the amounts of the Fund's rental income earned up to the end of the lease in the year 2026 less expenses to be incurred in each year. According to the Agreement, the rental income must be increased according to the inflation rate, based on the inflation rate assumption of the Bank of Thailand for the next year. The inflation rates in subsequent years will be based on the historical statistics of the Bank of Thailand to ensure that the rental will increase accordingly. In respect of the Fund's expenses in each year, as agreed with TB in the Agreement, costs of maintenance, insurance and other costs will be paid based on the inflation rates during the past ten years, equal to 3%. The income calculated above less the expenses results in net income of the Fund in each year, which is called cash flow. Then, the value will be discounted. The discount rate will have relevant risks and other variables, e.g. returns on the stock exchange over the past ten years, returns on low-risk government bonds, weighted average of all beta coefficients of stocks in this industry, namely DTAC, JAS, DIF. The discount rate will then be used for discounting the appraised value.

*Mr Phakdi (continued)*

Q: May I ask more questions? What is the factor causing the fluctuation? Why, in some quarters, they increased, but in some quarters, they decreased? Did they depend on the discount or net income? Using income approach, I believe that net income should be stable because it is fixed income from TB, expenses of the Fund should also be stable. The discount rate should be fluctuating, is it correct?

*Respondent: Mrs Noppawan (Management Company)*

A: The discount rate was derived from the calculation of beta coefficient of the stock price. Consequently, every quarterly appraisal, such as the stock prices in this industry during the past quarter were rather fluctuating, affects the discount rate of the value.

*Mr Phakdi (continued)*

Q: The prices were fluctuating. What were the prices of?

*Respondent: Mrs Noppawan (Management Company)*

A: The stock prices in the stock exchange.

*Mr Phakdi (continued)*

Q: Please answer the second question regarding the useful life.

*Respondent: Mr Yordchai Asawathongchai (Jasmine)*

A2: Regarding the OFC, OFC was first installed by The Telephone Organisation in 1956. An expert has researched and discovered that OFC has its useful life of more than 30 years. In the real use by TB or the Fund, it was just the beginning. OFC consists of three layers, ie sheath, buffer layer and optical fibre. Optical fibre may have its useful life more than that because it is made of silica or sand, maybe a hundred years. The buffer layer may be made of metal or plastic, depending on selection. The main factor is sheath which may be made of PVC or PE. PVC has shorter useful life. Basically, telecommunication cables are covered by PE (i.e. Iden HDPE), which has useful life of more than 30 years and been globally used in telecommunication business.

*Mr Charoensap (added)*

Q: Concerning the decrease of unit value as mentioned in the previous question, would there be any capital reduction/return?

*Respondent: Mrs Noppawan (Management Company)*

A: No. As set out in the prospectus that the capital would be reduced/returned in an amount of THB 816 million, the capital reduction/return has been completed.

*Mr Charoensap (added)*

Q1: Please clearly explain. The value is decreased from THB 10 to 9.86, causing investors to feel insecure to use their pension for investment and having concern about this matter. We need clarity to decide whether we will continue to invest in the Fund. The value will further decrease if the capital is reduced/returned in future.

Q2: Moving from poles to underground means installation of cables underground must be completed before removing the cables on ground, is it correct? Is it the new investments in cables?

*Respondent: Mrs Noppawan (Management Company)*

A1: The Fund is the owner of OFC. If there is a profit, dividend will be paid to Unitholders. Capital reduction/return was resulted from the rental received in advance

and has been completed. The Fund has the freehold ownership, rather than leasehold, which needs to reduce/return its capital. If there is profit, dividend will be paid out to Unitholders.

*Respondent: Mr Yordchai Asawathongchai (Jasmine)*

A2: Technically, cables can be moved underground. Practically, they cannot be moved immediately because the cables on pole are still in use. Therefore, a new investment must be made, i.e. to install cables underground first and then remove the aerial cables. In practice, new cables must be installed.

*Asker #7 - Mr Wirawat Chirasap, a Unitholder*

Q: Concerning the rental received three months in advance as previously mentioned, when will it affect the future income? In year 2026?

*Respondent: Mrs Noppawan (Management Company)*

A: The Agreement will expire (according to TB's Licence) on 22 February 2026. The last three months, from December 2025 to February 2026, will be affected.

*Mr Wirawat (added)*

Q: You previously said that the Fund has renewed the agreement until 2032. Does it mean to guarantee income between the Fund and JAS?

*Respondent: Mrs Noppawan (Management Company)*

A: No. Currently, TB has renewed the Type Three Licence until 29 January 2032, but at the time of execution of the previous Agreement with TB, the Licence will be valid until 22 February 2026. At the execution of the Asset Sale Agreement, the Main Lease Agreement and the Secondary Lease Agreement, TB's Licence will expire on 22 February 2026.

*Mr Wirawat (added)*

Q: Does the Fund appraise any tangible assets?

*Respondent: Mrs Noppawan (Management Company)*

A: The Fund has only one asset, i.e. OFC.

*Mr Wirawat (added)*

Q: Does the appraisal as previously explained include the tangible asset? Why does the appraisal must be carried out on a quarterly basis? Does it waste money?

*Respondent: Mrs Noppawan (Management Company)*

A: The quarterly appraisal lets the Fund know the actual value of assets which will reflect the market price. The value will be kept up-to-date. Value of asset is the value of OFC. As for the investment in securities, valuation based on the market value will reflect the actual value better.

*Mr Wirawat (added)*

Q: Will the rise or fall in value of the asset every quarter affect the dividend payment? If the value increases, will dividend payment increase?

*Respondent: Mrs Noppawan (Management Company)*

A: This will be in accordance with the regulations of the Office of SEC and further described in agenda item 3.

**Item 3: To acknowledge the dividend payment for the year 2018**

Mrs Noppawan presented information about dividend payments for the year 2018.

The Fund has its policy to pay dividends to Unitholders at least twice a year if the Fund has sufficient retained earnings.

- (1) Subject to the securities law, any proposed payment of dividend will be made to all Unitholders in aggregate for each financial year at a rate of no less than 90% of the adjusted net profit within 90 days from the end of each fiscal period.
- (2) In case that the Fund has retained earnings, the Management Company may make a dividend payment to the Unitholders from such retained earnings.
- (3) In case that the Fund has accumulated loss, the Management Company will not pay dividend neither out of the adjusted net profit under (1) nor the retained earning under (2).

"Adjusted net profit" means net profit of the Fund adjusted by:

- (a) deduction of the unrealized gain from the appraisal of infrastructure assets and other adjustment items in accordance with the guideline of the Office of SEC, to be in line with the cash basis of the Fund;
- (b) deduction of capital expenditure incurred in relation to additional construction, relocation, modification, adjustment and development of the assets of the Fund as ordered by the government authority;
- (c) deduction of provision for cash flow for repair, maintenance or improvement of the infrastructure business of the Fund according to the plan clearly prescribed in the Fund scheme and the prospectus or as informed by the Management Company to Unitholders in advance; and
- (d) deduction of provision for cash flow for repayment of the Fund's loans or obligations under the borrowing policy.

In the event that there are non-cash expenses (such as expenses that are gradually amortised or unrealized loss), the Management Company will make provision for the items set out under (c) and (d) above for each fiscal period less the non-cash expenses.

In respect of the history of dividend payment for the year 2018, the Fund was willing to pay dividend on a quarterly basis. Even though the Office of SEC allows to pay dividend twice a year, the Fund has paid dividends every quarter since its inception. In the past year, dividends were paid at the rate of THB 0.90 per unit. The distribution yield comparing with the par value after the 3rd reduction/return of capital (THB 9.8516 per unit) was at 9.13%. Comparing with the par value at the first offering (THB 10), the distribution yield was at 9%. In the light of the net investment income less profit and

loss from appraisal, the dividend payment was in a total of 97.07% (comparing with the adjusted net profit).

The Management Company is of the opinion that the payment is correct and proper. As the matter was for acknowledgement, no resolution was adopted.

*Asker #1 - Mr Sathit, a Unitholder*

Q: Is it possible that depreciation will be down to zero? I am afraid that a new item will replace the existing one.

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: The Fund's assets are not depreciated or amortised. As Mr Yordchai said, the assets' useful life is 30 years. If any accident occurs, TB will replace with new OFC to keep the assets new at all times. Please let TB explain more.

*Respondent: Mr Yordchai Asawathongchai (Jasmine)*

A: At present, there is nothing better than OFC because OFC uses optical frequency which is the fastest. Therefore, it should not be replaceable.

*Asker #2 - Mr Narong Phuttharaksa, a Unitholder*

Q: Dividend payment on a quarterly basis is good. If the rate of dividend payment per year is the same, investors will receive dividend frequently. However, the Fund will incur more costs for appraisal. Consequently, if the Office of SEC allows to pay dividend twice per year, is it possible that the Fund will pay dividend only twice per year?

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: The Fund follows the requirements of the Office of SEC. The costs of burying OFC underground have not been incurred because TB has not requested for payment yet. They would request for payment on a quarterly basis. However, the Fund still receives the rental on a monthly basis and closes the fiscal period on a quarterly basis. After deduction of the costs from the income, the Fund will still be able to pay dividend to Unitholders on a quarterly basis as far as there is no any impact from any unforeseen expenses. However, the impact from the said expenses may not be so much that prevents the Fund from paying dividend.

*Asker #3 - Mr Suraphon Inkham, a Unitholder*

Q: If TB does not take a lease, will there be any other lessees? Is there any other operators doing the same business as TB?

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

A: The Main Lease Agreement will expire on 22 February 2026. The Fund will give TB an advance notice three years before the expiration of the Agreement, ie February 2023. The Fund will ask TB whether they will renew the Lease Agreement, which will depend on negotiations about terms and conditions. If TB refuses to renew the Agreement, the Fund will seek other lessees who use OFC for operating the internet broadband business, eg AIS, True, DTAC. Otherwise, the Fund may sell the assets, in whole or in part, to interested investors.

*Respondent: Mr Yordchai Asawathongchai (Jasmine)*

- A: According to NBTC's database, there are more than 100 licensees operating telecommunication or internet business, but not many of them actually operate the business. Apart from AIS and True, there are many other operators operating the telecommunication-like business, eg Symphony. In future (next year), NBTC will conduct a 5G auction to grant a licence for specific zones, not the whole country. Many operators are interested and the use of OFC for services and connection to other networks in different zones may increase, leading to win-win solution in future.

*Asker #4 - Mr Saran, a Unitholder*

- Q1: The asset value is appraised four times a year. A positive result will be favourable to dividend payment. A negative result will reduce the dividend. I wonder if the appraisal must be carried out four times a year. Can the Fund reduce to twice or once a year? Each appraisal incurs cost. Where will this cost be recorded in? Who will have benefit from this?
- Q2: The rental received three months in advance means that if the Agreement is not renewed, there will not be income in the last three months and there will be expenses only. So, there will not be dividend payment during such period, is it correct?
- Q3: If there is a problem with the cables, TB will replace with new ones. Who will responsible for this replacement cost?

*Respondent: Mr Yordchai Asawathongchai (Jasmine)*

- A3: For the third question, if there is a problem with the cables, TB will replace with new ones at their costs, which are the maintenance costs. These costs are fixed in a lump sum at THB 200 per core kilometre per year.

*Respondent: Mrs Noppawan Swaengkij (Management Company)*

- A1: The fair value is appraised on a quarterly basis in order to reflect the actual price, like land price. If the value goes up, the increased price will be used. If the value goes down, the decreased price will be used. Even though the Fund is not affected and does not use that part to pay dividend, loss from the appraisal will not prevent the Fund from making dividend payment. Dividend can be paid from retained earnings.
- A2: Regarding the appraisal every quarter, the Fund will consult with the auditor first, in order to find out whether it is better to carry out the appraisal on a yearly basis like other funds.
- A3: With respect to the rental received in advance in an amount of THB 816 million and the capital reduction/return which has been done, amounting to approximately THB 272 million per month, the Fund's rental income during such period should be more than that. The rental received in advance in the amount of THB 816 million is calculated from 640,000 core kilometres times the rental rate under the Main Lease Agreement, ie THB 425 per core kilometre, times three months.

At present, there are 980,500 core kilometres of OFC, on the part of the Main Lease Agreement. The said number times 0.8 equals 784,400 core kilometres which are more than number estimated at that time (640,000 core kilometres). After deduction of expenses, if the rental rate continues to increase, the Fund may receive the rental

from TB and will be able to pay dividend. However, if at that time the expenses increase, the dividend to be paid to investors may be decreased.

*Mr Saran (continued)*

Q: Is the rental received in advance (three months before renewal of the Agreement) in the portion of 80 or 20?

*Respondent: Mrs Noppawan (Management Company)*

A: Based on 80 portion or 640,000 core kilometres according to the Main Lease Agreement.

*Asker #5 - Mr Wiwit, a Unitholder*

Q: Can the Fund publicise the list of ten major shareholders on a quarterly basis, in order to keep Unitholders updated the changes in major Unitholders? Last time considerably affected the unit price, causing minor shareholders to suffer from substantial loss.

*Respondent: Mr Pornchalit (Management Company)*

A: This issue is reported at each time of book closing for dividend payment. If the dividend payment is changed to twice a year, it will not be in line with what we want.

*Respondent: Mrs Noppawan (Management Company)*

A: Normally, this will be announced in the Fund's website. This information is also available in JASIF's information in SETTRADE.

*Asker #6 - Mr Chin, a proxy-holder*

Q1: How much is D/E ratio of JASIF?

Q2: How will ISRF 16 affect JASIF?

Q3: Please give more information about the sale of assets from JAS to JASIF. Is there any problem with the auditor?

Q4: 5G technology certainly requires OFC. Is it possible that the operators install their own OFC which may be cheaper than lease? That is to say, they do not need to use OFC of JASIF.

*Respondent: Mr Pornchalit (Management Company)*

A1: At present, the Fund does not have liabilities. The securities law provides that the Fund may borrow funds for investment not exceeding 3 times the investment units or D/E ratio must not exceed 3 times.

A2: EY may help answer about the impact from the accounting standards.

*Respondent: Mrs Chonlaros (EY's auditor)*

A: ISRF 16 standards do not have any impact on the Fund, as the lessor.

*Respondent: Mrs Noppawan (Management Company)*

- A: Additional assets will be purchased soon. There is quite much progress in agreement on terms and conditions. Any problems about news, obstructions and accounting can be solved. If there is any good news, an extraordinary meeting will be convened to inform all Unitholders.

*Respondent: Mr Yordchai Asawathongchai (Jasmine)*

- A: Regarding the concern as to whether, if operators install their own OFC, it will be more cost effective than taking lease, it depends on the routes. TB itself also takes a lease from the Provincial Electricity Authority, the Electricity Generating Authority of Thailand or TOT. There are many reasons for taking lease. For example, at certain locations, installation may not be done on time, taking lease is then required, or due to the system stability, sometimes more than one route of OFC is installed at one location in order to prevent from functional problem and for maintenance purpose. Although they may be able to install their own OFC, maintenance is not easy. Operators must be able to carry the maintenance work, eg throughout the route from Chiang Mai province. Maintenance must be carried out comprehensively and rapidly in all areas. Having technicians throughout the country, TB can carry out maintenance and solve problems faster. Operators have to weigh by themselves against their readiness and decide whether they will install their own OFC or take a lease.

**Item 4: To acknowledge the appointment of the Fund's auditors and remuneration of auditors for the year 2019**

Mrs Noppawan presented information about the appointment of the Fund's auditors and remuneration of auditors for the year 2019.

The Management Company has considered and proposed the appointment of auditors from EY Office Limited as the Fund's auditors for the 2019 financial statements with remuneration of THB 1,200,000, as listed below:

1. Mrs Chonlaros Suntiasvaraporn Certified Public Accountant No 4523; and/or
2. Ms Krongkaew Limkittikul Certified Public Accountant No 5874; and/or
3. Mr Natthawut Santipet Certified Public Account No 5730.

In the Management Company's opinion, the auditors from EY Office Limited have performed their duties properly and independently and have no relationship or interest with the Fund. It is appropriate to appoint the auditors from EY Office Limited as listed below as the Fund's auditors for the year 2019:

1. Mrs Chonlaros Suntiasvaraporn Certified Public Accountant No 4523; and/or
2. Ms Krongkaew Limkittikul Certified Public Accountant No 5874; and/or
3. Mr Natthawut Santipet Certified Public Account No 5730.

The Management Company also deemed it appropriate to determine the remuneration of the auditors for the year 2019 in the amount of THB 1,200,000. In the case where none of the above auditors could perform their duties, EY Office Limited would designate other certified public accountant of its company to conduct audit and express opinion on the financial statements of the Fund in place of the above auditors. It was deemed appropriate to note the 2019 Annual General Meeting Unitholders for acknowledgement.

[Translation]

The Management Company also prepared a summary of auditors' remuneration for the year 2019 comparing with the auditors' remunerations for the years 2018 and 2017 as tabulated below:

Auditor	CPA No	Year		
		2016	2017	2018
1. Mrs Chonlaros Suntiasvaraporn	4523	/	/	/
2. Ms Krongkaew Limkittikul	5874	-	-	-
3. Mr Natthawut Santipet	5730			

Details	Year 2018	Year 2019	Changes (%)
Auditor's fee	THB 1,150,000	THB 1,200,000	4.35%
Other service fees	THB 1,916	(No disbursement yet)	-

As the matter was for acknowledgement, no resolution was adopted.

*Mr Saran (continued)*

Q: A question in the previous agenda item has not been answered. Where will the cost of each appraisal be recorded in?

*Respondent: Mrs Noppawan (Management Company)*

A: This is the appraisal fee. In the financial statements, this cost is recorded in the Fund management fee and expenses, which must be borne by the Fund. The appraisal was carried out on a quarterly basis with a lump sum fee for three-year period. The appraisal for the first year was carried out in the form of full asset survey report. The fee for issuance of the first report was approximately THB 2 million. The fee for each quarter is approximately THB 50,000, totaling almost THB 4 million.

*Asker #1 - Ms Nisa, a Unitholder*

Q1: This question slightly links to the previous agenda item. Most of Unitholders might have purchased the units at different prices. The operating results are quite good and dividend payments are better than many other funds. However, the current price is lower than NAV. In the management's view, why did it happen? What would the future development be?

Q2: Is JASIF2 deemed to be a good news for investors? Would it worsen the situation? Will JAS have to mobilise more funds or investors have to invest more funds?

*Respondent: Mrs Noppawan (Management Company)*

A1: The market prices of the units depend on demand and supply. Like agricultural products, if supply is high, demand will be low. The Fund Manager also has concern about this if the operating results are good but prices cannot be maintained or intervened. In the agenda item 1, a Unitholder also mentioned about this matter and asked TB's management to deal with this. A news reveals that JAS or TB can sell the issued units because the term of holding units has expired. The conditions provide

that, in the 1st to 3rd years, they must hold 33.33% of the units, and only 19% in the fourth to sixth years. Therefore, JAS and TB is free to sell the units. Mr Yordchai, as TB's executive, has promised that he would discuss about this issue.

- A2: With regard to purchase of additional assets, if we have a house for lease, we will have rental income from only one house. If we have more houses for lease, we will have more rental income, which would be good for the Fund. The Fund has a policy to invest in infrastructure in order to be able to pay distribution to Unitholders in the long term. The Fund may purchase additional telecommunication assets from other business operators. Increase of assets should be better. However, to purchase additional assets, the Fund will have to consider whether it will increase its capital or borrow funds. Above all, the Fund must take into account the issue as to whether the transaction will result in decrease of the rate of return for the existing Unitholders. If decrease, the Fund will not proceed. This issue must be voted and adopted by an extraordinary general meeting.

*Ms Nisa (continued)*

- Q: Capital gain of a similar fund, like DIF, does not suffer any loss. That is, the initial price neither decreases nor increases. Why can they maintain the value? Is this because they do not have restricted period as JASIF have, ie unable to sell? If so, to what extent? Or they have restricted period but have not exercised the right yet. That is why their price did not decrease dramatically like JASIF, is it correct?

*Respondent: Mrs Noppawan (Management Company)*

- A: DIF's sponsor is True which has the right to sell but has not sold. That is why they do not have this problem. However, the sale by JAS did not breach any term of the agreement executed at the time of purchase. Under the Agreement, JAS have to hold at least 19%, but they currently hold 23.51%.

*Ms Wanwisa (continued)*

- Q: Is there any terms of agreement allowing them to hold units lesser? How many times can they sell units?

*Respondent: Mrs Noppawan (Management Company)*

- A: As previously informed, in the fourth to sixth years, they have to hold 19% of the units, but currently they hold 23.51%.

*Ms Wanwisa (continued)*

- Q: After the 6th year, will they decrease the number of units held by them? If so, to what extent? Will it be in the 7th year?

*Respondent: Mrs Noppawan (Management Company)*

- A: Maybe. There is no requirement. They may not hold any units at all.

*Asker #2 - Mr Phunsap, a Unitholder*

- Q: The auditors' fee slightly increases, which I will not ask. I would like to ask the Fund Manager to control the expenses. Normally, auditors' fee will not increase. There should be a negotiation for reducing the fee. The audit should not be complicated

because they have been conducting for years.

*Asker #3- Mr Wirawat, a Unitholder*

Q: Referring to the question before the last one, in the 7th year, JAS will be able to sell all of their units which may undermine investors' confidence and trust in the business. Could this be a negative sign of the business?

*Respondent: Mrs Noppawan (Management Company)*

A: No. JAS is not likely to sell all units because JASIF has paid dividends at the high rate.

*Mr Wirawat (continued)*

Q: If they do not sell the units, why did they not enter into an agreement with more binding effect? They have already sold 10% which caused dramatic decrease in price.

*Respondent: Mrs Noppawan (Management Company)*

A: It was a commercial agreement mutually agreed at the first of the asset purchase.

*Mr Wirawat (continued)*

Q: The owner is Mr Pete Bodharamik who does many things undermining the public's confidence. The cancellation of auction also evoked negative feelings.

*Respondent: Mr Yordchai (Jasmine)*

A: Let me explain as one of the bidders. Actually, JAS really wanted to win the auction. However, we had three months to negotiate with investors or banks. We had some problems which cannot be disclosed, but we confirmed that we did want to win the auction.

*Mr Wirawat (continued)*

Q: Will you sell all of the units held by you?

*Respondent: Mr Yordchai (Jasmine)*

A: We cannot give an answer about investments. Purchasing or selling shares depends on obligations, operation plan and management of expenses and funds. We cannot give you an answer as to how many shares will be held by us. It depends on various factors and economic situation at that time which will influence us on our investments or actions.

*Mr Wirawat (continued)*

Q: Why did BBL sell the units from 11% to 1%? If the operating results are good, why did BBL sell the units first which was followed by JAS? What is the problem? While the news of the Fund's expansion was spread, with three postponements, major shareholders sold shares in big lot. Please explain.

*Respondent: Mr Pornchalit (Management Company)*

A: BBL's share sale may be resulted from a policy prohibiting from holding shares for

more than three years or certain policies in relation to investment. We have to find out the exact reason.

*Mr Wirawat (continued)*

Q: JAS should have been aware that the expansion of the Fund required more investment funds. Why did JAS sell the shares?

*Respondent: Mr Yordchai (Jasmine)*

A: May I reserve my right to refrain from answering this question?

*Mr Wirawat (continued)*

Q: At the Fund's inception, the Fund was required to invest 80% in the Main Lease Agreement and 20% with minor lessees. However, many years have passed, the Fund never sought any minor lessees. Investors appear to invest in the 20% portion which is high in value but low benefit from the income guarantee. If the Fund could seek minor lessees, rentals may be higher.

*Respondent: Mrs Noppawan (Management Company)*

A: The rules of infra sharing established by NBTC provide that the fund has to reserve a part of its assets for lease by a third party. However, for the Fund, TB will guarantee the rental income from this part. The Fund will receive 100% of rental, dissimilar to other funds which can lease only 80% of their assets and reserve 20% according to NBTC's rules.

*Mr Wirawat (continued)*

Q1: AIS also began the installing OFC with 55% completion and continues to expand their networks. I, as a unitholder of AIS, heard that AIS also complains about the expensive rental which is not worth investing. The Fund should take offensive action and discuss with AIS. Even though the rental income may be in a small amount, it is better than leaving the 20% portion unproductive. AIS could expand their OFC networks slowly due to high cost, such as in remote areas. Both parties should have a discussion, rather than building their own networks without sharing and then losing benefits. Discussion should start now, not in the last three years of the lease. If TB refuses to renew the Agreement, Unitholders will be in a desperate situation and for DTAC as well.

Q2: Installing OFC on electricity poles incurs costs. DIF also has towers. Have you ever compared the amount paid to the electricity authorities with the costs incurred by DIF? Which one is more cost effective? Is it possible to propose using DIF's towers in exchange of using OFC?

*Respondent: Mr Yordchai (Jasmine)*

A: DIF's towers are in different type.

*Mr Wirawat (continued)*

Q1: I suggest that telecommunication business operators should discuss with NBTC for joint investment. NBTC should liaise with all operators to make proportional investments, in order to prevent from competition which leads to oversupply.

[Translation]

- Q2: In respect of future expansion of the Fund, if waiting for the Fund Manager to agree with TB, there should be a discussion with Unitholders today for joint consideration. TB's licence is valid until the year 2032, ie about 13 years. That is to say, the Fund will be expanded for a period of not exceeding 13 years, which is too short and generates modest profit. This will also cause a problem of existing assets and new assets which subject to different requirements. Operators should altogether discuss with the Office of SEC to set out clear requirements.
- Q3: In case of sale in big lot, an advance notice should be given to Unitholders to prevent from panic.
- Q4: The management should provide Unitholders with information, in advance, about any new assets to be invested ie the number of years using the new assets for expansion of the Fund, value of the assets, approximate amount of loan required and percentage of the existing shareholders.

*Respondent: Mrs Noppawan (Management Company)*

- A: All of these are confidential. The Office of SEC does not allow us to disclose this information. All Unitholders will be concurrently informed on the date of notice of meeting which will be sent out 14 days in advance, as required by the Office of SEC to allow Unitholders to read the prospectus before the meeting date.

**Item 5: Other matters (if any)**

None.

Receiving no further questions or comments from the Unitholders, and no other matters were proposed for consideration, the Chairman declared the 2019 Annual General Meeting of Unitholders of Jasmine Broadband Internet Infrastructure Fund closed.

The meeting was closed at 12.20pm.

Yours faithfully,

(Mr Pornchalit Ploykrachang)  
Deputy Managing Director  
Real Estate & Infrastructure Investment