



No. 1879/2022

Date: 18 October 2022

Subject: Notifying the resolutions of the Extraordinary General Meeting of Unitholders of Jasmine Broadband Internet Infrastructure Fund No. 1/2022 (Disapprove Agenda 1.2)

Attention: President,
The Stock Exchange of Thailand

BBL Asset Management Company Limited (the **Management Company**), as management company of Jasmine Broadband Internet Infrastructure Fund (the **Fund**), would like to notify that the Fund's Extraordinary General Meeting of Unitholders No. 1/2022 (the **Meeting**) was held on 18 October 2022 at 13:00 at the Vibhavadi Ballroom, Centara Grand Central Plaza Lat Prao Hotel at the opening of which there were 1,093 unitholders present in person and by proxy, holding an aggregate of 3,607,963,471 units, equal to 45.0995% of the total outstanding investment units (8,000,000,000) of the Fund. Resolutions approved by the Meeting can be summarised as follows:

Agenda 1: To consider and approve: (i) JAS' sale of its investment units in the Fund and its ordinary shares in TTTBB to AWN and/or any person designated by AWN, (ii) the waiver of and/or amendment to certain provisions of the Benefits Seeking Agreements, (iii) the termination of the relevant agreements, (iv) the increase in advance rental payment payable by TTTBB to the Fund, and (v) the amendment to the Fund's scheme to the extent necessary to reflect the unitholders' resolution, including any amendment to the Fund's scheme which ensures the Fund's recovery of investments in an amount not exceeding the advance rental payment payable by TTTBB to the Fund

The Management Company informed the Meeting that the Meeting could consider and vote on the proposed matters under agenda items 1.2-1.3 only if the proposed matters under agenda item 1.1 are approved. However, the consideration results on agenda items 1.2-1.3 are not conditional upon each other or upon agenda item 1.1. In other words, if the Meeting approves the proposed matters under agenda item 1.1, it has the discretion to vote for or against the proposed matters under agenda items 1.2-1.3.

Agenda 1.1 To consider and approve: (i) JAS' sale of its investment units in the Fund and its ordinary shares in TTTBB to AWN and/or any person designated by AWN, (ii) the waiver of and/or amendment to certain provisions relating to the replacement of JAS with AWN and/or any person designated by AWN as the sponsor, (iii) the amendment to the non-competition provision and other matters under the Undertaking Agreement, and (iv) the amendment to the Fund's scheme to the extent necessary to reflect the unitholders' resolution

The Management Company informed the Meeting that the above matters must be approved by at least three-fourths (3/4) of the total number of investment units represented by the unitholders present and eligible to vote. Nevertheless, any unitholder present which (i) has a special interest in the above transactions or (ii) is a mutual fund under management of the Management Company is not entitled to vote on the above proposed matters, which is in compliance with applicable notifications of the SEC.



The Meeting has passed a resolution to vote for the proposed matters as follows:

Votes for:	1,743,820,220 units	equalling 82.9016 %
Votes against:	358,143,113 units	equalling 17.0262 %
Abstentions:	1,518,877 units	equalling 0.0722 %

The above votes are calculated from an aggregate of 2,103,482,210 investment units held by the unitholders present and eligible to vote. Nonetheless, the votes by the following unitholders were not counted:

- (1) Jasmine International Public Company Limited (**JAS**), which has a special interest and is holding 1,520,000,000 investment units, accounting for 19.00% of the total outstanding investment units of the Fund; and
- (2) other funds present at the Meeting which are under management of the Management Company, consisting of (a) Bualuang Infrastructure and Real Estate Fund of Funds, holding 9,497,015 investment units, accounting for 0.12% of the total outstanding investment units of the Fund; and (b) Bualuang Infrastructure and Real Estate Fund of Funds RMF, holding 1,180,700 investment units, accounting for 0.01% of the total outstanding investment units of the Fund.

Agenda 1.2 To consider and approve (i) the waiver of and/or amendment to certain provisions relating to the lease and rental payment of optical fiber cables, (ii) the termination of the Rental Assurance Agreement and the Marketing Services Agreement, (iii) the increase in advance rental payment payable by TTTBB to the Fund, and (iv) the amendment to the Fund's scheme to the extent necessary to reflect the unitholders' resolution, including any amendment to the Fund's scheme which ensures the Fund's recovery of investments in an amount not exceeding the advance rental payment payable by TTTBB to the Fund

The Management Company informed the Meeting that the above matters must be approved by at least three-fourths (3/4) of the total number of investment units represented by the unitholders present and eligible to vote. Nevertheless, any unitholder present which (i) has a special interest in the above transactions or (ii) is a mutual fund under management of the Management Company is not entitled to vote on the above proposed matters, which is in compliance with applicable notifications of the SEC.

The Meeting has passed a resolution to vote against the proposed matters as follows:

Votes for:	1,454,643,738 units	equalling 69.1541 %
Votes against:	647,254,840 units	equalling 30.7706 %
Abstentions:	1,583,632 units	equalling 0.0753 %



The above votes are calculated from an aggregate of 2,103,482,210 investment units held by the unitholders present and eligible to vote. Nonetheless, the votes by the following unitholders were not counted:

- (1) JAS, which has a special interest and is holding 1,520,000,000 investment units, accounting for 19.00% of the total outstanding investment units of the Fund; and
- (2) other funds present at the Meeting which are under management of the Management Company, consisting of (a) Bualuang Infrastructure and Real Estate Fund of Funds, holding 9,497,015 investment units, accounting for 0.12% of the total outstanding investment units of the Fund; and (b) Bualuang Infrastructure and Real Estate Fund of Funds RMF, holding 1,180,700 investment units, accounting for 0.01% of the total outstanding investment units of the Fund.

Agenda 1.3 To consider and approve: (i) the waiver of and/or amendment to certain provisions relating to the Undertaking Agreement, (ii) the termination of the Escrow Account Agreement, and (iii) the amendment to the Fund's scheme to the extent necessary to reflect the unitholders' resolution

The Management Company informed the Meeting that the above matters must be approved by at least three-fourths (3/4) of the total number of investment units represented by the unitholders present and eligible to vote. Nevertheless, any unitholder present which (i) has a special interest in the above transactions or (ii) is a mutual fund under management of the Management Company is not entitled to vote on the above proposed matters, which is in compliance with applicable notifications of the SEC.

The Meeting has passed a resolution to vote for the proposed matters as follows:

Votes for:	1,660,909,479 units	equalling 78.9600 %
Votes against:	437,867,431 units	equalling 20.8163 %
Abstentions:	4,705,300 units	equalling 0.2237 %

The above votes are calculated from an aggregate of 2,103,482,210 investment units held by the unitholders present and eligible to vote. Nonetheless, the votes by the following unitholders were not counted:

- (1) JAS, which has a special interest and is holding 1,520,000,000 investment units, accounting for 19.00% of the total outstanding investment units of the Fund; and
- (2) other funds present at the Meeting which are under management of the Management Company, consisting of (a) Bualuang Infrastructure and Real Estate Fund of Funds, holding 9,497,015 investment units, accounting for 0.12% of the total outstanding investment units of the Fund; and (b) Bualuang Infrastructure and Real Estate Fund of Funds RMF, holding 1,180,700 investment units, accounting for 0.01% of the total outstanding investment units of the Fund.



BBL ASSET MANAGEMENT CO.,LTD.
บริษัทหลักทรัพย์จัดการกองทุนรวม บัวหลวง จำกัด

Please be informed accordingly.

Sincerely yours,

BBL Asset Management Company Limited

(Mr. Pornchalit Ploykrachang)

Deputy Managing Director

Real Estate & Infrastructure Investment

Real Estate & Infrastructure Investment

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