

April 1<sup>st</sup> 2018

**Re:** Invitation to attend Annual General Meeting of the Shareholders of 2018

**To:** The Shareholders of Jubilee Enterprise Public Company Limited

**Encl(s):**

1. Copy of Minutes of Annual General Meeting of the Shareholders of 2017;
2. 2017 Annual Report, Balance Sheet, Income Statement and Auditor's Report;
3. Profiles of directors retiring by rotation and proposed for reelection;
4. 2016-2018 comparison of directors' remuneration;
5. 2016-2018 comparison of auditor's fees;
6. Company's Articles of Association/Regulations governing shareholders' meeting;
7. Documents and evidence required for attendance of shareholders' meeting and proxy granting procedure;
8. Profiles of independent directors proposed for appointment as shareholders' proxies;
9. Proxy Forms A & B (together with Attachment to Proxy Form B);
10. Proxy Form C (for shareholders who are foreign investors having custodians in Thailand); and
11. Meeting venue map.

At a board meeting held on 21<sup>st</sup> February 2018, the Board of Directors of Jubilee Enterprise Public Company Limited has resolved to call an Annual General Meeting of the Shareholders for 2018, which shall be held on Tuesday, 24<sup>th</sup> April 2018, 14:00 o'clock at the ballroom on the 38<sup>th</sup> floor of Pullman Bangkok Hotel G, Silom, 188 Silom Road, Bangrak, Bangkok 10500, to consider the following matters and Board's comments:

**Agenda 1      To certify the minutes of the Annual General Meeting of the Shareholders for 2016, held on Wednesday, April 25<sup>th</sup> 2017**

Board's comment: The Board has reviewed the minutes of the Annual General Meeting of the Shareholders for 2017, held on Tuesday, 25<sup>th</sup> April 2017. It is of the opinion that the minutes have been taken correctly, and recommends approval of the same.

**Agenda 2      To acknowledge on the Company's operating results for 2017**

Board's comment: The Board has resolved to report the Company's operating results for 2017 at the Annual General Meeting of the Shareholders.

**Agenda 3      To consider approving the financial statements for year ended 31 December 2017**

Board's comment: The Board has resolved to propose that the Annual General Meeting of the Shareholders consider approving the Company's audited financial statements for year ended 31<sup>st</sup> December 2017.

**Agenda 4      To consider approving payment of dividends for the 2017 operating results**

Board's comment: The Board has resolved to propose that the Annual General Meeting of the Shareholders consider approving payment of dividends for the 2016 operating results at THB 0.64 (Sixty Four Satang) per share, which, in view of the fact that interim dividends have been paid at THB 0.27 (Twenty Seven Satang) per share since 6<sup>th</sup> September 2017, the balancing shall be THB 0.37 (Thirty Seven Satang) per share. Under this arrangement, the total amount of dividends is THB 111.53 million, representing 60.4% of the Company's net profit before legal reserve appropriation, in line with the Company's dividend policy, which requires distribution of at least 60% of the Company's net profit (after reserve appropriations) as dividends twice a year. The Board has set 10<sup>th</sup> May 2018 as the record date for the purpose of dividend payment and dividends will be paid on 21<sup>st</sup> May 2018.

**2016-2018 comparison of auditor's fees;**

	2018	2017	2016
Audit Fee	1,800,000	1,350,000	1,100,000
Non Audit Fee	-	-	-

**Agenda 5 To consider approving reelection of directors retiring by rotation**

Board's comment: The Board has resolved to propose that the shareholders consider reelecting the following directors, who are retiring by rotation as required by the Company's regulations:

- |                                  |  |
|----------------------------------|--|
| 1. Mrs. Suvatana Tulayapisitchai | Director / Senior Vice President       |
| 2. Dr. Sahasroj Rojmetha         | Director / Independent Director        |
| 3. Ms. Zonwa Denmekha            | Audit Committee / Independent Director |

**Agenda 6 To consider approving determination and payment of directors' remuneration for 2018**

Board's comment: The Board has resolved to propose that the shareholders consider approving a maximum limit of the directors' yearly attendance fees at THB 1,579,000 (Baht One Million and Five Hundred Seventy Nine Thousand only) and of the director's remuneration for 2018 remains at THB 1,060,000 (Baht One Million Sixty Thousand only).

**2016-2018 comparison of directors' remuneration;****1. Meeting Allowance 2018 (in THB / Person / Meeting)**

Position	2018	2017	2016
Chairman	60,000	60,000	55,000
Chairman of Audit Committee	22,000	22,000	20,000
Vice Chairman	22,000	22,000	20,000
Audit Committee / Independent Director	19,000	19,000	17,000
Director	19,000	19,000	17,000

**Totaling not more than 1,579,000 THB**

**2. Director Remuneration (in THB)**

	2018	2017	2016
Directors' Remuneration	1,140,000	1,140,000	1,060,000
Title	2018	2017	2016
Chairman of Board of Directors	210,000	210,000	195,000
Chairman of Audit Committee	145,000	145,000	135,000
Vice Chairman	145,000	145,000	135,000
Audit Committee / Independent Director	128,000	128,000	119,000
Director	128,000	128,000	119,000

**Agenda 7      To appoint an auditor and the auditor's remuneration for 2018**

Board's comment: The Board has resolved to propose that the shareholders appoint

1. Mr. Prawit Wiwanthananut, CPA License No 4917;
2. Mr. Thoetthong Thepmangkorn, CPA License No 3787; or
3. Mr. Udom Thanuratpong, CPA License No 8501; or
4. Ms. Chutima Wongsrapunchai CPA License No 9622

of PV Audit Limited, the Company's auditor for 2018 and fix the auditor's fee at THB 1,800,000 (One Million and Eight Hundred Thousand Baht only) and none for non-audit fee as already reviewed and approved by the Board.

**Agenda 8      To consider other matters (if any)**

Registration and document verification for attendees will be available at 12:30 o'clock at the meeting venue. The meeting will be conducted in accordance with the formal procedures set out in the Company's regulations for registration and participation in shareholders' meetings.

You are hereby invited to attend the Annual General Meeting of the Shareholders for 2018 on and at the date, hours and place indicated above. For any shareholder who intends to have any another person attend and vote at the meeting for him/her, please fill out and sign an appropriate proxy form as attached herewith and either submit it, together with the required supporting documents, to the Company two days before the date set for the meeting, or present the originals of the same to the appropriate officer at the registration before the meeting has been started.

The Board has set 14<sup>th</sup> March 2018 as the record date for the Annual General Meeting of the Shareholders for 2018.

Sincerely,

(Manu Leopairote)

Chairman of Board of Director  
Jubilee Enterprise Public Company Limited

**Remark:** A shareholder can download the above documents at [www.jubileediamond.co.th](http://www.jubileediamond.co.th).

**Minutes of the Annual General Meeting of the Shareholders for 2017**

Jubilee Enterprise Public Company Limited (the "Company")

Held on 25<sup>th</sup> April 2017, at 14:00 hrs

38 Floor, Pullman Bangkok G Silom

188 Silom Road Bangrak Bangkok 10500

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The meeting commenced at 14:00hr.

The company informed shareholders about the vote procedures for each agenda as follows:

1. One share will be equivalent to one vote.
2. The marking ballot cards, shareholders must clearly mark one of the boxes (for against, abstention) and sign all the ballot cards.
3. The company's staff will only collect cards that are marked "against" and "abstention" for vote counting in each agenda.
4. The voting ballots that are marked in every agenda will be collected at the end of the Meeting.
5. Shareholders who granted proxies to the independent director will be collected and recorded the vote in the system.
6. Directors shall exercise their rights as a shareholder by voting for all agenda items according to Board of Director's resolution.
7. Shareholders or proxies shall raise their hand to get permission from the Chairman of the Meeting before introducing themselves and giving opinions or asking questions.
8. All presentation material shall be both Thai and English

The Annual General Meeting of Shareholders 2017 was attended by directors, executives, auditors and legal consultant of the company as follows:

Eight directors were present at the meeting, namely,

- |                        |   |
|------------------------|---|
| (1) Mr. Manu Leoparote | Chairman of the Board of Directors & Independent Director |
|------------------------|---|

*Three members of the Audit Committee,*

- |                                 |  |
|---------------------------------|--|
| (1) Mr. Amnuay Nakruchata-amorn | Chairman of Audit Committee & Independent Director |
| (2) Mr. Pirote Maleehorm        | Audit Committee & Independent Director             |
| (3) Ms. Zonwa Denmeka           | Audit Committee & Independent Director;            |

*Three executive directors,*

- |                                   |  |
|-----------------------------------|--|
| (1) Mr. Viroj Phonprakit          | Vice Chairman, Chairman of Executive Committee |
| (2) Mrs. Suwatana Tulayapisitchai | Director, Senior Vice President                |
| (3) Ms. Unyarat Pornprakit        | Director, Chief Executive Officer              |

*One non-executive director,*

- |                           |  |
|---------------------------|--|
| (1) Dr. Sahasroj Rojmetha | <i>absent as admitted in the hospital</i><br>Director & Independent Director |
|---------------------------|--|

(Translation)

*Senior management executives, i.e.*

- |                                     |  |
|-------------------------------------|--|
| (1) Mr. Pornsatian Saowapaksoontorn | Chief Financial Officer                |
| (2) Mr. Warawut Settanarag          | Senior Director, Internal Audit Office |
| (3) Dr. Charn Tharawas              | Advisor to the Board                   |

*Auditor*

- |                            |                   |
|----------------------------|-------------------|
| Mr. Prawit Wiwanthananut   | PV Audit Limited. |
| Ms. Chutima Wongsrapunchai | PV Audit Limited  |

*Legal Advisor*

- |                           |                   |
|---------------------------|-------------------|
| Mr. Prem Kiratirattanarat | Wissen & Co.,Ltd. |
| Ms. Thanwaporn Dissorn    | Wissen & Co.,Ltd. |

Ms. Patcharawalai Atichatipjinda, Corporate Secretary declared that the meeting was attended by 110 shareholders, 74 of whom in person and 36 by proxy, which represented 113,397,796 shares, or 65.07% of the Company's 174,273,125 registered shares, and met the quorum requirements set by the Company's regulations, which demand presence, in person or by proxy, by at least 25 shareholders whose aggregate number of shares must not be less than one-third of the Company's authorized shares.

Mr. Manu Leopairote, The Chairman of the meeting, presided over the meeting on the agenda, as follows:

**Agenda 1      To certify the minutes of the Annual General Meeting of the Shareholders for 2016, held on 27<sup>th</sup> April 2016**

The chairman proposed that the meeting consider approving the minutes of the Annual General Meeting of the Shareholders for 2016, held on 27 April 2016, a copy of which had been attached to the notice calling the meeting which had been sent to each shareholder and the correctness of which was endorsed by the Board of Directors.

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
(1) Approve	113,354,395	100.00
(2) Disapprove	-	-
(3) Abstain	-	-
<b>Total</b>	<b>113,354,395</b>	<b>100.00</b>

**RESOLVED**      **The meeting resolved to certify the minutes of the Annual General Meeting of the Shareholders for 2016, held on 27<sup>th</sup> April 2016.**

**Agenda 2      To acknowledge on the Company's operating results for 2016**

The chairman asked Ms. Unyarat Pornprakit, Chief Executive Officer, to report the Company's operating results for 2016 to the meeting. Ms. Unyarat presented a summary of the 2016 Annual Report to the shareholders, with details as follows:

Jubilee Enterprise Public Company Limited, the leader of diamond jewelry retailer in Thailand. We are the pioneer of the retail company in diamond jewelry and we are only one company listed into Market for Alternative Investment (mai). We, nowadays, are the first rank company who has totally 122 branches all over the regions of Thailand.

At the beginning of year 2016, the company has signed the Licensee Agreement with Forevermark Limited as a sole Authorised Forevermark Jeweller in Thailand. Forevermark Limited is a part of the De Beers group of companies and one of the fastest growing diamond brands in the world from the United Kingdom. The first branch was opened at Siam Paragon.

Moreover, the company won "Innovation Organization" : Service

The chairman asked the shareholders if they have any questions or comments.

**RESOLVED**     **The Board's report on the Company's 2016 operating results and other reports and data for the same year were acknowledged by the meeting.**

**Remark:**     As Agenda 2 concerns acknowledgment of reports on the Company's operating results for 2016, no voting with this agenda.

**Agenda 3**     **To approve the financial statements for year ended 31 December 2016**

The chairman assigned Ms. Unyarat Pornprakit, Chief Executive Officer, to report details about the Company's financial statements for year ended 31 December 2016.

Ms. Unyarat reported a summary of the Company's financial performance as stated in its audited financial statements for year ended 31 December 2016, which had been approved by the Board. According to the report, the Company's revenue in 2016 was THB 1,380 million its gross profit was THB 608.0 million and its net profit was THB 157.3 million. In comparison of year 2015, the Company's revenue in 2015 was THB 1,487.5 million its gross profit was THB 595.7 million and its net profit was THB 131.1 million due to the sales decreased from Baht 1,487.50 million in 2015 to Baht 1,380.00 million in 2016 of which due to the decreasing in same store sales of the company by 7.82 percent which affected by the delay of purchase from some segment of consumers in Bangkok and the suburbs in the first 2 quarters in the year and in October and November 2016 as affected by the important event in the country during such period. In addition, the company has strictly controlled in the selling and administrative expenses, which resulted to a decrease in selling and administrative expenses of Baht 20.50 million and also reflected to the improvement of gross profit margin from 40.5% in 2015 to 44.06% in 2016.

The Company's balance sheet as of December 31, 2016 shows the values of total assets at THB 1,044.6 million, total liabilities was at THB 269.3 million and shareholders' equity was at THB 775.3 million, compared with year 2015 total assets at THB 1,034.28 million, total liabilities was at THB 329.8 million and shareholders' equity was at THB 704.5 million.

(Translation)

Financial Ratio as following:

- Current Ratio (Times)	3.91
- Debt to Equity Ratio (Times)	0.35
- Inventory Turnover (Days)	270
- Sales Growth (%)	-7.2
- Gross Profit Margin (%)	44.1
- Net Profit Margin (%)	11.4

The chairman asked the shareholders if they have any questions or comments.

No further questions being raised, the chairman asked the meeting to vote on this matter.

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
(1) Approve	113,358,896	100.00
(2) Disapprove	-	-
(3) Abstain	-	-
<b>Total</b>	<b>113,358,896</b>	<b>100.00</b>

**RESOLVED**     **The meeting resolved to approve the Company's financial statements for year ended 31 December 2016.**

**Agenda 4**     **To consider approving payment of dividends for the 2016 operating results**

The chairman asked Ms. Unyarat to present details about Agenda 4.

Ms Unyarat presented to the meeting that the Board has resolved to propose that the shareholders approve payment of dividends for the 2016 operating results at THB 0.55 (Fifty Five Satang) per share, which, in view of the fact that interim dividends had been paid at THB 0.25 (Twenty Five Satang) per share since 6 September 2016, balance to THB 0.30 (Thirty Satang) per share, with a total amount of THB 95.85 million. The record date for dividend payment was 11 May 2017. The closing date under Section 225 of the Securities and Exchange Act, BE 2535 (AD 1992) (as amended in 2008) on 12 May 2017, and dividends will be paid on 23 May 2017.

The chairman asked the shareholders if they have any questions or comments.

No questions being raised, the chairman asked the meeting to vote on this matter.

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
(1) Approve	113,358,896	100.00
(2) Disapprove	-	0
(3) Abstain	-	0
<b>Total</b>	<b>113,358,896</b>	<b>100.00</b>

(Translation)

**RESOLVED** The meeting resolved to approve payment of dividends for the 2016 operating results as proposed by the Board.

**Agenda 5      To consider approving reelection of directors retiring by rotation**

As The chairman is a stakeholder of this agenda, Chairman of Audit Committee will take this responsibility to inform the meeting that the following directors were retiring by rotation as required by the Company's regulations:

1. Mr. Amnuay      Nakrachata Amorn
2. Ms. Unyarat      Pornprakit
3. Mr. Pirote      Maleehorm

These three directors were highly qualified and experienced. They had broad vision and had always acted, in their capacity of directors, in the best interest and for the prosperity of the Company. They had also undergone training in courses offered by the Thai Institute of Directors (IOD). Therefore, the Board proposed that these three retiring directors be reelected for another term.

The Chairman of Audit Committee asked the shareholders if they have any questions or comments.

No questions being raised, the chairman asked the meeting to vote on this matter.

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
<b><i>1. On reelection of Mr. Amnuay Nakrachata Amorn</i></b>		
(1) Approve	113,358,796	99.9999
(2) Disapprove	100	0.0001
(3) Abstain	-	-
<b>Total</b>	<b>113,358,796</b>	<b>100.00</b>
<b><i>2. On reelection of Ms. Unyarat Pornprakit</i></b>		
(1) Approve	113,358,896	100.00
(2) Disapprove	-	-
(3) Abstain	-	-
<b>Total</b>	<b>113,358,896</b>	<b>100.00</b>
<b><i>3. On reelection of Mr. Pirote Maleehorm</i></b>		
(1) Approve	113,353,796	99.9955
(2) Disapprove	5100	0.0045
(3) Abstain	-	-
<b>Total</b>	<b>113,358,896</b>	<b>100.00</b>

**RESOLVED** The meeting resolved reelection of directors retiring by rotation all the above three directors, i.e. Mr. Amnuay Nakrachata Amorn, Ms. Unyarat Pornprakit and Mr. Pirote Maleehorm.



**Agenda 6.     To consider approving directors' remuneration and Meeting allowance 2017**

The chairman asked Ms. Unyarat to present details about this matter.

Ms. Unyarat presented a comparison table showing the directors' remuneration and Meeting Allowance for the Board of Directors and Subcommittees for the last three years for the shareholders' consideration as following

**2015-2017 comparison of directors' remuneration;****6.1 Director Remuneration (in THB)**

	<b>2017</b>	<b>2016</b>	<b>2015</b>
Directors' Remuneration	1,140,000	1,060,000	1,060,000
<b>Title</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Chairman of Board of Directors	210,000	195,000	195,000
Chairman of Audit Committee	145,000	135,000	135,000
Vice Chairman	145,000	135,000	135,000
Audit Committee / Independent Director	128,000	119,000	119,000
Director	128,000	119,000	119,000

**6.2 Meeting Allowance 2017 (in THB / Person / Meeting)**

<b>Position</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Chairman	60,000	55,000	55,000
Chairman of Audit Committee	22,000	20,000	20,000
Vice Chairman	22,000	20,000	20,000
Audit Committee / Independent Director	19,000	17,000	17,000
Director	19,000	17,000	17,000

**Totaling not more than 1,579,000 THB**

The chairman asked the shareholders if they have any questions or comments.

No questions being raised, the chairman asked the meeting to vote on this matter.

<b>Vote</b>	<b>Number of Votes (One Share, One Vote)</b>	<b>Percentage of Present &amp; Voting Shares</b>
(1) Approve	113,354,296	99.9722
(2) Disapprove	31,500	0.0278
(3) Abstain	-	-
<b>Total</b>	<b>113,385,796</b>	<b>100.00</b>

**Remark:** During the shareholders' discussion in this matter, more shareholders showed up, hence more votes.

**RESOLVED** The meeting resolved to approve the directors' remuneration and meeting allowance as proposed.

**Agenda 7      To appoint an auditor and the auditor's remuneration for 2017**

The chairman asked Ms Unyarat to present details about this matter.

Ms Unyarat proposed that

- |    |                             |                         |
|----|-----------------------------|-------------------------|
| 1. | Mr. Prawit Wiwanthananut,   | CPA License No 4917;    |
| 2. | Mr. Thoetthong Thepmangkon, | CPA License No 3787; or |
| 3. | Mr. Udom Thanuratpong,      | CPA License No 8501; or |
| 4. | Ms. Chutima Wongsrapunchai  | CPA License No 9622     |

of PV Audit Company Limited, all of whom were independent and none of whom had a vested interest in the Company, be appointed the Company's auditor for 2017. She noted that the audit firm had served the Company professionally, and proposed approval by the shareholders of an increase of auditor's remuneration to THB 1,350,000, from THB 1,100,000 in 2016.

The chairman asked the shareholders if they have any questions or comments.

No questions being raised, the chairman asked the meeting to vote on this matter.

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
(1) Approve	113,373,296	99.9872
(2) Disapprove	5,000	0.0044
(3) Abstain	9,500	0.0084
<b>Total</b>	<b>113,387,796</b>	<b>100.00</b>

**RESOLVED**      **After consideration, it was resolved to appoint an auditor and approve the auditor's remuneration for 2017 as proposed.**

**Agenda 8      Others**

The chairman asked the shareholders if they have any questions or comments.


There's no further questions or comments from the shareholders and having caused the meeting to consider all the matters on the agenda, the chairman, on behalf of the Company's Board, expressed thanks to the shareholders for their participation in the meeting today and, at 15.30 hr, declared the meeting was adjourned.

(Translation)

Recorded by Ms. Patcharawalai Atichatipjinda



Signed \_\_\_\_\_ Chairman of the meeting  
(Mr. Manu Leopairote)



Signed \_\_\_\_\_ Minutes Taken by  
(Ms. Patcharawalai Atichatipjinda)

## Profiles of Directors Retiring by Rotation and Proposed for Reelection

**Name** Mrs. Suvatana Tulayapisitchai  
**Age** 62  
**Title** Director, Executive Director, Senior Vice President  
**Term of directorship** 2008 – present (10 years)  
**Education** Convent of the infant Jesus School  
**Number of shares:** 12,249,000 shares o 7.03% (as of 30 December 2017)  
**Working Experience**  
**Listed Company:**  
None  
**Non-Listed Company:**  
2004 -present Director J.B. Asset Co., Ltd.  
**Any other positions which may cause conflict of interest with the company**  
None  
**Training Program by Thai Institute of Directors (IOD):**  
- Director Accreditation Program (DAP) 72/2008  
- Director Certification Program (DCP) 113/2009  
**Criminal record:**  
None



(Translation)



**Name:** Dr. Sahasroj Rojmetha  
**Title:** Director & Independent Director  
**Age:** 57  
**Education:** PhD (Marketing), US International University  
(San Diego California)  
MBA, Tarleton State University  
MBA (General Management), Chulalongkorn University  
Bachelor of Accounting, University of the Thai Chamber of Commerce  
**Number of shares:** 75,000 shares or 0.04% (as of 30 December 2017)  
**Term of directorship:** 2008 – present (10 years)  
**Working Experience**  
**Listed Company:**

None

**Non-Listed Company:**

None

**Any other positions which may cause conflict of interest with the company**

None

**Training Program by Thai Institute of Directors (IOD):**

- Director Accreditation Program (DAP), 17/2004
- Director Certification Program (DCP), 115/2009

**Criminal record:** - None

**Information for consideration of the election of Independent Directors:**

- Relationship with the family of the executives or major shareholders of the company or subsidiary companies - None
- Relationship with the Company / subsidiary companies / associated companies or other juristic persons which may cause conflict at present or during the past 2 years; - None -
- Directors who participate in the management, staff, employee or advisor who are paid on a regular basis - None -
- Professional service providers e.g. auditors or legal consultants - None -

(Translation)

### Profiles of Directors Retiring by Rotation and Proposed for Reelection

**Full name:** Zonwa Denmeka  
**Age:** 58  
**Current Title:** Audit Committee & Independent Director  
**Type of Nominated** Independent Director  
**Term of directorship** 2008 - present  
**Education:**

- MBA Kasetsart University
- Bachelor of Business Administration in Accounting, Sukhothai Thammathirat Open University
- Bachelor of Business Administration in Management Sukhothai Thammathirat Open University

**Number of shares:** - 0-share (as of 30 December 2017)  
**Term of directorship:** - 2008 – present (10 years)



**Working Experience**

**Listed Company:** - None

**Non Listed Companies:**

2012 - Present	Financial Controller	Energy Teamwork Limited
2012 - Present	Accounting and Tax Planning Consultant	I. A Chemical Co., Ltd.

**Any other positions which may cause conflict of interest with the company - None –**

**Training Program by Thai Institute of Directors (IOD):**

- Director Accreditation Program (DAP), 76/2008
- Audit Committee Program (ACP) 35/2011

**Attendance:**

- Audit Committee's Meetings in 2017, 4 of 4
- Board of Director Meetings in 2017, 4 of 4
- Annual General Shareholders' Meeting in 2017, 1 of 1

**Criminal record:** - None -

**Information for consideration of the election of Independent Directors:**

- Relationship with the family of the executives or major shareholders of the company or subsidiary companies - None
- Relationship with the Company / subsidiary companies / associated companies or other juristic persons which may cause conflict at present or during the past 2 years; - None –
- Directors who participate in the management, staff, employee or advisor who are paid on a regular basis - None –
- Professional service providers e.g. auditors or legal consultants - None
- Significant business relationship which may prevent the candidate from performing the duties independently - None -

**2016-2018 comparison of directors' remuneration;****1. Meeting Allowance (in THB / Person / Meeting)**

<b>Position</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Chairman	60,000	60,000	55,000
Chairman of Audit Committee	22,000	22,000	20,000
Vice Chairman	22,000	22,000	20,000
Audit Committee / Independent Director	19,000	19,000	17,000
Director	19,000	19,000	17,000

**Totaling not more than 1,579,000 THB****2. Director Remuneration (in THB)**

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Directors' Remuneration	1,140,000	1,140,000	1,060,000
<b>Title</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Chairman of Board of Directors	210,000	210,000	195,000
Chairman of Audit Committee	145,000	145,000	135,000
Vice Chairman	145,000	145,000	135,000
Audit Committee / Independent Director	128,000	128,000	119,000
Director	128,000	128,000	119,000

**2016-2018 comparison of auditor's fees;**

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Audit Fee	1,800,000	1,350,000	1,100,000
Non Audit Fee	-	-	-

**Articles of Association/Regulations  
of  
Jubilee Enterprise Public Company Limited  
*[Those related to shareholders' meetings only]***

\*\*\*\*\*

**Regulations governing election of directors**

Art 21. The business of the Company shall be operated by the Board of Directors, which shall consist of at least five (5) but not more than fifteen (15) directors, and at least one-half of the directors must be Thai residents.

A director may, but is not required to, hold shares in the Company.

Art 22. The Company's directors shall be elected by a shareholders' meeting in accordance with the following bases and procedures:

- 1) A shareholder is entitled to one vote for each share held by him.
- 2) Each shareholder may participate in cumulative voting on election of one or more directors; provided that, in the event of voting for election of more than one director, the weight of his votes in respect of each director may not be determined arbitrarily.
- 3) The person or persons receiving the next highest votes shall be deemed elected to office as directors, in the number of directors deemed appropriate or to be elected at the time. In the case of a tie among them which would otherwise cause the number of directors to be more than the required number for that time, the chair of the meeting shall have the second and casting vote.

Art 23. At every annual ordinary meeting of the shareholders, one-third (1/3) of then directors shall retire from office. If division of the number of directors by three does not give a round number, directors shall retire in the number closest to one-third (1/3). A retiring director is eligible for reelection.

The director or directors to retire in the first and second years after registration of the Company shall be determined by casting lots, and the director or directors to retire in each of the subsequent years shall be the longest serving ones.

Art 26. A shareholders' meeting may resolve to remove a director from office before retirement. Any such resolution must be adopted by at least three-fourths (3/4) of the number of shareholders present and entitled to vote at the meeting, who together hold at least one-half of the shares held by the shareholders present and entitled to vote at the meeting.

**Regulations governing compensation to directors**

Art 30. A director of the Company is entitled to director's compensation as considered and approved at a shareholders' meeting by at least two-thirds (2/3) of the votes present. Compensation may be in the form attendance fee, remuneration, bonus or any other benefit. It may be in fixed amounts or subject to specific criteria, and it may be determined from time to time or apply until resolved otherwise at a shareholders' meeting.



A director of the Company is also entitled to allowances and welfare benefits under the Company's regulations. The provision of paragraph one shall not affect the right of a director who is elected from the Company's officers or employees to receive compensation and benefits for the Company's officers or employees.

Payment of compensation under paragraphs one and two must not pose a conflict with the required qualifications of independent directors as imposed by the law governing securities and exchange.

#### **Regulations governing shareholders' meetings**

Art 44. The Board of Directors shall convene an annual ordinary meeting of the shareholders within four (4) months after the end of each accounting period of the Company.

Other shareholders' meetings are called extraordinary meetings. The Board of Directors may call an extraordinary meeting of the shareholders at any time as it deems appropriate.

Holders of an aggregate of at least one-fifth (1/5) of the Company's authorised shares, or at least twenty-five shareholders who together hold at least one-tenth (1/10) of the Company's authorised shares, may at any time subscribe their names to a written request for the Board of Directors to call an extraordinary meeting of the shareholders; provided that reasons therefor be provided clearly in the request. Upon such request, the Board of Directors shall convene a shareholders' meeting within one (1) month of receipt of the request from the shareholders.

Art 45. In calling a shareholders' meeting, the Board of Directors shall prepare a written invitation to attend the meeting, specifying therein the venue, date, hour and agenda of the meeting, as well as the proposed actions and reasonable details of the same. Each invitation letter must also indicate clearly if the matters are for acknowledgement, for approval or for consideration, as applicable, and provide the Board of Director's comments on those matters. An invitation letter shall be sent to every shareholder and the registrar at least seven (7) days before the date fixed for the meeting and published for at least three (3) consecutive days in a newspaper at least three (3) days before the date fixed for the meeting.

The venue of the meeting may be in the province of the Company's head office or elsewhere as the Board of Directors might deem suitable.

Art 46. A shareholder may designate any individual as its proxy for participation in and voting at a shareholders' meeting. Appointment of a proxy must be made in writing and in the form prescribed by the registrar of public limited companies, and it must have signed by the principal and presented to the Chairman of the Board or his designee at the venue of the meeting before participation in the meeting by the proxy. The instrument appointing a proxy must contain at least the following particulars:

- a) the number shares held by the principal;
- b) the name of the proxy; and
- c) the meeting or meetings which the proxy is authorised to attend and vote at.

Art 47. To form a quorum, a shareholders' meeting must be attended, in person or by proxy (if any), by at least twenty-five (25) shareholders or by at least one-half of the shareholders, which together hold at least one-third (1/3) of the Company's authorised shares. If the number of attending shareholders does not constitute a quorum within one (1) hour after hour fixed for a

shareholders' meeting, if the shareholders' meeting is called on the shareholders' request, it shall be canceled, but if not called on the shareholders' request, a fresh invitation letter shall be sent to each shareholder at least seven (7) day before the date fixed for another meeting. At any such subsequent meeting, no quorum is required.

Art 48. The Chairman of the Board shall preside over every shareholders' meeting. If the Chairman of the Board is absent or unable to perform such duty, the Vice Chairman of the Board shall do so on behalf of the Chairman of the Board. If no Vice Chairman of the Board exists or the Vice Chairman of the Board is unable to perform such duty, a present shareholder shall be elected at the meeting to preside over the meeting.

Art 49. For the purpose of voting at a shareholders' meeting, each share shall confer one vote, and a shareholder is not entitled to vote on any matter in which he has a special interest, except for election of directors. A resolution of the shareholders' meeting must be adopted

- (1) for normal matters, by a majority of the votes of the shareholders present and voting and, in case of a tie, by a second and casting vote of the chair of the meeting; or
- (2) for any of the following matters, by at least three-fourths (3/4) of the votes of the shareholders present and entitled to vote:
  - (a) sale or transfer of all or a significant portion of the Company's business to other;
  - (b) purchase or acquisition of the business of a private company or any other public company;
  - (c) execution, revision or termination of an agreement involving lease of all or a significant portion of the Company's business to other, engagement of other to manage the Company's business or consolidation of the Company's business with that of other for the purpose of profit or loss sharing;
  - (d) amendment of the Company's Memorandum or Articles of Association;
  - (e) increase or reduction of the Company's registered capital;
  - (f) dissolution of the Company;
  - (g) issuance of the Company's debentures; or
  - (h) merger with other companies.

#### **Regulations governing auditors**

Art 54. The Board of Directors shall cause a balance sheet and an income statement as at the end of each accounting year of the Company to be prepared and presented to the shareholders for consideration and approval at the respective annual general shareholders' meeting, and shall cause the same to be audited by an auditor before their presentation at the shareholders' meeting.

Art 58. An auditor may not be a director, officer or employee of or holder of a position in the Company, and shall be appointed every year at each annual general shareholders' meeting of the shareholders. An auditor is eligible for reappointment.

Art 59. An auditor is authorised to examine during the Company's office hours accounts, documents and any other evidence in connection with the Company's revenue, expenses, assets and liabilities. In the course thereof, the auditor may make enquires to any of the Company's directors, officers, employees or office holders or require them to give explanations or present documents or evidence in relation to the Company's operations.

Art 60. An auditor has the duty to attend every shareholders' meeting of the Company at which a balance sheet or income statement or the Company's accounting issues are reviewed, in order that he can clarify his auditing activities to the shareholders. All reports and documents that should be provided to the shareholders at the relevant shareholders' meeting shall also be furnished to the auditor.

#### **Regulations governing dividends and legal reserve**

Art 56. No dividend may be paid out of any money other than the Company's profit. No dividend may be paid when the Company is incurring a deficit.

Dividends shall be apportioned in respect of each share equally. Declaration of dividends is subject to approval by a shareholders' meeting. Dividends may be paid wholly or partially in the form of stock dividend, by issuance of new ordinary shares to the shareholders.

The Board of Directors may pay interim dividends when deemed justified by the profit. Any interim dividends paid shall be reported to the shareholders at the next shareholders' meeting.

Dividends must be paid within one (1) month after the date of the shareholders' meeting or of the Board of Directors' meeting, as the case may be. A written notice thereof shall be sent to each shareholder and published in a newspaper for at least three (3) consecutive days.

Art 57. The Company shall appropriate at least five per cent (5%) of its annual net income after deficit brought forward (if any) into a reserve fund until the fund reaches at least ten per cent (10%) of its registered capital.

A shareholder can send his/her request for the full version of the Company's Articles of Association to [ir@jubileediamond.co.th](mailto:ir@jubileediamond.co.th).

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## **A. Documents Required for Attending the Shareholders' Meeting**

Each attendant shall present and submit the following documents to the registration officials before attending the Meeting.

### **1. For the shareholder in person**

#### **1.1 The natural person shareholder (Thai or foreign nationality)**

The shareholder shall present his/her identification such as a citizen identification card, a government officer identification card, a state enterprise officer identification card, a passport or any other identification card, which has his/her photograph and was issued by a government agency.

#### **1.2 The juristic person (Thai or foreign nationality)**

The authorized person of the juristic person shareholder shall present a certificate of juristic person registration issued by the registrar of the companies or any other evidence or a photocopy of such certificate certified by the registrar (each certificate is valid for 3 months). The authorized person of the juristic person shall also present evidence of his/her authorization and identification card as stated in 1.1.

### **2. For the proxy**

#### **2.1 The proxy of a natural person shareholder residing in Thailand shall submit the following documents before attending the Meeting;**

2.1.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.

2.1.2 A certified photocopy of the shareholder's identification card (as stated in 1.1)

2.1.3 A certified photocopy of the proxy's identification card (as stated in 1.1)

#### **2.2 The proxy of a Thai natural person shareholder residing outside Thailand shall submit the following documents before attending the Meeting;**

2.2.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.

2.2.2 A certified photocopy of the shareholder's identification card (as stated in 1.1)

2.2.3 A certified photocopy of the proxy's identification card (as stated in 1.1)

#### **2.3 The proxy of a foreign natural person shareholder residing outside Thailand shall submit the following documents before attending the Meeting;**

2.3.1 The proxy form (as attached to the notice of shareholders' meeting) containing

- accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.
- 2.3.2 A certified photocopy of the shareholder's identification card (as stated in 1.1)
  - 2.3.3 The signatures appeared in documents stated in 2.3.1 and 2.3.2 must be certified by the Thai embassy or consul in that country or notary public or other authorized person.
  - 2.3.4 A certified photocopy of the proxy's identification card (as stated in 1.1)
- 2.4 The proxy of a juristic person registered within Thailand shall submit the following documents before attending the Meeting;
- 2.4.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.
  - 2.4.2 A photocopy of the certificate of juristic person registration issued by the registrar certified by an authorized person of the juristic person (each certificate is valid for 3 months).
  - 2.4.3 A certified photocopy of the identification card (as stated in 1.1) of the authorized person of the juristic person
  - 2.4.4 A certified photocopy of the proxy's identification card (as stated in 1.1)
- 2.5 The proxy of a juristic person registered outside Thailand shall submit the following documents before attending the Meeting;
- 2.5.1 The proxy form (as attached to the notice of shareholder's meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.
  - 2.5.2 A certified photocopy of the certificate of registration or other documents that identify the name of an authorized person.
  - 2.5.3 A certified photocopy of the identification card (as stated in 1.1) of the authorized person of the juristic person
  - 2.5.4 The signatures appeared in documents stated in 2.5.1, 2.5.2 and 2.5.3 must be certified by the Thai embassy or consul in that country or notary public or other authorized person that should not be later than a year.
  - 2.5.5 A certified photocopy of proxy's identification card (as stated in 1.1)
- 2.6 In case of the foreign shareholder who appoints the Custodian in Thailand to be in charge of his/her shares, the following evidences shall be submitted with the proxy form.
- 2.6.1 Evidence stating authorization from the shareholder to the Custodian to sign the Proxy Form on behalf of him/her.
  - 2.6.2 Evidence confirming that the person who signed on the Proxy Form is a licensed Custodian.

- 2.7 For examining the accuracy of documents, the proxy of a foreign shareholder should be present at the registration desk at the early of the registration period.
- 2.8 In case that the attendant changed his/her title-name-surname, please present to the registration officials the document certifying such changes.
- 2.9 The Company reserves the right to allow only the attendant whose documents are complete and accurate to participate in the Meeting.

### **Independent Director Defined**

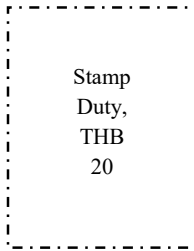
Independent directors play a crucial role for corporate governance: in the performance of any of their assigned capacities, e.g. Chairman of the Board, a member of the Audit Committee or of the Nomination and Remuneration Committee, etc, they express opinions or make reports freely, without concerns about property interest or job security and independently of the influence of any individual or group of individuals. Nothing can deter them from giving good advice. An independent director must have all the following qualifications, including independence, as required by the Capital Market Supervisory Board:

1. Holds, including through his/her connected persons, no more than 0.5% of total voting shares of the Company, any of its affiliates or associates, or any individual who or corporate entity which may have conflicts of interest;
2. Is not, and has not never been, an executive director, employee, staff, salaried advisor or person having control of the Company, its parent company, any of its subsidiaries, associates, sister companies or any corporate entity which may have conflicts of interest;
3. Is not an individual related by blood or legal registration, i.e. father, mother, spouse, or child, including spouse of the children, management executives, major shareholders, controlling persons or persons to be nominated as management executives or controlling persons of the Company or its subsidiaries;
4. Does not, and has never had, a business relationship with the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest; and is not, and has never been, a major shareholder, non-independent director or management executive having a business relationship with the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest;
5. Is not, and has never been, an auditor of the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest; and is not a major shareholder, non-independent director, management executive or managing partner of the audit firm to which an auditor of the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest is attached;
6. Is not, and has never been, any professional advisor, including legal or financial advisor, who earns a fee in excess of THB 2 million per year from the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest; and is not, and has never been, a major shareholder, non-independent director, management executive or managing partner of any such professional advisor which is a corporate entity;
7. Is not a director who has been nominated to represent and act in the interest of the Company, any of its directors or major shareholders or a shareholder who is related to any of the Company's major shareholders; and
8. Does not have any characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

The Company's independent directors are subject to a stricter control on corporate shareholding compared to the minimum requirement imposed by the Notification of the Capital Market Supervisory Board: They cannot hold, directly or through their connected persons, more than 0.5%, compared to the statutory 1%, of voting shares in the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest.

## **Profile of Independent Director**





**PROXY  
(FORM A)**

Written at \_\_\_\_\_

Date \_\_\_\_\_

- (1) I/we, \_\_\_\_\_, am/are a \_\_\_\_\_ citizen/corporate entity,  
residing at \_\_\_\_\_
- (2) I/we am/are a shareholder of Jubilee Enterprise Public Company Limited,  
holding a total number of \_\_\_\_\_ shares and entitled to \_\_\_\_\_ votes,  
with details as follows:

- ☐ \_\_\_\_\_ ordinary shares, conferring \_\_\_\_\_ votes; and  
☐ \_\_\_\_\_ preference shares, conferring \_\_\_\_\_ votes.

- (3) I/we hereby appoint one, and only one, of the following individuals (can be any of the independent directors  
whose details are provided in the attachment):

- (1) Mr/Mrs/Miss AMNUAY NAKRUCHATA-AMORN, 62 years-old,  
residing at 12 Samakhi 34 Road, Tha Sai Subdistrict, Mueang Nonthaburi District,  
Nonthaburi Province, Postal Code 11000; or
- (2) Mr/Mrs/Miss \_\_\_\_\_, \_\_\_\_\_ years-old,  
residing at \_\_\_\_\_ Road, \_\_\_\_\_ Subdistrict, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_; or
- (3) Mr/Mrs/Miss \_\_\_\_\_, \_\_\_\_\_ years-old,  
residing at \_\_\_\_\_ Road, \_\_\_\_\_ Subdistrict, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_;

my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the  
Shareholders for 2018, to be held on Tuesday, 24<sup>th</sup> April 2018, at 14:00hr, at the ballroom on the 38<sup>th</sup> floor of  
Pullman Bangkok Hotel G, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and  
venue as might be postponed to.

Any acts that might be performed at the meeting by the above proxy shall be deemed performed by me/us in  
all respects.

Signed \_\_\_\_\_ Principal  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

**Remark:**

A shareholder who seeks to attend and vote at the meeting by proxy must appoint only one proxy. No sharing of  
shares among proxies for separate voting may be done.

**PROXY  
(FORM B)**

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/we, \_\_\_\_\_, am/are a \_\_\_\_\_ citizen/corporate entity,  
residing at \_\_\_\_\_

(2) I/we am/are a shareholder of Jubilee Enterprise Public Company Limited,  
holding a total number of \_\_\_\_\_ shares and entitled to \_\_\_\_\_ votes,  
with details as follows:

☐ \_\_\_\_\_ ordinary shares, conferring \_\_\_\_\_ votes; and

☐ \_\_\_\_\_ preference shares, conferring \_\_\_\_\_ votes.

(3) I/we hereby appoint one, and only one, of the following individuals (can be any of the independent directors  
whose details are provided in the attachment):

(1) Mr/Mrs/Miss AMNUAY NAKRUCHATA-AMORN, 62 years-old,  
residing at 12 Samakhi 34 Road, Tha Sai Subdistrict, Mueang Nonthaburi District,  
Nonthaburi Province, Postal Code 11000; or

(2) Mr/Mrs/Miss \_\_\_\_\_, \_\_\_\_\_ years-old,  
residing at \_\_\_\_\_ Road, \_\_\_\_\_ Subdistrict, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_; or

(3) Mr/Mrs/Miss \_\_\_\_\_, \_\_\_\_\_ years-old,  
residing at \_\_\_\_\_ Road, \_\_\_\_\_ Subdistrict, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_;

my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the  
Shareholders for 2018, to be held on Tuesday, 24<sup>th</sup> April 2018, at 14:00hr, at the ballroom on the 38<sup>th</sup> floor of  
Pullman Bangkok Hotel G, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and  
venue as might be postponed to.

(4) I/we hereby determine how the proxy shall vote at the above meeting on my/our behalf, as follows:

**Agenda 1 ☐ To certify the minutes of the Annual General Meeting of the Shareholders  
for 2017, held on Tuesday, 25<sup>th</sup> April 2017**

☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

☐ (b) The proxy shall vote as desired by me/us, as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 2 ☐ To acknowledge on the Company's operating results for 2017**

☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

☐ (b) The proxy shall vote as desired by me/us, as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 3 ☐ To consider approving the Company's financial statement and auditor's report for year  
ended 31<sup>st</sup> December 2017**

☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

☐ (b) The proxy shall vote as desired by me/us, as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 4 ☐ To consider approving payment of dividends for the 2017 operating results**

☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

☐ (b) The proxy shall vote as desired by me/us, as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 5 ☐ To consider approving reelection of directors retiring by rotation**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- (A) Appointment of directors
- Appointment of all directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- Appointment of individual directors
1. Name of director: Mrs. Suvatana Tulayapisitchai
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Name of director: Dr. Sahasroj Rojmetha
- ☐ Approve ☐ Disapprove ☐ Abstain
3. Name of director: Ms. Zonwa Denmekha
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 6 ☐ To consider approving directors' remuneration for 2018**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 7 ☐ To appoint an auditor and the auditor's remuneration for 2018**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 8 ☐ To consider other matters (if any)**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

- (5) Any vote which might be cast in any matter by the proxy otherwise than as stated above shall be deemed invalid and not cast by me/us as a shareholder.
- (6) If I/we do not state, or do not state clearly, how I/we intend to vote, if any matter other than those stated above is considered and resolved at the meeting, or in case of changes of the circumstances, the proxy is entitled to consider and vote on my/our behalf as he/she thinks fit.

Any acts that might be performed at the meeting by the proxy, other than those which he/she fails to perform as desired by me/us, shall be deemed performed by me/us in all respects.

Signed \_\_\_\_\_ Principal

Signed \_\_\_\_\_ Proxy

Signed \_\_\_\_\_ Proxy

Signed \_\_\_\_\_ Proxy

**Remarks:**

- 1) A shareholder who seeks to attend and vote at the meeting by proxy must appoint only one proxy. No sharing of shares among proxies for separate voting may be done.
- 2) Election may be made of all directors or each individual director.
- 3) If any matters other than those stated above are to be considered at the meeting, the principal may indicate his/her/their intention in respect of such matters in the Attachment to Proxy Form B.

**Attachment to Proxy Form B**

A proxy granted by a shareholder of Jubilee Enterprise Public Company Limited for the Annual General Meeting of the Shareholders for 2018, to be held on Tuesday, 24<sup>th</sup> April 2018, at 14:00hr, at the ballroom on the 38<sup>th</sup> floor of Pullman Bangkok G Hotel, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and venue as might be postponed to.

Agenda\_\_\_ Re: \_\_\_\_\_

☐ The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

☐ The proxy shall vote as desired by me/us, as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda\_\_\_ Re: \_\_\_\_\_

☐ The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

☐ The proxy shall vote as desired by me/us, as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda\_\_\_ Re: \_\_\_\_\_

☐ The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

☐ The proxy shall vote as desired by me/us, as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda\_\_\_ Re: \_\_\_\_\_

☐ The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

☐ The proxy shall vote as desired by me/us, as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda\_\_\_ Re: \_\_\_\_\_

☐ The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

☐ The proxy shall vote as desired by me/us, as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda\_\_\_ Re: Election of directors

Name of director: \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Name of director: \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Name of director: \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Name of director: \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

**PROXY  
(FORM C)**

(for shareholders registered as foreign investors  
and having custodians in Thailand only)

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) We, \_\_\_\_\_,  
having our office located at No. \_\_\_\_\_ Road, \_\_\_\_\_ Subdistrict,  
\_\_\_\_\_ District, \_\_\_\_\_ Province, Postal Code \_\_\_\_\_,

as the custodian for \_\_\_\_\_,

a shareholder of **Jubilee Enterprise Public Company Limited**,

holding a total number of \_\_\_\_\_ shares and entitled to \_\_\_\_\_ votes, with details as follows:

1. \_\_\_\_\_ ordinary shares, conferring \_\_\_\_\_ votes; and
2. \_\_\_\_\_ preference shares, conferring \_\_\_\_\_ votes.

(2) We represent the above shareholder of Jubilee Enterprise Public Company Limited,  
holding a total number of \_\_\_\_\_ shares and entitled to \_\_\_\_\_ votes,  
with details as follows:

- ☐ \_\_\_\_\_ ordinary shares, conferring \_\_\_\_\_ votes; and
- ☐ \_\_\_\_\_ preference shares, conferring \_\_\_\_\_ votes.

We hereby appoint one, and only one, of the following individuals (can be any of the independent directors whose details are provided in the attachment):

- ☐ 1. Mr/Mrs/Miss \_\_\_\_\_, \_\_\_\_\_ years-old,  
residing at \_\_\_\_\_ Road, \_\_\_\_\_ Subdistrict, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_; or
- ☐ 2. Mr/Mrs/Miss \_\_\_\_\_, \_\_\_\_\_ years-old,  
residing at \_\_\_\_\_ Road, \_\_\_\_\_ Subdistrict, \_\_\_\_\_ District,  
\_\_\_\_\_ Province, Postal Code \_\_\_\_\_; or
- ☐ 3. Mr/Mrs/Miss AMNUAY NAKRUCHATA-AMORN, 62 years-old,  
residing at 12 Samakhi 34 Road, Tha Sai Subdistrict, Mueang Nonthaburi District,  
Nonthaburi Province, Postal Code 11000;

my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the Shareholders for 2018, to be held on Tuesday, 24<sup>th</sup> April 2018, at 14:00hr, at the ballroom on the 38<sup>th</sup> floor of Pullman Bangkok Hotel G, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and venue as might be postponed to.

(3) We hereby authorize the above proxy to attend and vote at meeting on our behalf

☐ to the full extent of the total number of our shares and our votes

☐ to the following extent:

☐ \_\_\_\_\_ ordinary shares / \_\_\_\_\_ votes

☐ \_\_\_\_\_ preference shares / \_\_\_\_\_ votes

Total: \_\_\_\_\_ votes

(4) We hereby determine how the proxy shall vote at the above meeting on our behalf, as follows:

**Agenda 1 ☐ To certify the minutes of the Annual General Meeting of the Shareholders for 2017, held on Tuesday, 25<sup>th</sup> April 2017**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 2 ☐ To acknowledge on the Company's operating results for 2017**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 3 ☐ To consider approving the Company's financial statement and auditor's report for year ended 31<sup>st</sup> December 2017**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 4 ☐ To consider approving payment of dividends for the 2017 operating results**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 5 ☐ To consider approving reelection of directors retiring by rotation**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Appointment of directors

- Appointment of all directors

☐ Approve ☐ Disapprove ☐ Abstain

- Appointment of individual directors

1. Name of director: **Mrs. Suvatana Tulayapisitchai**

☐ Approve ☐ Disapprove ☐ Abstain

2. Name of director: **Dr. Sahasroj Rojmetha**

☐ Approve ☐ Disapprove ☐ Abstain

3. Name of director: **Ms. Zonwa Denmekha**

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 6 ☐ To consider approving directors' remuneration for 2018**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 7 ☐ To appoint an auditor and the auditor's remuneration for 2018**

- ☐ (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by me/us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 8 ☐ To consider other matters (if any)**

- ☐ (a) The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- ☐ (b) The proxy shall vote as desired by us, as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

- (5) Any vote which might be cast in any matter by the proxy otherwise than as stated above shall be deemed invalid and not cast by us as a shareholder.
- (6) If we do not state, or do not state clearly, how I/we intend to vote, if any matter other than those stated above is considered and resolved at the meeting, or in case of changes of the circumstances, the proxy is entitled to consider and vote on our behalf as he/she thinks fit.

Any acts that might be performed at the meeting by the proxy, other than those which he/she fails to perform as desired by us, shall be deemed performed by us in all respects.

Signed \_\_\_\_\_ Principal

Signed \_\_\_\_\_ Proxy

Signed \_\_\_\_\_ Proxy

Signed \_\_\_\_\_ Proxy

**Remarks:**

- 1) A shareholder who seeks to attend and vote at the meeting by proxy must appoint only one proxy. No sharing of shares among proxies for separate voting may be done.
- 2) Election may be made of all directors or each individual director.
- 3) If any matters other than those stated above are to be considered at the meeting, the principal may indicate his/her/their intention in respect of such matters in the Attachment to Proxy Form C.

### Attachment to Proxy Form C

A proxy granted by a shareholder of Jubilee Enterprise Public Company Limited for the Annual General Meeting of the Shareholders for 2018, to be held on Tuesday, 24<sup>th</sup> April 2018, at 14:00hr, at the ballroom on the 38<sup>th</sup> floor of Pullman Bangkok G Hotel, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and venue as might be postponed to.

Agenda\_\_\_ Re: \_\_\_\_\_

- ☐ The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- ☐ The proxy shall vote as desired by us, as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda\_\_\_ Re: \_\_\_\_\_

- ☐ The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- ☐ The proxy shall vote as desired by us, as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda\_\_\_ Re: \_\_\_\_\_

- ☐ The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- ☐ The proxy shall vote as desired by us, as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda\_\_\_ Re: \_\_\_\_\_

- ☐ The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- ☐ The proxy shall vote as desired by us, as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda\_\_\_ Re: \_\_\_\_\_

- ☐ The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- ☐ The proxy shall vote as desired by us, as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda\_\_\_ Re: Election of directors

Name of director: \_\_\_\_\_

- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of director: \_\_\_\_\_

- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of director: \_\_\_\_\_

- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Name of director: \_\_\_\_\_

- ☐ Approve                      ☐ Disapprove                      ☐ Abstain