

(Translation)

**Minutes of the Annual General Meeting of the Shareholders for 2012**

Jubilee Enterprise Public Company Limited (the “Company”)

Held on 23 April 2012, at 14:00 hrs

Four River Room, 1/F Ramada Plaza Menam Riverside Bangkok

2074 New Road, Bang Kho Laem, Bangkok

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The meeting commenced at 14:00hr.

Mr Manu Leoparote, the Company’s Chairman and the chairman of the meeting, declared that the meeting was attended by 135 shareholders, 101 of whom in person and 34 by proxy, which represented 121,477,307 shares, or 70.51% of the Company’s 172,287,750 authorized 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.

The chairman declared the meeting duly convened and, before allowing the meeting to discuss the matters on the agenda, informed the shareholders who were present as follows:

Eight directors were present at the meeting, namely,

(1) Mr Manu Leoparote Chairman & Independent Director

*Three members of the Audit Committee,*

(1) Mr Amnuay Nakruchata-amorn Chairman of Audit Committee & Independent Director

(2) Mr Pairote Maleehorm Member of Audit Committee & Independent Director

(3) Ms Zonwa Denmeka Member of Audit Committee & Independent Director;

*One non-executive director,*

(1) Dr Sahasroj Rojmetha Director & Independent Director

*Three executive directors,*

(1) Mr Viroj Phonprakit Vice Chairman, Chief Executive Officer & Chairman of Executive Committee

(2) Ms Suvatana Tulayapisitchai Director, Deputy Chief Senior Executive Officer & Executive Director

(3) Ms Unyarat Pornprakit Director, Chief Financial Officer & Executive Director;

*Senior management executives, i.e.*

(1) Mr Yuttana Taepangthong Finance & Accounting Director

(2) Mr Warawut Settanarag Senior Director, Internal Audit Office

(3) Mr Charn Tharawas Advisor to the Board

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Mr Banchong Phitchayaprasat, an auditor from A.N.S. Audit Limited, also attended the meeting.

The chairman noted that, in respect of any matter proposed for resolution, in the absence of objection, disapproval or abstention from voting by the shareholders, the shareholders would be deemed agreeing to or approving the proposed resolution. In the event of any objection, disapproval or abstention from voting by the shareholders, however, only the number of votes of disapproval or abstentions would be counted and then subtracted from the total number of votes to arrive at the number of votes of approval. For convenience in counting of votes, the chairman would ask the shareholders to share their opinions on each matter. The chairman asked that any shareholder or proxy holder who disagrees to, or desires to abstain from voting on, any proposed resolution fill out his/her ballot form and submit it to the officer for counting of votes. To ensure good corporate governance, the voting results would be declared for each agenda item.

The meeting began its discussion on the matters listed on the agenda, as follows:

**Item No 1 To certify the minutes of the Annual General Meeting of the Shareholders for 2011, held on 19 April 2011**

The chairman proposed that the meeting consider approving the minutes of the Annual General Meeting of the Shareholders for 2011, held on 19 April 2011, 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	117,074,907	100.00
(2) Disapprove	-	-
(3) Abstain	-	-
<b>Total</b>	<b>117,074,907</b>	<b>100.00</b>

**RESOLVED** After due consideration, it was resolved to certify the minutes of the Annual General Meeting of the Shareholders for 2011, held on 19 April 2011.

**Item No 2 To acknowledge on the Company's operating results for 2011**

The chairman asked Ms Unyarat Pornprakit, Chief Financial Officer, to report the Company's operating results for 2011 to the meeting. Ms Unyarat presented a summary of the 2011 Annual Report to the shareholders, with details as follows:

The Company's revenue figure in 2011 stood at THB 887.32 million, a 28.76% rise year-on-year. It can be broken down by sector as shown in the table below.

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In THB million

Sales/Service Revenue	2011	2010	Increase (Decrease)	Increase in %
Diamond & 18K Gold	780.93	642.66	138.43	21.5
Carat Diamond	88.36	30.25	58.11	192.1
Loose Diamond	12.26	10.78	1.33	12.3
Service Fee	5.77	5.43	0.33	6.1
<b>Total Revenue</b>	<b>887.32</b>	<b>689.12</b>	<b>198.20</b>	<b>28.76</b>

The same figure can be broken down by selling area as shown in the table below.

In THB million

Sales/Service Revenue	2011	2010	Increase (Decrease)	Increase in %
Bangkok	510.70	344.60	166.10	48.20
Upcountry	376.62	344.52	32.10	9.32
<b>Total Revenue</b>	<b>887.32</b>	<b>689.12</b>	<b>198.20</b>	<b>28.76</b>

The Company increased the number of its branches from 78 in 2010 to 79 in 2011. It also fully renovated the Saphan Lek branch and improved the appearance of the sales counters at every branch throughout Thailand. So far in 2012, Jubilee had launched five new branches, namely,

1. the Zen Department Store branch;
2. the Central Rattathibet branch;
3. the Robinson Department Store Suphan Buri branch;
4. the Robinson Department Store Mega Bangna branch; and
5. the Mega Bangna branch.

The number of branches was expected to reach more than 90 across the country by the end of the year.

As for the social and environmental activities, the Company, directly and through Money Channel, donated stationery, consumables and money to the people affected by the flooding. For the same purpose, it also gave out a sum of THB 200,000, generated from its sales of diamond jewelry in August 2011, to Friends in Need (of "PA") Volunteers Foundation, Thai Red Cross.

The Company was granted the prestigious 'Bai Po Business Awards by Sasin', handed out personally by Mr. Anand Panyarachun, in recognition of its excellence in quality, innovation and branding.

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

**Mr Chaiya Upattisarueang** asked for a comparison of over-the-counter sales (using rent space) with percentage-sharing sales

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- Mr Yuttana Taepangthong (arranged with department stores) in terms of proportion and profitability. explained that the former had a higher proportion and was more profitable.
- Mr Chenwit Sombatcharoenwong** inquired about the sections “Distribution channel: Company’s dealers” and “Distribution channel: credit card & leasing companies” on page 83 of the Annual Report, which showed smaller increases in revenue in 2011.
- Ms Unyarat Pornprakit explained that, due to Krung Thai Leasing’s constant changes of its selling strategies, the Company’s sales had risen throughout the period from the fourth quarter of 2011 to the first quarter of 2012. She added that some of the Company’s dealers had become its branches in 2011 and that some among them were awaiting renovation. After renovation, she believed, the figure of revenue generated by them would climb up.
- Mr Chenwit Sombatcharoenwong** asked how many stores were operated by the Company.
- Ms Unyarat Pornprakit provided a list of the Company’s stores as follows: the Saphan Lek branch; the Silom branch; the Crown Plaza Hotel branch; the Central Rama III branch; the Central Festival Pattaya branch; the Central Udon Thani branch and the shops at Big C Supercentres in Hat Yai and Ko Samui.
- Mr Chenwit Sombatcharoenwong** suggested that the number of branches/shops by distribution channel be provided on page 83 of the Annual Report to allow comparison of sales to the number of branches/shops in respect of each distribution channel.
- Ms Unyarat Pornprakit said that the suggestion was accepted for future improvement by the Company’s Board.
- Mr Chatuphon Pliancharoen** asked about the possibility of adopting e-commerce as another distribution channel.
- Ms Unyarat Pornprakit said that the Company was studying domestic and international e-commerce as a new distribution channel. As part of that, she commented, consumer behaviour needed to be studied and, because the Company’s products are of high value, many of the

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consumers prefer to experience and try the real product before making a purchase.

**Mr Phairot Thirawatthanasuk** noted some typing errors on page 22 of the Annual Report. He said that the service revenue figure ought to be THB 5.77 million and the percentage 0.65%.

Mr Yuttana Taepangthong said that improvement would be made to eliminate errors.

**RESOLVED** The Board's report on the Company's 2011 operating results and other reports and data for the same year were acknowledged by the meeting.

**Remark:** As Item No 2 concerns receipt and acknowledgment of reports on the Company's operating results, no voting with this item.

**Item No 3** **To consider approving the financial statements for year ended 31 December 2011**

The chairman asked Ms Unyarat Pornprakit, Chief Financial Officer, to report details about the Company's financial statements for year ended 31 December 2011.

Ms Unyarat reported a summary of the Company's financial condition as stated in its audited financial statements for year ended 31 December 2011, which had been approved by the Board. According to the report, the Company's sales in 2011 rose by THB 198.20 million (28.76%) to THB 887.32 million, from THB 689.12 million in 2010; its gross margin in 2011 stood at THB 389.65 million, or 43.9% of sales, compared to its gross margin of THB 309.42 million, or 44.9% of sales, in 2010; and its net income in 2011 reached THB 131.18 million, an increase by THB 27.46 million (26.48%) from THB 103.72 million in 2010, thanks to the sales jump and efficient management of selling and administrative expenses.

The Company's balance sheet as of 31 December 2011 shows the values of total assets at THB 647.28 million, total liabilities at THB 213.25 million and shareholders' equity at THB 434.03 million, compared with the corresponding figures of THB 591.75 million, THB 218.87 million and THB 372.89 million, respectively, in 2010.

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

**Ms Naruemon Bunprasitkun** asked about the cause of the reduced gross margin despite the sales increase.

Ms Unyarat Pornprakit clarified that the Company's goal in terms of gross margin was 40-42%, and that it achieved the goal in the previous year.

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**Mr Chaiya Upattisarueang** asked if the value of inventory was stated at market value or at cost.

Mr Yuttana Taepangthong said that it was stated at cost as of acquisition date.

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	120,371,507	100.00
(2) Disapprove	-	-
(3) Abstain	-	-
<b>Total</b>	<b>120,371,507</b>	<b>100.00</b>

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

**RESOLVED** After due consideration, it was resolved to approve the Company's financial statements for year ended 31 December 2011.

**Item No 4** To consider approving appropriation of the Company's profits in 2011 into its legal reserve fund

The chairman asked Ms Unyarat to present details about Item No 4.

Ms Unyarat asked the meeting to approve appropriation of the Company's profits into its legal reserve fund as follows:

Appropriated (legal reserve as of 31 December 2010)	THB 14,542,198.47
Additional appropriation	<u>THB 2,957,801.53</u>
Total profits appropriated into legal reserve fund	<u>THB 17,500,000.00</u>

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	121,473,707	100
(2) Disapprove	-	0
(3) Abstain	-	0
<b>Total</b>	<b>121,473,707</b>	<b>100.00</b>

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

**RESOLVED** After due consideration, it was resolved to appropriate THB 2,957,801.53 of the Company's profit as earned from its operation in 2011 into the legal reserve fund.

**Item No 5 To consider approving payment of dividends for the 2011 operating results**

The chairman asked Ms Unyarat to present details about Item No 5.

Ms Unyarat stated to the meeting that the Board had resolved to propose that the shareholders approve payment of dividends for the 2011 operating results at THB 0.52 (Satangs Fifty-two) per share, i.e., 70% of the net income after legal reserve appropriation, which, in view of the fact that interim dividends had been paid at THB 0.23 (Satangs Twenty-three) per share since 8 September 2011, should be reduced to THB 0.29 (Satangs Twenty-nine) per share, with a total amount of THB 49.96 million. The record date for the purpose of dividend payment was 3 May 2012. Names would be gathered under Section 225 of the Securities and Exchange Act, BE 2535 (AD 1992) (as amended in 2008) by closing the register of share transfers on 4 May 2012, and dividends would be paid on 15 May 2012.

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	121,463,707	99.99
(2) Disapprove	-	0
(3) Abstain	10,000	0.01
<b>Total</b>	<b>121,473,707</b>	<b>100.00</b>

**RESOLVED After due consideration, it was resolved to approve payment of dividends for the 2011 operating results as proposed by the Board.**

**Item No 6 To consider approving reelection of directors retiring by rotation and directors' remuneration for 2012**

6.1 Consideration about reelection of directors retiring by rotation

The chairman informed the meeting that the following directors were retiring by rotation as required by the Company's regulations:

1. Ms Zonwa Denmekka;
2. Mr Pairote Maleehorm; and
3. Mrs Suvatana Tulayapisitchai.

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

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offered by the Thai Institute of Directors (IOD). Therefore, the Board proposed that all of these three retiring directors be reelected for another term.

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
<b><i>1. On reelection of Ms Zonwa Denmeka</i></b>		
(1) Approve	121,463,707	99.99
(2) Disapprove	-	0
(3) Abstain	10,000	0.01
<b>Total</b>	<b>121,473,707</b>	<b>100.00</b>
<b><i>2. On reelection of Mr Pairote Maleehorm</i></b>		
(1) Approve	121,463,707	99.99
(2) Disapprove	-	0
(3) Abstain	10,000	0.01
<b>Total</b>	<b>121,473,707</b>	<b>100.00</b>
<b><i>3. On reelection of Mrs Suvatana Tulayapisitchai</i></b>		
(1) Approve	109,339,207	99.99
(2) Disapprove	-	0
(3) Abstain	10,000	0.01
<b>Total</b>	<b>109,349,207</b>	<b>100.00</b>

Remark: On voting for reelection of directors, only the votes of non-interested shareholders were counted.

**RESOLVED** After due consideration, it was resolved to reelect all the above three directors, i.e. Ms Zonwa Denmeka, Mr Pairote Maleehorm and Mrs Suvatana Tulayapisitchai, for another term.

## **6.2 Consideration approving directors' remuneration**

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

Ms Unyarat presented a comparison table showing the directors' compensation over the last two years for the shareholders' consideration. She noted that the Company's Board had resolved to propose approval of the following plan for the directors' compensation for 2012 by the shareholders:

- Total attendance fees are capped at THB 1,056,000, an increase from THB 846,000 in 2011, and total directors' remuneration is capped at THB 726,000, an increase from THB 660,000 in 2011, both of which are shared among the directors commensurate to their respective responsibility.

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



(Translation)

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	121,463,907	99.99
(2) Disapprove	-	0
(3) Abstain	10,000	0.01
<b>Total</b>	<b>121,473,907</b>	<b>100.00</b>

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

**RESOLVED** After due consideration, it was resolved to approve the directors' remuneration as proposed.

**Item No 7** **To appoint an auditor and the auditor's remuneration for 2012**

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

Ms Unyarat proposed that

1. Mr Prawit Wiwanthananut, CPA Licence No 4917,
  2. Mr Athiphong Athiphongsakun, CPA Licence No 3500,
  3. Mr Banchong Phitchayaprasat, CPA Licence No 7147, or
  4. Mr Thoetthong Thepmangkon, CPA Licence No 3787,
- of A.N.S. Audit Limited, all of whom were independent and none of whom had a vested interest in the Company, be appointed the Company's auditor for 2012. 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 585,000, from THB 550,000 in 2011.

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	121,473,907	100.00
(2) Disapprove	-	-
(3) Abstain	-	-
<b>Total</b>	<b>121,473,907</b>	<b>100.00</b>

**RESOLVED** After due consideration, it was resolved to appoint an auditor and approve the auditor's remuneration for 2012 as proposed.

**Item No 8** **To consider any other business**

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

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- Ms Warinya Sawatthanaphun** proposed issuance of product discount coupons to the shareholders.
- Mr Manu Leopairote noted that the Company's Board and Management would take the proposal into consideration.
- Mr Thanat Techaloet** asked about any correlation between the price movements of diamond and those of gold.
- Ms Unyarat Pornprakit responded by saying that no such correlation existed in the global market. She added that the diamond price would only go up, and never go down, but also noted that the extent of appreciation would depend on the demand and supply and the size of diamonds desired by the world market.
- Mr Thanat Techaloet** **asked about the possibility of lower diamond price.**
- Ms Unyarat Pornprakit commented that, considering the rise in price and in global demand (especially from China and India) for diamond in 2010-12, it was unlikely for the diamond price to become lower.
- Mr Thanat Techaloet** asked what Jubilee saw and its direction in the following ten years.
- Ms Unyarat Pornprakit answered by saying that in the long term Jubilee would no longer limit its operation to the local market and the Jubilee brand would become the number one in the diamond jewellery market and the leader in quality.
- Mr Thanat Techaloet** **asked if the inventory increase, as shown in the 2011 financial statements, would affect cash flow management in the future, and about the possibility of a capital increase.**
- Ms Unyarat Pornprakit clarified that the Company had been increasing the number of its branches as well as expanding the retail space of each branch, both of which required a larger inventory to be in line with the Company's higher sales target. She noted that the Company was still doing well in cash flow management, and that capital increase would be an alternative in the event of any future need for more working capital.
- Mr Thanat Techaloet** **suggested that a flagship store be opened for foreign customers or tourists.**

(Translation)

Ms Unyarat Pornprakit

on behalf of the Management thanked him for the suggestion and promised to take it into consideration.

**Mr Khachen Benchakun**

**proposed that the Company proceed with any capital increase that might be required for business expansion by distributing stock dividends, instead of cash dividends, to avoid a need for further capital input from the shareholders.**

Mr Manu Leopairote

on behalf of the Management thanked him for the suggestion, which was useful to the Company and the shareholders, and promised to take it into consideration.

**Mr Thirachat  
Kitrungrueangphaisan**

**asked about Jubilee's strategy to cope with competition.**

Ms Unyarat Pornprakit

said that, from regular market observations, the Company had learned, on the one hand, that most of its competitors had been resorting to price strategies, including offering discounts, but, on the other hand, that the consumer's preference was product quality, rather than a discount. She added that the Company would continue its focus on branding and product and production quality, and that Jubilee had another advantage: its customers could obtain advice and services from its staff at any of its branches throughout Thailand.

**Mr Thirachat  
Kitrungrueangphaisan**

**asked about possible impacts from any departure of skilled workers.**

Ms Unyarat Pornprakit

clarified that the Company had a well-established work system that was not heavily reliant on any single individual, and that the Company's staff turnover was low. She concluded that any departure of skilled workers would bear no negative impact on the Company.

(Translation)

**Mr Thirachat  
Kitrungrueangphaisan**

proposed that TV commercials be aired and mobile applications be made available for downloading to increase brand awareness.

Mr Manu Leopairote

on behalf of the Management thanked him for the suggestion, and promised to take into consideration any suggestion that is useful to the Company.

**Ms Phasucha Uttarawanit**

**asked about the sales percentage of The Excellence.**

Ms Unyarat Pornprakit

noted the Company's 2012 forecasts of at least 20% in business growth and over THB 1 billion in sales, and stated that The Excellence was a success, contributing 10% of total revenue.

**Mr Phiranat Chokwatthana**

**asked about the market response to the new line of The Excellence compared to that in relation to its predecessor.**

Ms Unyarat Pornprakit

said that the price tags of the newest line of The Excellence, which had just been launched to the market about one month ago, were higher compared to the previous year, but the demand for them was nevertheless very high and the response was encouraging. She noted that the Company had secured adequate materials two quarters in advance to ensure full satisfaction of the market demand.

**Mr Phiranat Chokwatthana**

**asked about the progress of and efficiency following installation of the ERP system.**

Mr Yutthana Taepangthong

said that following installation of the ERP system telephone bills had become lower, the staff had been able to check the products in stock without calling the headquarters and respond to customer enquiries promptly, and it had become possible for the headquarters to perform inventory management for every branch on a real-time basis.

**Mr Khachen Benchakun**

**proposed a stock option program and an Employee Joint Investment Plan (EJIP), which were promoted by the Stock Exchange of Thailand as tools to incentivize employees and create their participation in ownership interest; provided that the exercise price be higher than the market price.**

(Translation)

Mr Manu Leopaïrote on behalf of the Management thanked him for the suggestion and the shareholders, and promised to take into consideration any suggestion that is useful to the Company.

**Mr Chenwit Sombatcharoenwong asked for details about the project to be opened on Silom Road.**

Ms Unyarat Pornprakit replied by saying that the project was in progress and it was expected to be finished by the third quarter of 2012. She noted that showroom was a large one and was designed primarily to attract foreign customers and tourists.

**Mr Chirat Raphiphan asked about the project's sales goal and profitability ratio.**

Ms Unyarat Pornprakit said that the project was expected to account for 10-15% of total revenue and meet the profitability ratio requirement set by the Company.

Ms Naruemon (surname not identified)

raised questions about 1) possible impacts from the government's THB 300 minimum wage policy; and 2) the Company's plan to cope with competition after the introduction of the Asean Economic Community (AEC) in 2015.

Ms Unyarat Pornprakit

explained

- 1) that labour costs represented only 3-5% of the Company's product costs and skilled workers' wages in the diamond jewelry industry were already higher than THB 300 per day, so that the minimum wage policy would bear no significant impact on the Company's business; and
- 2) that the Company was in a good position to compete internationally after the AEC introduction in 2015, thanks to the internationally recognised quality of its materials and products, as well as its extensive local selling network and its plan to attain future corporate growths by penetrating the neighbouring markets.

**RESOLVED The matters were acknowledged by the meeting.**

Receiving 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 16.30hr, declared the meeting was adjourned.

(Translation)

Recorded by Ms. Patcharawalai Atichatipjinda  
Checked by Mr. Yuttana Taepangthong



Signed \_\_\_\_\_ Chairman of the meeting  
(Mr Manu Leopaiprote)



Signed \_\_\_\_\_ Recorder of minutes  
(Ms Patcharawalai Atichatipjinda)