No CS/AGM/1/2556

1 April 2013

Re: Invitation to attend Annual General Meeting of the Shareholders of 2013

To: The Shareholders of Jubilee Enterprise Public Company Limited

Encl(s): 1. Copy of Minutes of Annual General Meeting of the Shareholders of 2012;

- 2. 2012 Annual Report, Balance Sheet, Income Statement and Auditor's Report;
- 3. Profiles of directors retiring by rotation and proposed for reelection;
- 4. 2012/2013 comparison of directors' remuneration;
- 5. 2012/2013 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 22 February 2013, the Board of Directors of Jubilee Enterprise Public Company Limited has resolved to call an Annual General Meeting of the Shareholders for 2013, which shall be held on Tuesday, 23 April 2013, 14:00hr, at the ballroom on the 38th floor of Pullman Bangkok Hotel G, Silom, 188 Silom Road, Bangrak, Bangkok 10500, to consider the following matters and Board' comments:

Item No. 1 To certify the minutes of the Annual General Meeting of the Shareholders for 2012, held on Monday, 23 April 2012

<u>Board's comment</u>: The Board has reviewed the minutes of the Annual General Meeting of the Shareholders for 2012, held on Monday, 23 April 2012. It is of the opinion that the minutes have been taken correctly, and recommends approval of the same.

Item No. 2 To acknowledge on the Company's operating results for 2012

<u>Board's comment</u>: The Board has resolved to report the Company's operating results for 2012 at the Annual General Meeting of the Shareholders.

Item No. 3 To consider approving the financial statements for year ended 31 December 2012

<u>Board's comment</u>: 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 December 2012.

Item No. 4 To consider approving payment of dividends for the 2012 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 2012 operating results at THB 0.60 (Satangs Sixty) per share, which, in view of the fact that interim dividends have been paid at THB 0.30 (Satangs Thirty) per share since 6 September 2012, shall be reduced to THB 0.30 (Satangs Thirty) per share. Under this arrangement, the total amount of dividends is THB 51.99 million, representing 62.50% of the Company's net income before legal reserve appropriation, in line with the Company's dividend policy, which requires distribution of at least 60% of the Company's net income (after reserve appropriations) as dividends twice a year. The Board has set 2 May 2013 as the record date for the purpose of dividend payment. Names will 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 3 May 2013, and dividends will be paid on 15 May 2013.

Item No. 5 To consider approving reelection of directors retiring by rotation

<u>Board's comment</u>: 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:

Mr Manu Leopairote
Mr Viroj Phonprakit
Chairman & Independent Director
Director, Chairman of Executive Board
& Chief Executive Officer

3. Dr Sahasroj Rojmetha Director & Independent Director

Item No. 6 To consider approving determination and payment of directors' remuneration for 2013

<u>Board's comment</u>: The Board has resolved to propose that the shareholders consider approving a maximum limit of the directors' yearly attendance fees at THB 1,056,000 (Baht One Million and Fifty-six Thousand only) and of the director's remuneration for 2013 at THB 1,000,000 (Baht One Million only).

Item No. 7 To appoint an auditor and the auditor's remuneration for 2013

<u>Board's comment</u>: The Board has resolved to propose that the shareholders appoint

- 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, the Company's auditor for 2013 and fix the auditor's

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remuneration at THB 610,000 (Baht Six Hundred and Ten Thousand only) as already reviewed and approved by the Board.

Item No. 8 To consider other matters (if any)

Registration and document verification for attendees will be available between 12:30hr and 13:30hr 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 2013 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 document checkpoint before the meeting begins.

The Board has set 19 March 2013 as the record date for the Annual General Meeting of the Shareholders for 2013. Names will 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 from 20 March 2013 until the meeting is drawn to a close.

Sincerely,

(Viroj Pornprakit)

Vice Chairman & Chief Executive Officer Jubilee Enterprise Public Company Limited

Remark: A shareholder can download the above documents at www.jubileediamond.co.th.