

1<sup>st</sup> April 2017

**Re:** Invitation to attend Annual General Meeting of the Shareholders of 2017

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

- Encl(s):**
1. Copy of Minutes of Annual General Meeting of the Shareholders of 2016;
  2. 2016 Annual Report, Balance Sheet, Income Statement and Auditor's Report;
  3. Profiles of directors retiring by rotation and proposed for reelection;
  4. 2015-2017 comparison of directors' remuneration;
  5. 2015-2017 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 2017, the Board of Directors of Jubilee Enterprise Public Company Limited has resolved to call an Annual General Meeting of the Shareholders for 2017, which shall be held on Tuesday, 25<sup>th</sup> April 2017, 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 27<sup>th</sup> 2016**

Board's comment: The Board has reviewed the minutes of the Annual General Meeting of the Shareholders for 2016, held on Wednesday, 27<sup>th</sup> April 2016. 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 2016**

Board's comment: The Board has resolved to report the Company's operating results for 2016 at the Annual General Meeting of the Shareholders.

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

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 2015.

**Agenda 4      To consider approving payment of dividends for the 2016 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 0.55 (Fifty Five Satang) per share, which, in view of the fact that interim dividends have been paid at THB 0.25 (Twenty Five Satang) per share since 6<sup>th</sup> September 2016, the balancing shall be THB 0.30 (Thirty Satang) per share. Under this arrangement, the total amount of dividends is THB 95.85 million, representing 61% 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 11<sup>th</sup> May 2017 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 12<sup>th</sup> May 2017, and dividends will be paid on 23<sup>rd</sup> May 2017.

**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. Mr. Amnuay Nak-Ruchata-Amorn Chairman of Audit Committee / Independent Director
2. Ms. Unyarat Pornprakit Director / Chief Executive Officer
3. Mr. Pirote Maleehorm Audit Committee / Independent Director

**Agenda 6 To consider approving determination and payment of directors' remuneration for 2017**

**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 2016 remains at THB 1,060,000 (Baht One Million Sixty Thousand only).

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

**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 2017 and fix the auditor's fee at THB 1,350,000 (One Million and Thirty Five 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 2017 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 21<sup>st</sup> March 2017 as the record date for the Annual General Meeting of the Shareholders for 2016. 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 22<sup>nd</sup> March 2017 until the meeting is drawn to a close.

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).