**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;
- 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;
- 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 21st 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, 24th April 2018, 14:00 o'clock 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'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

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

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

<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<sup>st</sup> December 2017.

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

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

<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:

Mrs. Suvatana Tulayapisitchai
 Dr. Sahasroj Rojmetha
 Director / Senior Vice President
 Director / Independent Director

3. Ms. Zonwa Denmekha Audit Committee / Independent Director

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

<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 1,579,000 (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

Mr. Prawit Wiwanthananut,
 Mr. Thoetthong Thepmangkon,
 Mr. Udom Thanuratpong,
 Ms. Chutima Wongsrapunchai
 CPA License No 3787; or CPA License No 8501; or 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.