

No CS/AGM/1/2019

April 1st 2019

Re: Invitation to attend Annual General Meeting of the Shareholders of 2019

To: The Shareholders of Jubilee Enterprise Public Company Limited

Encl(s):

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

At a board meeting held on 22nd February 2019, the Board of Directors of Jubilee Enterprise Public Company Limited has resolved to call an Annual General Meeting of the Shareholders for 2019, which shall be held on Tuesday, 23rd April 2019, 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 2018, held on Wednesday, April 24th 2018

Board's comment: The Board has reviewed the minutes of the Annual General Meeting of the Shareholders for 2018, held on Tuesday, 24th April 2018. 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 2018

Board's comment: The Board has resolved to report the Company's operating results for 2018 at the Annual General Meeting of the Shareholders.

Agenda 3 To consider approving the financial statements for year ended 31 December 2018

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 31st December 2018.

Agenda 4 To consider approving payment of dividends for the 2018 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 0.67 (Sixty Seven Satang) per share, which, in view of the fact that interim dividends have been paid at THB 0.33 (Thirty Three Satang) per share since 5th September 2018, the balancing shall be THB 0.34 (Thirty Four Satang) per share. Under this arrangement, the total amount of dividends is THB 116.76 million, representing 61.07% 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 10th May 2019 as the record date for the purpose of dividend payment and dividends will be paid on 21st May 2019.

Detail of Dividend	2018	2017	2016
Dividend per share (Baht)	0.67	0.64	0.55
Distribution rete (%)	61.07	60.37	60.49

Agenda 5 To consider approving election of directors retiring by rotation

Board's comment: The Board has resolved to propose that the shareholders consider reelecting the following 3 directors, who are retiring by rotation to reappointment as Board Directors of the Company for another term.

1. Mr. Manu Leopaïrote Chairman of the Board of Directors and Independence Director
2. Mr. Viroj Phonprakit Vice Chairman, Chairman of Executive Committee
3. Mr. Pirote Maleehorm Audit Committee Member and Independent Director

Agenda 6 To consider approving determination and payment of directors' remuneration for 2019

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 1,233,500 (Baht One Million Two Hundred Thirty-Three Thousand and Five Hundred only) and of the director's remuneration for 2019 attending the meeting at THB 1,508,500 (Baht One Million Five Hundred Eight Thousand and Five Hundred only).

2017-2019 comparison of directors' remuneration;

1. Meeting Allowance (in THB / Person / Meeting)

Position	2019	2018	2017
Chairman	65,000	60,000	60,000
Chairman of Audit Committee	24,000	22,000	22,000
Vice Chairman	24,000	22,000	22,000
Audit Committee / Independent Director	20,500	19,000	19,000
Director	20,500	19,000	19,000

Totaling not more than 1,508,500 THB

2. Director Remuneration (in THB)

	2019	2018	2017
Directors' Remuneration	1,233,500	1,140,000	1,140,000
Title	2019	2018	2017
Chairman of Board of Directors	227,000	210,000	210,000
Chairman of Audit Committee	157,000	145,000	145,000
Vice Chairman	157,000	145,000	145,000
Audit Committee / Independent Director	138,500	128,000	128,000
Director	138,500	128,000	128,000

Agenda 7 To appoint an auditor and the auditor's remuneration for 2019

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

1. Mr. Prawit Wiwanthanant, CPA License No 4917;
2. Mr. Thoetthong Thepmangkon, CPA License No 3787; or
3. Ms. Chutima Wongsrapunchai CPA License No 9622; or
4. Mr. Boonkasem Sarnklin CPA License No 11888

of PV Audit Limited, the Company's auditor for 2019 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.

2017-2019 comparison of auditor's fees;

	2019	2018	2017
Audit Fee	1,800,000	1,800,000	1,350,000
Non Audit Fee	-	-	-

Agenda 8 To consider approving amendment of Company's Objectives

The Board of Director of the Company propose to amend and add the company's objectives to cover the business operation and future transactions as follows:

Amend the objective No. 24:

- (24) To carry on the business of manufacturing factories, cutting, purchase, sale, consignment, import, export, resale, wholesale of jewelries, packaging made of gold, copper alloy, silver, diamond, other jewel including producing synthetics thereof and watches, to carry on the business of hire of work, repair, designing of jewelries, jewelry packaging and to cut the said jewels.

Add the objectives No. 26 – 30 as follow:

- (26) To carry on the business of importing and exporting of goods as stipulated in the objectives.
- (27) To carry on the business of after-sales services pursuant to the businesses or services as stipulated in the objectives.
- (28) To carry on the business of antiques trading by purchase, offering for sale, exchange or by other means disposal of jewelries, packaging made of gold, copper alloy, silver, diamond or other jewel including producing synthetics thereof and watches including other used properties.

- (29) To carry on the business of direct sales and direct marketing (subject to receiving an approval from relevant authority).
- (30) To repurchase of shares, sell the treasury stocks, cancel the treasury stocks as stipulated or hereafter stipulated by public limited companies act or relevant laws.

Agenda 9 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 2019 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 20th March 2019 as the record date for the Annual General Meeting of the Shareholders for 2019.

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.