

**Invitation to the 2019
Annual General Shareholders' Meeting
Jubilee Enterprise Public Company Limited**

Tuesday 23 April 2019 at 2.00 P.M.

The Ballroom on the 38th floor of Pullman Bangkok Hotel G, Silom

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.

(Translation)

Minutes of the Annual General Meeting of the Shareholders for 2018

Jubilee Enterprise Public Company Limited (the "Company")

Held on 24th April 2018, at 14:00 hrs

38 Floor, Pullman Bangkok G Silom

188 Silom Road Bangrak Bangkok 10500

The meeting commenced at 14:00hr.

The company informed shareholders about the vote procedures for each agenda as follows:

1. One share will be equivalent to one vote.
2. The marking ballot cards, shareholders must clearly mark one of the boxes (for agreed, against, or abstention) and sign all the ballot cards. The company's staff will only collect cards that are marked "against" and "abstention" for vote counting in each agenda. The voting ballots that are marked in every agenda will be collected at the end of the Meeting.
3. Directors shall exercise their rights as a shareholder by voting for all agenda items according to Board of Director's resolution. Shareholders who granted proxy to the independent director their vote will be counted as per identified in proxy document.
4. Shareholders or proxies shall raise their hand to get permission from the Chairman of the Meeting before introducing themselves and giving opinions or asking questions.

The Annual General Meeting of Shareholders 2018 was attended by directors, executives, auditors and legal consultant of the company as follows:

Eight directors were present at the meeting, namely,

(1) Mr. Manu Leoparote Chairman of the Board of Directors & Independent Director

Three members of the Audit Committee

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

(2) Mr. Pirote Maleehorm Audit Committee & Independent Director

(3) Ms. Zonwa Denmeka Audit Committee & Independent Director

Three executive directors

(1) Mr. Viroj Phonprakit Vice Chairman, Chairman of Executive Committee

(2) Mrs. Suvatana Tulayapisitchai Director, Senior Vice President

(3) Ms. Unyarat Pornprakit Director, Chief Executive Officer

One non-executive director

(1) Dr. Sahasroj Rojmetha Director & Independent Director

Advisor to the Board

(1) Dr. Charn Tharawas

Senior management executives

(1) Mr. Pornsatian Saowapaksoontorn Chief Financial Officer

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

(Translation)

Auditor

Mr. Prawit Wiwanthananut PV Audit Limited.
Mr. Boonkasem Sarnklin PV Audit Limited.

Legal Advisor

Ms. Thanwaporn Dissorn Wissen & Co.,Ltd.
Ms. Chanobol Promsatit Wissen & Co.,Ltd.

Ms. Patcharawalai Atichatipjinda, Corporate Secretary declared that the meeting was attended by 185 shareholders, 61 of whom in person and 124 by proxy, which represented 119,416,712 shares, or 68.52% of the Company's 174,273,125 registered 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.

Mr. Manu Leoparote, The Chairman of the meeting, presided over the meeting on the agenda, as follows:

Agenda 1 To certify the minutes of the Annual General Meeting of the Shareholders for 2017, held on 25th April 2017

The chairman proposed that the meeting consider approving the minutes of the Annual General Meeting of the Shareholders for 2017, held on 25 April 2017, 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	119,444,712	99.9916
(2) Disapprove	-	-
(3) Abstain	10,000	-
Total	119,454,712	100.00

RESOLVED The meeting resolved to certify the minutes of the Annual General Meeting of the Shareholders for 2017, held on 25th April 2017.

Agenda 2 To acknowledge on the Company's operating results for 2017

The chairman asked Ms. Unyarat Pornprakit, Chief Executive Officer, to report the Company's operating results for 2017 to the meeting. Ms. Unyarat presented a summary of the 2017 Annual Report to the shareholders, with details as follows:

Jubilee Enterprise Public Company Limited, the leader of diamond jewelry retailer in Thailand. We are the pioneer of the retail company in diamond jewelry and we are only one company listed into Market for Alternative Investment (MAI). We are the first rank company who has totally 125 branches all over the regions of Thailand, which are in Bangkok and suburban 45 branches, Central 23 branches, Northeast 18 branches, North 17 branches and South 22 branches.

(Translation)

The company's branches expansion for the year 2017 was totally 7 branches as following:

Plaza Shopping Mall

1. Central Plaza Shopping Mall - Chiang Rai
2. Central Plaza Shopping Mall - Nakhon Ratchasima

Department Store

1. Robinson Department Store - Chanthaburi
2. Robinson Department Store - Phetchaburi
3. Robinson Department Store - Mahachai
4. Robinson Department Store - Kamphaeng Phet
5. Central Department Store - Nakhon Ratchasima

In 2017, Jubilee has been launching new products to the market and our products are innovated to response and attractive to the consumer. The Company has continuously emphasized on strengthening the brand perception, its reliability and quality of the products of which led the Company in implementing the related sales and marketing activities; and the Company also create the brand identity by launching new product designs by use of the Company's emblem. This was also one of the reasons that the revenue is improved.

In term of corporate social responsibility, the company see the important of the direction to resolve the water pollution under the royal initiative project of King Bhumibol - Chai Pattana Turbine Project. We then intend to provide the financial support for maintaining the Chaipattana low speed surface aerator machine by giving part of the net income from selling brooch, which has been designed exclusively under the name "Bhumi-palang-hang-nava" inspired from the low speed surface aerator machine, to Chai Pattana Turbine Project.

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

Mr. Ritichai Yibchareonporn Shareholder	Does the behavior of the new generation or Millennial that like to purchase goods from Online effect to the company's operation?
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Ms. Unyarat Pornprakit Chief Executive Officer	Reference to De Beers' research, there are more and more of the Millennial purchasing jewelry to represent their identical and success. This research proved that increasing in Millennial generation will not dilute the growth of selling jewelry. Regarding Online sale, the company is not ignoring and seeing the potential of this channel.
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RESOLVED The Board's report on the Company's 2017 operating results and other reports and data for the same year were acknowledged by the meeting.

Remark: As Agenda 2 concerns acknowledgment of reports on the Company's operating results for 2017, no voting with this agenda.

(Translation)

Agenda 3 To approve the financial statements for year ended 31 December 2017

The chairman assigned Ms. Unyarat Pornprakit, Chief Executive Officer, to report details about the Company's financial statements for year ended 31 December 2017.

Ms. Unyarat reported a summary of the Company's financial performance as stated in its audited financial statements for year ended 31 December 2017, which had been approved by the Board. According to the report, the Company's revenue in 2017 was THB 1,542.4 million, increased from prior year 12%. Gross profit THB 672.3 million, increased by 11% and net profit THB 184.7 million increased by 17%. Incremental in net profit is due to efficiently controlling of selling and administrative expenses.

2017 sale portion for Bangkok & suburban represented 56.4% and upcountry 43.6%, which closed to 2016 sale portion for Bangkok & suburban represented 55.4% and upcountry 44.6%.

Gross profit ratio for the year 2015 to 2017 showed at 40.1%, 44.1%, and 43.6%, respectively. Net profit ratio has been consecutively growth for the past 3 years since 2015 at 8.8%, 2016 at 11.4% and 2017 at 12%.

Sale store sale growth from last year 13.67%

The Company's financial position as of December 31, 2017 shows the values of total assets at THB 1,205.6 million, total liabilities was at THB 345.0 million and shareholders' equity was at THB 860.7 million, compared with year 2016 total assets at THB 1,044.6 million, total liabilities was at THB 269.3 million and shareholders' equity was at THB 775.3 million.

Financial Ratio as following:

- Current Ratio (Times)	3.39
- Debt to Equity Ratio (Times)	0.40
- Inventory Turnover (Days)	229
- Return on Asset (%)	22.58
- Return on Equity (%)	20.60
- Sales Growth (%)	11.8
- Gross Profit Margin (%)	43.6
- Net Profit Margin (%)	12.0

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

Mr. Warut Mahawanitwong Shareholder	The information for sale portion in page 73 of Annual Report 2017 is no consistent with the information presented in this meeting.
Mr. Pornsatian Saowapaksoontorn Chief Financial Officer	The information for sale portion in page 73 of Annual Report 2017 is not collect. The collect information is as presented by the CEO, which is Bangkok sale represent 56.4% and Upcountry represent 43.6%.
Mr. Ritichai Yibchareonporn Shareholder	Asking for the factors that effect to increase in revenue and ability to make profit for the year 2017.

(Translation)

Ms. Unyarat Pornprakit Chief Executive Officer	The key success that make 2017 revenue increase should be from placing appropriate marketing strategy also launching of new products design together with marketing campaign.
Mr. Kachane Benjakul Shareholder	Asking about revenues classified by types of products for the year 2017, the incremental of Carat sale is from event sale or branch sale?
Ms. Unyarat Pornprakit Chief Executive Officer	Increasing of Carat sale in 2017 is from both event and branch sales. Carat was sold as loose diamond and jewelry, but the presentation of revenue is classified as Carat.
Mr. Kachane Benjakul Shareholder	As per information in page 73 of Annual report regarding revenue by channel of distribution, what is the management opinion for 2016 and 2017 revenue from department store has been growth more than revenue from plaza?
Ms. Unyarat Pornprakit Chief Executive Officer	The management monitor and manage growth in both channels simultaneously.
Mr. Kachane Benjakul Shareholder	The inventory balance at end of year 2017 was increased from 2016 about 20%, is this for supporting continuous growth from 2017?
Ms. Unyarat Pornprakit Chief Executive Officer	The increase of inventory is for supporting seasonal sale at end of year 2016 and for 1 st quarter 2017.
Mr. Kachane Benjakul Shareholder	Please explain plan for branch expansion in year 2018 and capital investment budget. How many branches has been opened since the beginning of 2018?
Ms. Unyarat Pornprakit Chief Executive Officer	In 2018, we plan to open 5 branches, which 4 location had already secured.
Mr. Songpon Sukontapong Shareholder	What is the indicative for saturation point of branch expansion?
Ms. Unyarat Pornprakit Chief Executive Officer	We don't think the time for saturation will become in the foreseeable future. On the opposite way we think the city is expanded and there is more opportunity for growth.

(Translation)

Mr. Songpon Sukontapong Shareholder	Please explain, how the management manage the impairment of inventory?
Ms. Unyarat Pornprakit Chief Executive Officer	Diamond price is increased every year, while inventory is valued at cost in the financial statement. Major component of inventory is diamond and gold, any obsoleted stock can be managed by reprocess with minor manufacturing cost.
Mr. Songpon Sukontapong Shareholder	Please explain, the implementation of IT system to support management decision.
Ms. Unyarat Pornprakit Chief Executive Officer	We are continuously improving IT system, especially in the 1 st quarter of 2018, IT was support for product allocation to manage proper allocation to each customer segment.
Mr. Kachane Benjakul Shareholder	What is the revenue portion of Jubilee of Siam compare with total revenue? Concept of flagship store is quite interesting, but the space in front of the store is very narrow and is in blind spot and not enough parking space.
Ms. Unyarat Pornprakit Chief Executive Officer	Thank you for comment for the store facilities, and the management will improve the visibility of the store. The revenue from Jubilee of Siam represent about 7-8% of total revenue. Increasing of Carat sale comes from this flagship store.
Mr. Ritichai Yibchareonporn Shareholder	What are the factors that the company use to create demand for improve sustainable income?
Ms. Unyarat Pornprakit Chief Executive Officer	We have a very wide range of customer segment and our product price range from thousand to more than ten million. Then our strategy is different and various to match with each customer group. We use IT system to collect the data and analysis our customer behavior to plan for appropriate product demand and marketing strategy. Importantly, our product quality is the priority and key success for the past 89 years.

(Translation)

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	119,464,202	99.9916
(2) Disapprove	-	-
(3) Abstain	10,000	0.0084
Total	119,474,202	100.00

RESOLVED The meeting resolved to approve the Company's financial statements for year ended 31 December 2017.

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

The chairman asked Ms. Unyarat to present details of this agenda.

Ms. Unyarat presented to the meeting that the Board has resolved to propose to the shareholders to consider approve payment of dividends for the year 2017 operating results at Baht 0.64 (Sixty-Four Satang) per share amounting to Baht 111.53 million or equivalent to 60.4% of net profit after deduction of legal reserve. Since, the company paid the interim dividend at the rate of Baht 0.27 (Twenty-Seven Satang) per share on September 6, 2018. The remaining will be paid at the rate of Baht 0.37 (Thirty-Seven Satang) per share, totaling to Baht 64.48 million. This is according to dividend payment policy, 2 times per annual and not less than 60% of net profit after deduction of legal reserve.

The record date for the right of receiving dividend will be on May 10, 2018. The payment date will be on May 21, 2018.

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	119,464,202	99.9916
(2) Disapprove	-	0
(3) Abstain	10,000	0.0084
Total	119,474,202	100.00

RESOLVED The meeting resolved to approve payment of dividends for the 2017 operating results as proposed by the Board.

(Translation)

Agenda 5 To consider approving reelection of directors retiring by rotation

The chairman informed the meeting that according to the company's regulation that at every annual ordinary meeting of the shareholders, one-third (1/3) of then directors shall retire from office. If division of the number of directors by three does not give a round number, directors shall retire in the number closest to one-third (1/3). A retiring director is eligible for reelection.

The following directors were retiring by rotation as required by the Company's regulations:

1. Mrs. Suvatana Tulayapisitchai Director / Senior Vice President
2. Dr. Sahasroj Rojmetha Director / Independent Director
3. Ms. Zonwa Denmeka Audit Committee & Independent Director

As all the 3 directors are stakeholder of this agenda, for transparency and follow the company's governance, the Chairman asked all 3 directors to leave the meeting until the vote is completed.

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

The Chairman of Audit Committee asked the shareholders if they have any questions or comments.

Mr. Mongkonchol Sri-amorn How the board consider the independent of independent
Thai Investors Association directors that was in the position more than 9 years?

Mr. Manu Leopaiprote As a representative of all independent directors, even the 2
Chairman & Independent Director independent directors have been in the position for more
than 9 years, they have an independent opinion that helpful
to the company. Their experience support and enhanced the
company operation growth. Importantly, they have no
interest with the company, management and shareholders.

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
<i>1. On reelection of Mrs. Suvatana Tulayapisitchai</i>		
(1) Approve	119,431,502	99.9642
(2) Disapprove	32,700	0.0274
(3) Abstain	10,000	0.0084
Total	119,474,202	100.00
<i>2. On reelection of Dr. Sahasroj Rojmetha</i>		
(1) Approve	119,215,002	99.7830
(2) Disapprove	249,200	0.2086
(3) Abstain	10,000	0.0084
Total	119,474,202	100.00
<i>3. On reelection of Ms. Zonwa Denmeka</i>		
(1) Approve	119,215,002	99.7830
(2) Disapprove	249,200	0.2086
(3) Abstain	10,000	0.0084
Total	119,474,202	100.00

(Translation)

Chairman ask all the 3 directors back to attend the meeting.

RESOLVED The meeting resolved reelection of directors retiring by rotation all the above three directors Mrs. Suvatana Tulayapisitchai, Dr. Sahasroj Rojmetha, and Ms. Zonwa Denmeka for another term.

Agenda 6. To consider approving directors' remuneration and Meeting allowance 2018

The chairman asked Mr. Pornsatian Saowapaksoontorn to present details of this agenda.

Mr. Pornsatian presented 2 years comparison figure showing the directors' remuneration and meeting allowance for the Board of Directors for the shareholders' consideration as following

6.1 Director Remuneration

	2017	2018
Directors' Remuneration	1,140,000	1,140,000
Title	2017	2018
Chairman of Board of Directors	210,000	210,000
Chairman of Audit Committee	145,000	145,000
Vice Chairman	145,000	145,000
Audit Committee / Independent Director	128,000	128,000
Director	128,000	128,000

6.2 Meeting Allowance (in THB / Person / Meeting)

Position	2017	2018
Chairman	60,000	60,000
Chairman of Audit Committee	22,000	22,000
Vice Chairman	22,000	22,000
Audit Committee / Independent Director	19,000	19,000
Director	19,000	19,000

Totaling not more than 1,579,000 THB

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	119,464,202	99.9916
(2) Disapprove	-	-
(3) Abstain	10,000	0.0084
Total	119,474,202	100.00

RESOLVED The meeting resolved to approve the directors' remuneration and meeting allowance as proposed.

(Translation)

Agenda 7 To appoint an auditor and the auditor’s remuneration for 2018

The chairman asked Mr. Pornsatian Saowapaksoontorn to present details of this agenda.

Mr. Pornsatian proposed

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|--------------------------------|-------------------------|
| 5. Mr. Prawit Wiwanthananut, | CPA License No 4917; or |
| 6. Mr. Thoetthong Thepmangkon, | CPA License No 3787; or |
| 7. Mr. Udom Thanuratpong, | CPA License No 8501; or |
| 8. Ms. Chutima Wongsrapunchai | CPA License No 9622 |

of PV Audit Company Limited, all of whom were independent and none of whom had a vested interest in the Company, be appointed the Company’s auditor for 2018. He noted that the audit firm had served the Company professionally, and proposed approval by the shareholders for auditor’s remuneration of THB 1,800,000 as detail comparison below:

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

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	119,165,102	99.7413
(2) Disapprove	299,100	0.2503
(3) Abstain	10,000	0.0084
Total	119,474,202	100.00

RESOLVED After consideration, it was resolved to appoint an auditor and approve the auditor’s remuneration for 2018 as proposed.

Agenda 8 Others

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

Mr. Mongkonchol Sri-amorn
Thai Investors Association

Since Jubilee’s products are outstanding in innovation for the design, would you please explain the production process and how the company maintain those talent staff?

Ms. Unyarat Pornprakit
Chief Executive Officer

Products are produced from research and data collect to understand customers needed, which are different segment by segment. Marketing department, Designer, and Product development department are closely working together to analyses the data to get the product that answer the customers needed. For maintaining staff, all staff are treated equally in all departments. Beside salary and staff welfare, we provide in-house and outside training courses to enhance their abilities and knowledge.

(Translation)

Mr. Teerachart Kijrungruangpaisan Shareholder	Increasing in Carat sale may come from new customers, how the company create trust and satisfaction to this group of customers?
Ms. Unyarat Pornprakit Chief Executive Officer	The company has customer relationship management department that take care for all customer groups.
Mr. Teerachart Kijrungruangpaisan Shareholder	Does the company has plan to sale other jewelry beside diamond?
Ms. Unyarat Pornprakit Chief Executive Officer	There is possibility that we may expand to other jewelry, which may able to reveal in 3 rd quarter of 2018.
Mr. Kachane Benjakul Shareholder	<p>Advise for:</p> <ul style="list-style-type: none"> • The company has cash and cash equivalent balance about THB 315 million. If there is no plan for major investment, the company should consider increasing dividend payout ratio more than 60% of net profit. • The liquidity of volume trade in the stock market is very minor, the board should have considered to split par to increase volume trade. • The company should explore for new S-Curve, focusing in both organic and non-organic growth by bring in other brand that may have lower price or other jewelry beside "Forevermark".
Mr. Manu Leopairote Chairman of the Board of Directors & Independent Director	Thank you for all valuable comments and will bring to consider for further operation.

There's 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 16.30 hr, declared the meeting was adjourned.

Signed _____(Mr. Manu Leopairote)_____Chairman of the meeting
Chairman of the Board of Directors

Signed____(Ms. Patcharawalai Atichatipjinda)___ Minutes Taken by
Corporate Secretary

Profiles of Directors Retiring by Rotation and Proposed for Reelection

Name: Mr. Manu Leopairote

Age: 76

Title: Chairman & Independent Director

Education:

- Honorary Doctoral Degree in Business Administration, Thammasat University
- MSc.(Economics), University of Kentucky, USA
- BBA (Economics) (magna cum laude), Thammasat University



Number of Shares: - 200,000 shares or 0.11% (as of 30 December 2018)

Term of directorship 2008 – present (11 years)

Working Experience (past 5 years)

Listed companies:

- 2016 – present
 - Chairman of Audit Committee TPI Polene Power Public Company Limited
- 2010 - present
 - Chairman - ARIP Public Company Limited
- 2010 - present
 - Chairman - TMC Industrial Public Company Limited
- 2010 - present
 - Chairman of Audit Committee Siam Steel International Public Company Limited
- 2010 - present
 - Chairman - Bangkok Union Insurance Public Company Limited
- 2010 - present
 - Chairman - Polytex (Thailand) Public Company Limited
- 2010 - present
 - Chairman - Khon Kaen Sugar Industry Public Company Limited
 - Chairman - Thai Beverage Public Company Limited (Listed in Singapore)

Non-Listed companies:

- None

Any other positions which may cause conflict of interest with the company

- None

None Training Program by Thai Institute of Directors (IOD):

- Diploma, National Defense College (34th)
- Director Accreditation Program (DAP), 30/2003
- Role of Chairman Program (RCP), 3/2001

Meetings attendance

- In 2018 attended company's board of director meeting of 4 from 4
- In 2018 attended annual general shareholders' meeting of 1 from 1

Criminal record:

- None

Information for consideration of the election of Independent Directors:

- Relationship with the family of the executives or major shareholders of the company or subsidiary companies - None
- Relationship with the Company / subsidiary companies / associated companies or other juristic persons which may cause conflict at present or during the past 2 years; - None -
- Directors who participate in the management, staff, employee or advisor who are paid on a regular basis - None -
- Professional service providers e.g. auditors or legal consultants - None -
- Significant business relationship which may prevent the candidate from performing the duties independently - None -

Profiles of Directors Retiring by Rotation and Proposed for Reelection

- Full name:** Mr. Viroj Phonprakit
- Age:** 67
- Title:** Vice Chairman, Chairman of Executive Committee
- Education:** Sahapanich School
- Shareholding in the Company:**
65,467,400 shares or 37.57% (as of 30 December 2018)
- Term of directorship:** 2008 – present (11 years)
- Working Experience (past 5 years)**
Listed companies:
- None
- Non-Listed companies:**
- None
- Any other positions which may cause conflict of interest with the company:**
- None
- Training Program by Thai Institute of Directors (IOD):**
- Director Accreditation Program (DAP), 72/2008
 - Director Certification Program (DCP), 113/2009
- Meetings attendance**
- In 2018 attended company's board of director meeting of 4 from 4
 - In 2018 attended annual general shareholders' meeting of 1 from 1
 - In 2018 attended executive committee meeting every month
- Criminal record:**
- None



Profiles of Directors Retiring by Rotation and Proposed for Reelection

Name Mr. Pirote Maleehorm

Age 68

Title : Chairman of Audit Committee & Independent Director

Education

- Master Degree of Business Administration (MBA)
Thammasart University
- Bachelor of Engineering (Civil Engineering)
Khon Kaen University



Number of shares: None (as of 30 December 2018)

Term of directorship 2008 – present (11 years)

Working Experience (past 5 years)

Listed Company:

- None

Non Listed Company:

- None

Any other positions which may cause conflict of interest with the company

- None

Training Program by Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP 76/2008)
- Audit Committee Program (ACP 35/2011)
- CG Forum # 3/2016

Meetings attendance

- In 2018 attended audit committee meeting of 4 from 4
- In 2018 attended company's board of director meeting of 4 from 4
- In 2018 attended annual general shareholders' meeting of 1 from 1

Criminal record:

- None

Information for consideration of the election of Independent Directors:

- Relationship with the family of the executives or major shareholders of the company or subsidiary companies - None
- Relationship with the Company / subsidiary companies / associated companies or other juristic persons which may cause conflict at present or during the past 2 years; - None -
- Directors who participate in the management, staff, employee or advisor who are paid on a regular basis - None -
- Professional service providers e.g. auditors or legal consultants - None -
- Significant business relationship which may prevent the candidate from performing the duties independently - None -

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

2017-2019 comparison of auditor's fees;

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

**Articles of Association/Regulations
of
Jubilee Enterprise Public Company Limited
[Those related to shareholders' meetings only]**

Regulations governing election of directors

Art 21. The business of the Company shall be operated by the Board of Directors, which shall consist of at least five (5) but not more than fifteen (15) directors, and at least one-half of the directors must be Thai residents.

A director may, but is not required to, hold shares in the Company.

Art 22. The Company's directors shall be elected by a shareholders' meeting in accordance with the following bases and procedures:

- 1) A shareholder is entitled to one vote for each share held by him.
- 2) Each shareholder may participate in cumulative voting on election of one or more directors; provided that, in the event of voting for election of more than one director, the weight of his votes in respect of each director may not be determined arbitrarily.
- 3) The person or persons receiving the next highest votes shall be deemed elected to office as directors, in the number of directors deemed appropriate or to be elected at the time. In the case of a tie among them which would otherwise cause the number of directors to be more than the required number for that time, the chair of the meeting shall have the second and casting vote.

Art 23. At every annual ordinary meeting of the shareholders, one-third (1/3) of then directors shall retire from office. If division of the number of directors by three does not give a round number, directors shall retire in the number closest to one-third (1/3). A retiring director is eligible for reelection.

The director or directors to retire in the first and second years after registration of the Company shall be determined by casting lots, and the director or directors to retire in each of the subsequent years shall be the longest serving ones.

Art 26. A shareholders' meeting may resolve to remove a director from office before retirement. Any such resolution must be adopted by at least three-fourths (3/4) of the number of shareholders present and entitled to vote at the meeting, who together hold at least one-half of the shares held by the shareholders present and entitled to vote at the meeting.

Regulations governing compensation to directors

Art 30. A director of the Company is entitled to director's compensation as considered and approved at a shareholders' meeting by at least two-thirds (2/3) of the votes present. Compensation may be in the form attendance fee, remuneration, bonus or any other benefit. It may be in fixed amounts or subject to specific criteria, and it may be determined from time to time or apply until resolved otherwise at a shareholders' meeting.

A director of the Company is also entitled to allowances and welfare benefits under the Company's regulations. The provision of paragraph one shall not affect the right of a director who is elected from the Company's officers or employees to receive compensation and benefits for the Company's officers or employees.

Payment of compensation under paragraphs one and two must not pose a conflict with the required qualifications of independent directors as imposed by the law governing securities and exchange.

Regulations governing shareholders' meetings

Art 44. The Board of Directors shall convene an annual ordinary meeting of the shareholders within four (4) months after the end of each accounting period of the Company.

Other shareholders' meetings are called extraordinary meetings. The Board of Directors may call an extraordinary meeting of the shareholders at any time as it deems appropriate.

Holders of an aggregate of at least one-fifth (1/5) of the Company's authorised shares, or at least twenty-five shareholders who together hold at least one-tenth (1/10) of the Company's authorised shares, may at any time subscribe their names to a written request for the Board of Directors to call an extraordinary meeting of the shareholders; provided that reasons therefor be provided clearly in the request. Upon such request, the Board of Directors shall convene a shareholders' meeting within one (1) month of receipt of the request from the shareholders.

Art 45. In calling a shareholders' meeting, the Board of Directors shall prepare a written invitation to attend the meeting, specifying therein the venue, date, hour and agenda of the meeting, as well as the proposed actions and reasonable details of the same. Each invitation letter must also indicate clearly if the matters are for acknowledgement, for approval or for consideration, as applicable, and provide the Board of Director's comments on those matters. An invitation letter shall be sent to every shareholder and the registrar at least seven (7) days before the date fixed for the meeting and published for at least three (3) consecutive days in a newspaper at least three (3) days before the date fixed for the meeting.

The venue of the meeting may be in the province of the Company's head office or elsewhere as the Board of Directors might deem suitable.

Art 46. A shareholder may designate any individual as its proxy for participation in and voting at a shareholders' meeting. Appointment of a proxy must be made in writing and in the form prescribed by the registrar of public limited companies, and it must have signed by the principal and presented to the Chairman of the Board or his designee at the venue of the meeting before participation in the meeting by the proxy. The instrument appointing a proxy must contain at least the following particulars:

- a) the number shares held by the principal;
- b) the name of the proxy; and
- c) the meeting or meetings which the proxy is authorised to attend and vote at.

Art 47. To form a quorum, a shareholders' meeting must be attended, in person or by proxy (if any), by at least twenty-five (25) shareholders or by at least one-half of the shareholders, which together hold at least one-third (1/3) of the Company's authorised shares. If the number of attending shareholders does not constitute a quorum within one (1) hour after hour fixed for a shareholders' meeting, if the shareholders' meeting is called on the shareholders' request, it shall be canceled, but if not called on the shareholders' request, a fresh invitation letter shall be sent to each shareholder at least seven (7) day before the date fixed for another meeting. At any such subsequent meeting, no quorum is required.

- Art 48. The Chairman of the Board shall preside over every shareholders' meeting. If the Chairman of the Board is absent or unable to perform such duty, the Vice Chairman of the Board shall do so on behalf of the Chairman of the Board. If no Vice Chairman of the Board exists or the Vice Chairman of the Board is unable to perform such duty, a present shareholder shall be elected at the meeting to preside over the meeting.
- Art 49. For the purpose of voting at a shareholders' meeting, each share shall confer one vote, and a shareholder is not entitled to vote on any matter in which he has a special interest, except for election of directors. A resolution of the shareholders' meeting must be adopted
- (1) for normal matters, by a majority of the votes of the shareholders present and voting and, in case of a tie, by a second and casting vote of the chair of the meeting; or
 - (2) for any of the following matters, by at least three-fourths (3/4) of the votes of the shareholders present and entitled to vote:
 - (a) sale or transfer of all or a significant portion of the Company's business to other;
 - (b) purchase or acquisition of the business of a private company or any other public company;
 - (c) execution, revision or termination of an agreement involving lease of all or a significant portion of the Company's business to other, engagement of other to manage the Company's business or consolidation of the Company's business with that of other for the purpose of profit or loss sharing;
 - (d) amendment of the Company's Memorandum or Articles of Association;
 - (e) increase or reduction of the Company's registered capital;
 - (f) dissolution of the Company;
 - (g) issuance of the Company's debentures; or
 - (h) merger with other companies.

Regulations governing auditors

- Art 54. The Board of Directors shall cause a balance sheet and an income statement as at the end of each accounting year of the Company to be prepared and presented to the shareholders for consideration and approval at the respective annual general shareholders' meeting, and shall cause the same to be audited by an auditor before their presentation at the shareholders' meeting.
- Art 58. An auditor may not be a director, officer or employee of or holder of a position in the Company, and shall be appointed every year at each annual general shareholders' meeting of the shareholders. An auditor is eligible for reappointment.
- Art 59. An auditor is authorised to examine during the Company's office hours accounts, documents and any other evidence in connection with the Company's revenue, expenses, assets and liabilities. In the course thereof, the auditor may make enquires to any of the Company's directors, officers, employees or office holders or require them to give explanations or present documents or evidence in relation to the Company's operations.
- Art 60. An auditor has the duty to attend every shareholders' meeting of the Company at which a balance sheet or income statement or the Company's accounting issues are reviewed, in order that he can clarify his auditing activities to the shareholders. All reports and documents that should be provided to the shareholders at the relevant shareholders' meeting shall also be furnished to the auditor.

Regulations governing dividends and legal reserve

Art 56. No dividend may be paid out of any money other than the Company's profit. No dividend may be paid when the Company is incurring a deficit.

Dividends shall be apportioned in respect of each share equally. Declaration of dividends is subject to approval by a shareholders' meeting. Dividends may be paid wholly or partially in the form of stock dividend, by issuance of new ordinary shares to the shareholders.

The Board of Directors may pay interim dividends when deemed justified by the profit. Any interim dividends paid shall be reported to the shareholders at the next shareholders' meeting.

Dividends must be paid within one (1) month after the date of the shareholders' meeting or of the Board of Directors' meeting, as the case may be. A written notice thereof shall be sent to each shareholder and published in a newspaper for at least three (3) consecutive days.

Art 57. The Company shall appropriate at least five per cent (5%) of its annual net income after deficit brought forward (if any) into a reserve fund until the fund reaches at least ten per cent (10%) of its registered capital.

A shareholder can send his/her request for the full version of the Company's Articles of Association to ir@jubileediamond.co.th.

Documents Required for Attending the Shareholders' Meeting

Each attendant shall present and submit the following documents to the registration officials from 12.30 p.m. on the meeting date Tuesday 23 April 2019.

1. For the shareholder in person
 - 1.1 The natural person shareholder (Thai or foreign nationality)
The shareholder shall present his/her identification such as a citizen identification card, a government officer identification card, a state enterprise officer identification card, a passport or any other identification card, which has his/her photograph and was issued by a government agency.
 - 1.2 The juristic person (Thai or foreign nationality)
The authorized person of the juristic person shareholder shall present a certificate of juristic person registration issued by the registrar of the companies or any other evidence or a photocopy of such certificate certified by the registrar (each certificate is valid for 3 months). The authorized person of the juristic person shall also present evidence of his/her authorization and identification card as stated in 1.1.
2. For the proxy
 - 2.1 The proxy of a natural person shareholder residing in Thailand shall submit the following documents before attending the Meeting;
 - 2.1.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.
 - 2.1.2 A certified photocopy of the shareholder's identification card (as stated in 1.1)
 - 2.1.3 A certified photocopy of the proxy's identification card (as stated in 1.1)
 - 2.2 The proxy of a Thai natural person shareholder residing outside Thailand shall submit the following documents before attending the Meeting;
 - 2.2.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.
 - 2.2.2 A certified photocopy of the shareholder's identification card (as stated in 1.1)
 - 2.2.3 A certified photocopy of the proxy's identification card (as stated in 1.1)
 - 2.3 The proxy of a foreign natural person shareholder residing outside Thailand shall submit the following documents before attending the Meeting;
 - 2.3.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.
 - 2.3.2 A certified photocopy of the shareholder's identification card (as stated in 1.1)
 - 2.3.3 The signatures appeared in documents stated in 2.3.1 and 2.3.2 must be certified by the Thai embassy or consul in that country or notary public or other authorized person.
 - 2.3.4 A certified photocopy of the proxy's identification card (as stated in 1.1)

- 2.4 The proxy of a juristic person registered within Thailand shall submit the following documents before attending the Meeting;
 - 2.4.1 The proxy form (as attached to the notice of shareholders' meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.
 - 2.4.2 A photocopy of the certificate of juristic person registration issued by the registrar certified by an authorized person of the juristic person (each certificate is valid for 3 months).
 - 2.4.3 A certified photocopy of the identification card (as stated in 1.1) of the authorized person of the juristic person
 - 2.4.4 A certified photocopy of the proxy's identification card (as stated in 1.1)
- 2.5 The proxy of a juristic person registered outside Thailand shall submit the following documents before attending the Meeting;
 - 2.5.1 The proxy form (as attached to the notice of shareholder's meeting) containing accurate required data with signatures of the shareholder and the proxy. The proxy form shall be affixed with crossed out 20 Baht revenue stamp.
 - 2.5.2 A certified photocopy of the certificate of registration or other documents that identify the name of an authorized person.
 - 2.5.3 A certified photocopy of the identification card (as stated in 1.1) of the authorized person of the juristic person
 - 2.5.4 The signatures appeared in documents stated in 2.5.1, 2.5.2 and 2.5.3 must be certified by the Thai embassy or consul in that country or notary public or other authorized person that should not be later than a year.
 - 2.5.5 A certified photocopy of proxy's identification card (as stated in 1.1)
- 2.6 In case of the foreign shareholder who appoints the Custodian in Thailand to be in charge of his/her shares, the following evidences shall be submitted with the proxy form.
 - 2.6.1 Evidence stating authorization from the shareholder to the Custodian to sign the Proxy Form on behalf of him/her.
 - 2.6.2 Evidence confirming that the person who signed on the Proxy Form is a licensed Custodian.
- 2.7 For examining the accuracy of documents, the proxy of a foreign shareholder should be present at the registration desk at the early of the registration period.
- 2.8 In case that the attendant changed his/her title-name-surname, please present to the registration officials the document certifying such changes.
- 2.9 The Company reserves the right to allow only the attendant whose documents are complete and accurate to participate in the Meeting.

Profile of Independent Director

A shareholder can appoint him proxy for the purpose of exercising shareholder's rights

Name: Mr. Amnuay Nakruchata-Amorn
Age: 63
Title Chairman of Audit Committee, Director & Independent Director
Type of Nominated Independent Director



Education:

- Master of Business Administration, Kasetsart University
- Mini MBA, Thammasat University
- Bachelor of Business Administration, Ramkhamhaeng University
- Bachelor of Science (Chemistry), Chulalongkorn University

Number of shares: 66,050 shares or 0.04% (as of 30 December 2018)

Term of directorship 2008 – present (11 years)

Working Experience (past 5 years)

Listed Company:

- None

Non Listed Company:

2002 – 2016 Deputy Managing Director at Selic Chemical Public Company Limited

Any other positions which may cause conflict of interest with the company

- None

Enrolment courses offered by Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP) 76/2008
- Audit Committee Program 25/2009)
- Director Certification Program (DCP) 210/2015
- Anti-Corruption in Thailand: Sustaining the Momentum
- Risk management program (RCL5/2016)
- CG Forum # 3/2016

Attendance:

- Audit Committee's Meetings in 2016, 4 of 4
- Board of Director Meetings in 2016, 4 of 4
- Annual General Shareholders' Meeting in 2016, 1 of 1

Criminal record:

- None

Information for consideration of the election of Independent Directors:

- Relationship with the family of the executives or major shareholders of the company or subsidiary companies - None
- Relationship with the Company / subsidiary companies / associated companies or other juristic persons which may cause conflict at present or during the past 2 years - None -
- Directors who participate in the management, staff, employee or advisor who are paid on a regular basis - None -
- Professional service providers e.g. auditors or legal consultants - None -
- Significant business relationship which may prevent the candidate from performing the duties independently - None -

Independent Director Defined

Independent directors play a crucial role for corporate governance: in the performance of any of their assigned capacities, e.g. Chairman of the Board, a member of the Audit Committee or of the Nomination and Remuneration Committee, etc, they express opinions or make reports freely, without concerns about property interest or job security and independently of the influence of any individual or group of individuals. Nothing can deter them from giving good advice. An independent director must have all the following qualifications, including independence, as required by the Capital Market Supervisory Board:

1. Holds, including through his/her connected persons, no more than 0.5% of total voting shares of the Company, any of its affiliates or associates, or any individual who or corporate entity which may have conflicts of interest;
2. Is not, and has not never been, an executive director, employee, staff, salaried advisor or person having control of the Company, its parent company, any of its subsidiaries, associates, sister companies or any corporate entity which may have conflicts of interest;
3. Is not an individual related by blood or legal registration, i.e. father, mother, spouse, or child, including spouse of the children, management executives, major shareholders, controlling persons or persons to be nominated as management executives or controlling persons of the Company or its subsidiaries;
4. Does not, and has never had, a business relationship with the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest; and is not, and has never been, a major shareholder, non-independent director or management executive having a business relationship with the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest;
5. Is not, and has never been, an auditor of the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest; and is not a major shareholder, non-independent director, management executive or managing partner of the audit firm to which an auditor of the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest is attached;
6. Is not, and has never been, any professional advisor, including legal or financial advisor, who earns a fee in excess of THB 2 million per year from the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest; and is not, and has never been, a major shareholder, non-independent director, management executive or managing partner of any such professional advisor which is a corporate entity;
7. Is not a director who has been nominated to represent and act in the interest of the Company, any of its directors or major shareholders or a shareholder who is related to any of the Company's major shareholders; and
8. Does not have any characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

The Company's independent directors are subject to a stricter control on corporate shareholding compared to the minimum requirement imposed by the Notification of the Capital Market Supervisory Board: They cannot hold, directly or through their connected persons, more than 0.5%, compared to the statutory 1%, of voting shares in the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest.

Stamp
Duty,
THB
20

**PROXY
(FORM A)**

Written at _____

Date _____

- (1) I/we, _____, am/are a _____ citizen/corporate entity, residing at _____
- (2) I/we am/are a shareholder of Jubilee Enterprise Public Company Limited, holding a total number of _____ shares and entitled to _____ votes, with details as follows:
- _____ ordinary shares, conferring _____ votes; and
- _____ preference shares, conferring _____ votes.
- (3) I/we hereby appoint one, and only one, of the following individuals (can be any of the independent directors whose details are provided in the attachment):
- (1) Mr/Mrs/Miss AMNUJAY NAKRUCHATA-AMORN, 63 years-old, residing at 12 Samakkhi 34 Road, Tha Sai Subdistrict, Mueang Nonthaburi District, Nonthaburi Province, Postal Code 11000; or
- (2) Mr/Mrs/Miss _____, _____ years-old, residing at _____ Road, _____ Subdistrict, _____ District, _____ Province, Postal Code _____; or
- (3) Mr/Mrs/Miss _____, _____ years-old, residing at _____ Road, _____ Subdistrict, _____ District, _____ Province, Postal Code _____;

my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the Shareholders for 2019, to be held on Tuesday, 23rd April 2019, at 14:00hr, at the ballroom on the 38th floor of Pullman Bangkok Hotel G, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and venue as might be postponed to.

Any acts that might be performed at the meeting by the above proxy shall be deemed performed by me/us in all respects.

Signed _____ Principal
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remark:

A shareholder who seeks to attend and vote at the meeting by proxy must appoint only one proxy. No sharing of shares among proxies for separate voting may be done.

Stamp
Duty,
THB
20

**PROXY
(FORM B)**

Written at _____

Date _____

(1) I/we, _____, am/are a _____ citizen/corporate entity, residing at _____

(2) I/we am/are a shareholder of Jubilee Enterprise Public Company Limited, holding a total number of _____ shares and entitled to _____ votes, with details as follows:

- _____ ordinary shares, conferring _____ votes; and
- _____ preference shares, conferring _____ votes.

(3) I/we hereby appoint one, and only one, of the following individuals (can be any of the independent directors whose details are provided in the attachment):

(1) Mr/Mrs/Miss AMNUJAY NAKRUCHATA-AMORN, 63 years-old, residing at 12 Samakkhi 34 Road, Tha Sai Subdistrict, Mueang Nonthaburi District, Nonthaburi Province, Postal Code 11000; or

(2) Mr/Mrs/Miss _____, _____ years-old, residing at _____ Road, _____ Subdistrict, _____ District, _____ Province, Postal Code _____; or

(3) Mr/Mrs/Miss _____, _____ years-old, residing at _____ Road, _____ Subdistrict, _____ District, _____ Province, Postal Code _____;

my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the Shareholders for 2019, to be held on Tuesday, 23rd April 2019, at 14:00hr, at the ballroom on the 38th floor of Pullman Bangkok Hotel G, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and venue as might be postponed to.

(4) I/we hereby determine how the proxy shall vote at the above meeting on my/our behalf, as follows:

Agenda 1 To certify the minutes of the Annual General Meeting of the Shareholders for 2018, held on Tuesday, 24th April 2018

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
 - Approve Disapprove Abstain

Agenda 2 To acknowledge on the Company's operating results for 2018

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
 - Approve Disapprove Abstain

Agenda 3 **To consider approving the Company's financial statement and auditor's report for year ended 31st December 2018**

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
- Approve Disapprove Abstain

Agenda 4 **To consider approving payment of dividends for the 2018 operating results**

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
- Approve Disapprove Abstain

Agenda 5 **To consider approving election of directors retiring by rotation**

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
- Approve Disapprove Abstain

(A) Appointment of directors

- Appointment of all directors

- Approve Disapprove Abstain

- Appointment of individual directors

1. Name of director: Mr. Manu Leoparote
 Approve Disapprove Abstain
2. Name of director: Mr. Viroj Phonprakit
 Approve Disapprove Abstain
3. Name of director: Mr. Pirote Maleehorm
 Approve Disapprove Abstain

Agenda 6 **To consider approving directors' remuneration for 2019**

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
- Approve Disapprove Abstain

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

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
- Approve Disapprove Abstain

Agenda 8 **To consider approving amendment of Company's Objectives**

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
- Approve Disapprove Abstain

Agenda 9 **To consider other matters (if any)**

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
- Approve Disapprove Abstain



- (5) Any vote which might be cast in any matter by the proxy otherwise than as stated above shall be deemed invalid and not cast by me/us as a shareholder.
- (6) If I/we do not state, or do not state clearly, how I/we intend to vote, if any matter other than those stated above is considered and resolved at the meeting, or in case of changes of the circumstances, the proxy is entitled to consider and vote on my/our behalf as he/she thinks fit.

Any acts that might be performed at the meeting by the proxy, other than those which he/she fails to perform as desired by me/us, shall be deemed performed by me/us in all respects.

Signed _____ Principal

Signed _____ Proxy

Signed _____ Proxy

Signed _____ Proxy

Remarks:

- 1) A shareholder who seeks to attend and vote at the meeting by proxy must appoint only one proxy. No sharing of shares among proxies for separate voting may be done.
- 2) Election may be made of all directors or each individual director.
- 3) If any matters other than those stated above are to be considered at the meeting, the principal may indicate his/her/their intention in respect of such matters in the Attachment to Proxy Form B.

Attachment to Proxy Form B

A proxy granted by a shareholder of Jubilee Enterprise Public Company Limited for the Annual General Meeting of the Shareholders for 2019, to be held on Tuesday, 23rd April 2019, at 14:00hr, at the ballroom on the 38th floor of Pullman Bangkok G Hotel, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and venue as might be postponed to.

Agenda___ Re: _____
 The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
 The proxy shall vote as desired by me/us, as follows:
 Approve Disapprove Abstain

Agenda___ Re: _____
 The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
 The proxy shall vote as desired by me/us, as follows:
 Approve Disapprove Abstain

Agenda___ Re: _____
 The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
 The proxy shall vote as desired by me/us, as follows:
 Approve Disapprove Abstain

Agenda___ Re: _____
 The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
 The proxy shall vote as desired by me/us, as follows:
 Approve Disapprove Abstain

Agenda___ Re: _____
 The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
 The proxy shall vote as desired by me/us, as follows:
 Approve Disapprove Abstain

Agenda___ Re: Election of directors

Name of director: _____
 Approve Disapprove Abstain

Name of director: _____
 Approve Disapprove Abstain

Name of director: _____
 Approve Disapprove Abstain

Name of director: _____
 Approve Disapprove Abstain

Stamp
Duty,
THB
20

**PROXY
(FORM C)**

(for shareholders registered as foreign investors
and having custodians in Thailand only)

Written at _____

Date _____

(1) We, _____, having our office located at No. _____ Road, _____ Subdistrict, _____ District, _____ Province, Postal Code _____,

as the custodian for _____,

a shareholder of **Jubilee Enterprise Public Company Limited**,

holding a total number of _____ shares and entitled to _____ votes, with details as follows:

- _____ ordinary shares, conferring _____ votes; and
- _____ preference shares, conferring _____ votes.

(2) We represent the above shareholder of Jubilee Enterprise Public Company Limited, holding a total number of _____ shares and entitled to _____ votes, with details as follows:

- _____ ordinary shares, conferring _____ votes; and
- _____ preference shares, conferring _____ votes.

We hereby appoint one, and only one, of the following individuals (can be any of the independent directors whose details are provided in the attachment):

- 1. Mr/Mrs/Miss _____, _____ years-old, residing at _____ Road, _____ Subdistrict, _____ District, _____ Province, Postal Code _____; or
- 2. Mr/Mrs/Miss _____, _____ years-old, residing at _____ Road, _____ Subdistrict, _____ District, _____ Province, Postal Code _____; or
- 3. Mr/Mrs/Miss _____, _____ years-old, residing at _____ Road, _____ Subdistrict, _____ District, _____ Province, Postal Code _____; or
- 4. Mr/Mrs/Miss AMNUAY NAKRUCHATA-AMORN, 63 years-old, residing at 12 Samakkhi 34 Road, Tha Sai Subdistrict, Mueang Nonthaburi District, Nonthaburi Province, Postal Code 11000;

my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the Shareholders for 2019, to be held on Tuesday, 23rd April 2019, at 14:00hr, at the ballroom on the 38th floor of Pullman Bangkok Hotel G, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and venue as might be postponed to.

(3) We hereby authorize the above proxy to attend and vote at meeting on our behalf

to the full extent of the total number of our shares and our votes

to the following extent:

_____ ordinary shares / _____ votes

_____ preference shares / _____ votes

Total: _____ votes

(4) We hereby determine how the proxy shall vote at the above meeting on our behalf, as follows:

Agenda 1 To certify the minutes of the Annual General Meeting of the Shareholders for 2018, held on Tuesday, 24th April 2018

(a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

(b) The proxy shall vote as desired by me/us, as follows:

Approve

Disapprove

Abstain

Agenda 2 To acknowledge on the Company's operating results for 2018

(a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

(b) The proxy shall vote as desired by me/us, as follows:

Approve

Disapprove

Abstain

Agenda 3 To consider approving the Company's financial statement and auditor's report for year ended 31st December 2018

(a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

(b) The proxy shall vote as desired by me/us, as follows:

Approve

Disapprove

Abstain

Agenda 4 To consider approving payment of dividends for the 2018 operating results

(a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

(b) The proxy shall vote as desired by me/us, as follows:

Approve

Disapprove

Abstain

Agenda 5 To consider approving election of directors retiring by rotation

(a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.

(b) The proxy shall vote as desired by me/us, as follows:

Approve

Disapprove

Abstain

Appointment of directors

- Appointment of all directors

Approve

Disapprove

Abstain

- Appointment of individual directors

1. Name of director: Mr. Manu Leoparote

Approve

Disapprove

Abstain

2. Name of director: Mr. Viroj Phonprakit

Approve

Disapprove

Abstain

3. Name of director: Mr. Pirote Maleehorm

Approve

Disapprove

Abstain

Agenda 6 To consider approving directors' remuneration for 2019

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
 - Approve
 - Disapprove
 - Abstain

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

- (a) The proxy may attend and vote on my/our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by me/us, as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda 8 To consider approving amendment of Company's Objectives

- (a) The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by us, as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda 9 To consider other matters (if any)

- (a) The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- (b) The proxy shall vote as desired by us, as follows:
 - Approve
 - Disapprove
 - Abstain

- (5) Any vote which might be cast in any matter by the proxy otherwise than as stated above shall be deemed invalid and not cast by us as a shareholder.
- (6) If we do not state, or do not state clearly, how I/we intend to vote, if any matter other than those stated above is considered and resolved at the meeting, or in case of changes of the circumstances, the proxy is entitled to consider and vote on our behalf as he/she thinks fit.

Any acts that might be performed at the meeting by the proxy, other than those which he/she fails to perform as desired by us, shall be deemed performed by us in all respects.

Signed _____ Principal

Signed _____ Proxy

Signed _____ Proxy

Signed _____ Proxy

Remarks:

- 1) A shareholder who seeks to attend and vote at the meeting by proxy must appoint only one proxy. No sharing of shares among proxies for separate voting may be done.
- 2) Election may be made of all directors or each individual director.
- 3) If any matters other than those stated above are to be considered at the meeting, the principal may indicate his/her/their intention in respect of such matters in the Attachment to Proxy Form C.

Attachment to Proxy Form C

A proxy granted by a shareholder of Jubilee Enterprise Public Company Limited for the Annual General Meeting of the Shareholders for 2019, to be held on Tuesday, 23rd April 2019, at 14:00hr, at the ballroom on the 38th floor of Pullman Bangkok G Hotel, Silom, 188 Silom Road, Bangrak, Bangkok 10500 or on any other date, hour and venue as might be postponed to.

Agenda__ Re: _____

- The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- The proxy shall vote as desired by us, as follows:
 - Approve Disapprove Abstain

Agenda__ Re: _____

- The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- The proxy shall vote as desired by us, as follows:
 - Approve Disapprove Abstain

Agenda__ Re: _____

- The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- The proxy shall vote as desired by us, as follows:
 - Approve Disapprove Abstain

Agenda__ Re: _____

- The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- The proxy shall vote as desired by us, as follows:
 - Approve Disapprove Abstain

Agenda__ Re: _____

- The proxy may attend and vote on our behalf in any manner as he/she thinks fit.
- The proxy shall vote as desired by us, as follows:
 - Approve Disapprove Abstain

Agenda__ Re: Election of directors

Name of director: _____
 Approve Disapprove Abstain

Name of director: _____
 Approve Disapprove Abstain

Name of director: _____
 Approve Disapprove Abstain

Name of director: _____
 Approve Disapprove Abstain

Map Pullman Bangkok Hotel G
118 Silom Road, Bangrak, Bangkok 10500



JUBILEE ENTERPRISE PUBLIC COMPANY LIMITED
179 BANGKOK CITY TOWER 10th FLOOR, SOUTH SATHORN ROAD,
THUNGMAHAMEK, SATHORN, BANGKOK 10120
PHONE: +66 (0) 2625 1188 FAX: +66 (0) 2625 1100