

No CS/AGM/1/2021

April 1<sup>st</sup> 2021

**Re:** Invitation to attend Annual General Meeting of the Shareholders of 2021

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

- Encl(s):**
1. Copy of Minutes of Annual General Meeting of the Shareholders of 2020;
  2. Annual Report and Financial Statements of 2020 (in QR Code format);
  3. Profiles of directors retiring by rotation;
  4. Independent Director Defined
  5. Information of the directors' remuneration and audit fee;
  6. Articles of Association of the Company in relation to the Shareholders' Meeting;
  7. Procedures for attending 2021 Annual General Meeting of Shareholders;
  8. Documents Required for Attending the Meeting;
  9. Vote casting and Counting;
  10. Information of the independent directors who the Company proposes for being proxies of the shareholders;
  11. Proxy Forms B;
  12. Proxy Form C

At a board meeting held on 22<sup>nd</sup> February 2021, the Board of Directors of Jubilee Enterprise Public Company Limited has resolved to call an Annual General Meeting of the Shareholders for 2021, on Thursday, 22<sup>nd</sup> April 2021, 14:00 hrs. via Electronic Meeting only, which will be broadcasted from the Company's head office located at 179 Bangkok City Tower 10th Floor. South Sathorn Road, Thungmhamak, Sathorn, Bangkok 10120, (There will be no on-site registration) to consider the following matters and Board's comments:

**Agenda 1 To certify the minutes of the Annual General Meeting of the Shareholders for 2020, held on Monday, July 27<sup>th</sup>, 2020**

Board's comment: The Board has reviewed the minutes of the Annual General Meeting of the Shareholders for 2020, held on Monday, 27<sup>th</sup> July 2020. 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 2020**

Board's comment: The Board has resolved to report the Company's operating results for 2020 at the Annual General Meeting of the Shareholders.

**Agenda 3 To consider approving the financial statements for the year ended 31 December 2020**

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 the year ended 31 December 2020.

**Agenda 4 To consider approving payment of dividends for the 2020 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 2020 operating results at THB 0.62 (Sixty Two Satang) per share, which, in view of the fact that interim dividends have been paid at THB 0.18 (Eighteen Satang) per share since 9<sup>th</sup> September 2020, the remaining balance shall be at THB 0.44 (Forty Four Satang) per share. Under this arrangement, the total amount of dividends is THB 76.68 million, representing 41.06% of the Company's net profit before legal reserve appropriation, in line with the Company's

dividend policy, which requires distribution of at least 40% of the Company's net profit (after reserve appropriations) as dividends twice a year. The Board has set 11<sup>th</sup> May 2021 as the record date for the purpose of dividend payment and dividends will be paid on 21<sup>st</sup> May 2021.

Detail of Dividend	2020	2019	2018
Dividend per share (Baht)	0.62	0.91	0.67
Dividend amount (Million Baht)	108.52	158.59	116.76
Distribution rate (%)	40.50	60.48	61.07

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

Board's comment: The Company has considered the person who will be directors of the Company by Independent Director Defined which considered the person who have qualification for the Company's operation, experience, professional expertise, leadership, sweeping visions and completely qualification follow by involved regulations and Company's regulation. The following 3 directors who have knowledge and ability as mentioned. And, the Company had also considered that independent director will express their opinion independently. In addition, the Company invite the shareholders propose director nominee in advance but there were no shareholders propose them. Thus, 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, are as follows;

1. Mrs. Suvatana Tulayapisitchai Director and Senior Vice President of Executive Committee
2. Ms. Zonwa Denmeka Audit Committee and Independent Director
3. Mr. Pirote Maleehorm Audit Committee and Independent Director

#### Agenda 6 **To consider approving determination and payment of directors' remuneration for 2021**

Board's comment: The Board has considered from both appropriateness and the Company's operating result which relating to general market situation, business expansion, the Company's growth, duty and responsibility of directors. Thus, the Board resolved to propose that the shareholders consider approving annual meeting allowance as follow;

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

Position	2021	2020	2019
Chairman of Board of Directors	68,000	65,000	65,000
Chairman of Audit Committee	25,000	24,000	24,000
Vice Chairman	25,000	24,000	24,000
Audit Committee / Independent Director	22,000	20,500	20,500
Executive Director	22,000	20,500	20,500

Director remuneration totaling not more than in amount of Baht 1,410,000 (Baht One Million Four Hundred and Ten Thousand only) which has no other remunerations according to information of determination and payment of directors' remuneration as follow;

##### 2. Director Remuneration (in THB)

	2021	2020	2019
Directors' Remuneration	1,410,000	1,206,000	1,206,000

<b>Title</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
Chairman of Board of Directors	236,000	225,000	225,000
Chairman of Audit Committee	161,000	153,000	153,000
Vice Chairman	161,000	153,000	153,000
Audit Committee / Independent Director	142,000	135,000	135,000
Executive Director	142,000	135,000	135,000

#### **Agenda 7 To appoint an auditor and the auditor's fee for 2021**

Board's comment: PV Audit Limited, continually audited the Company's financial statements since 2008 totalling 13 years, which can provide beneficial suggestions to the Company. And they also have been independent and have had no relationship or conflict of interest with the Company, executives, major shareholders, or related persons of the said persons, so they are independent to audit and express their opinions for the Company's financial statements. In addition, the Company considered, compared audit fee for 2021 with other audit companies and intensely negotiated it. Thus, The Board has resolved to propose that the shareholders appoint the auditors from PV Audit Limited which

1. Mr. Prawit Wiwanthananut, 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 2021 or other auditors from the same Company that determined audit fee in amount of Baht 1,880,000 (Baht One Million Eighty-Eight Hundred Thousand Baht only) The comparison's details of auditor's fees of 2019-2021 are as follows.

	<b>2021</b>	<b>2020</b>	<b>2019</b>
Audit Fee	1,880,000	1,800,000	1,800,000

#### **Agenda 8 To consider other matters (if any)**

Board's comment: No other matters

Annual General Meeting of the Shareholders for 2021 will be hold on Thursday 22<sup>nd</sup> April 2021 at 14:00 hrs., Electronic Meeting. For shareholders attending person, please pre-registration through e-service platform via <https://portal.eservice.set.or.th/Account/?refer=AqB1TnKQXPpAEA69XC9Th%2buTc1%2be4bmIP%2fgm%20bziX3pIK4Z0A4Owc9g%3d%3d> since April 7 – 22, 2021 (Please see details and procedure from "Procedures for attending 2021 Annual General Meeting of Shareholders"). 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. For shareholders attending by proxy, please prepare the registration documents and Proxy Form B with the signature together with the required documents. After that, please send all documents to [ir@jubileediamond.co.th](mailto:ir@jubileediamond.co.th) then, send all of them to the Company **within April 20, 2021.**

Yours respectfully,

**Jubilee Enterprise Public Company Limited**

- Signature -

(Manu Leopairote)  
Chairman of Board of Director

**Remark:** A shareholder can download the above documents at [www.jubileediamond.co.th](http://www.jubileediamond.co.th).