

(Translation)



No. CS/AGM/1/2022

April 1st, 2022

Re: Invitation to attend Annual General Meeting of the Shareholders for the year 2022
To: The Shareholders of Jubilee Enterprise Public Company Limited

- Encl(s):**
1. Minutes of Annual General Meeting of the Shareholders for the year 2021;
 2. Annual Report and Financial Statements for the year 2021 (in QR Code format);
 3. Profiles of directors retiring by rotation;
 4. Independent Director Defined
 5. Procedures for attending 2022 Annual General Meeting of Shareholders;
 6. Documents Required for Attending the Meeting;
 7. Articles of Association of the Company about the Shareholders' Meeting;
 8. Vote casting and counting;
 9. Information of the independent director to be a Proxy for Shareholders;
 10. Proxy Forms B;
 11. Proxy Form C
 12. Registration Form for Authorized Signatory of Juristic Person Shareholder

On February 22nd 2022, the Board of Directors of Jubilee Enterprise Public Company Limited (The Company) had resolved to call an Annual General Meeting of the Shareholders for the year 2022, on Friday, April 22nd 2022, 10:00 hrs. via Electronic Meeting only (E-AGM) according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020) to consider matters according to the agendas as follows: The meeting which will be broadcasted from the Company's head office located at 179 Bangkok City Tower 10th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120. (There will be no on-site registration).

Agenda 1 To certify the minutes of the Annual General Meeting of the Shareholders for the year 2021, held on Thursday, April 22nd, 2021

Board's comment: The Board has reviewed the minute of the Annual General Meeting of the Shareholders for the year 2021, held on Thursday, 22nd April 2021 was recorded correctly. A company shall propose the minute to the Annual General Meeting of the Shareholders for approval.

Agenda 2 To acknowledge on the Company's operating results for the year 2021

Board's comment: The Board has acknowledged and propose to report the Company's operating results for the year 2021 to the Annual General Meeting of the Shareholders.

Agenda 3 To consider approving the financial statements for the year ended 31 December 2021

Board's comment: The Board of Directors deemed appropriate to propose the Annual General Meeting of the Shareholders to approve the Company's Financial Statement for the year ended December 31, 2021 which was audited and certified by the auditors and reviewed by the Audit Committee.

Agenda 4 To consider approving payment of dividends for the year 2021 operating results

Board's comment: The Board of Directors deemed appropriate to propose the Annual General Meeting of the Shareholders to consider and approve the dividend payment for the year 2021 operating performance of Baht 0.52 (Fifty-Two Satang) per share, totaling approximately Baht 90.62 million, representing 40.23% of the Company's net profit after all appropriations, of which Baht 0.15 (Fifteen Satang) per share was paid as an interim dividend on September 10, 2021. The final dividend payment will be Baht 0.37 (Thirty-Seven Satang) per share, allocated from net profit for the year 2021 and shall pay to the Shareholders whose names are listed on the Record Date on which the Shareholders are entitled to receive dividend on May 10, 2022, and the dividend payment will be on May 20, 2022. The comparative dividends pay out are as follows:

Detail of Dividend	2021	2020	2019
Dividend per share (Baht)	0.52	0.62	0.91
Dividend amount (Million Baht)	90.62	108.05	158.59
Distribution rate (%)	40.23	40.50	60.48

Agenda 5 To consider approving election of directors retiring by rotation

Board's comment: The Board of Directors had considered and elected the qualified person(s) thoroughly to replace those who are due to retire by rotation with the prudent and proper consideration process according to the Company's criteria for the nomination and appointment of directors. The nominees must be legally qualified and shall not possess any prohibited characteristics as prescribed by related laws and regulations, the Company's Articles of Association and composition of the board of directors, as well as having professional qualifications, knowledge, capabilities, expertise and experience in diverse areas that correspond with the Company's business operation. The following 3 persons having knowledge and ability that benefit to the company's operation. The candidates for independent directors are qualified in accordance with the Company's definition of Independent Director Qualification, and able to raise opinion independently. Through SET news release and the Company's website, the Company provided Shareholders the opportunity to nominate the qualified person(s) for the directorship. There was no proposal of directorship to the Company. Then, the nomination has been proposed to the Board of Directors' Meeting which deemed appropriate to propose the Shareholders' Meeting the following candidates to be the Company's Directors as follows:

1. Mr. Manu Leopairote to be re-elected for another term as Independent Director
2. Mr. Viroj Phonprakit to be re-elected for another term as Director
3. Mr. Pakorn Partanapat to be re-elected for another term as Independent Director

Agenda 6 To consider approving determination and payment of directors' remuneration for the year 2022

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

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

Position	2022	2021	2020
Chairman of Board of Directors	68,000	68,000	65,000
Chairman of Audit Committee	25,000	25,000	24,000
Vice Chairman	25,000	25,000	24,000
Audit Committee / Independent Director	22,000	22,000	20,500
Executive Director	22,000	22,000	20,500

And bonus for the Board of Directors totaling amount not more than Baht 1,410,000 (Baht One Million Four Hundred and Ten Thousand only) with no other remunerations, as follow;

2. Bonus for the Board of Directors (in THB)

	2022	2021	2020
Bonus for the Board of Directors	1,410,000	1,410,000	1,206,000
Position	2022	2021	2020
Chairman of Board of Directors	236,000	236,000	225,000
Chairman of Audit Committee	161,000	161,000	153,000
Vice Chairman	161,000	161,000	153,000
Audit Committee / Independent Director	142,000	142,000	135,000
Executive Director	142,000	142,000	135,000

Agenda 7 To appoint an auditor and the auditor's fee for 2022

Board's comment: PV Audit Limited, continually audited the Company's financial statements for 14 years since 2008, 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. The audit fee for the year 2022 had intensely negotiated. Thus, the Board has resolved to propose to the shareholders meeting to consider to appoint the following auditors:

(Translation)



Auditor's name	CPA Registration No.	Number of years certified on the Company's financial statements
1.Mr.Prawit Wiwanthananut	4917	1 year (2015)
2.Mr.Thoetthong Thepmangkon	3787	-
3.Mr.Boonkasem Sarnklin	11888	-
4.Ms.Rathapat Limsakul	10508	-

or
or
or

of PV Audit Limited or other auditors from the same Company as the Company's auditor for the year 2022. The determined audit fee is 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 2020-2022 are as follows.

	2022	2021	2020
Audit Fee	1,880,000	1,880,000	1,880,000
Non-Audit Fee	-	-	-

Agenda 8 To consider other matters (if any)

Board's comment: No other matters to consider.

The Annual General Meeting of the Shareholders for the year 2022 will be held on Friday 22nd April 2022 at 10:00 hrs. via Electronic Meeting. The Shareholders wishing to participate in person or grant proxy to participate via electronic meeting are recommended to look through the procedures of the registration and document required for attending via electronic meeting, as detailed in Attachments 5 and 6, respectively. The registration will be opened since April 7, 2022 until April 22, 2022, through e-service platform >>>

<https://portal.eservice.set.or.th/Account/Login?refer=UyLAhHP1hwI9dOjGAyerk%2fdJbqUo8VtYSKtoGwgnA6zLAUI96g9z3Q%3d%3d>

The Shareholders wishing to grant proxy to other or to the Company's independent directors, as detailed in Attachment 9, are recommended to look through the procedures and complete document as detailed in Attachment 6. The Shareholders could send a proxy Form B or Form C in Attachment 10 or 11, along with the evidencing documents to ir@jubileediamond.co.th then, send all hard copy to the Company **prior to April 20, 2022.**

(Translation)



The Company will conduct the Meeting in accordance with the Company's Articles of Association regarding the Shareholders Meeting and Vote Casting as detailed in Attachments 7 and 8, respectively. For the utmost benefit of Shareholders and to reserve the Shareholders' privileges, if there is any issue regarding the proposed agenda which explanation needed, Shareholders can send questions, along with name-surname indication in advanced to email ir@jubileediamond.co.th or call 0-2625-1188 ext. 3208. The Company has posted the Invitation to Attend the Annual General Meeting of Shareholders for the Year 2022, including all attachments and proxy forms on the Company's website <https://jubile.listedcompany.com/home.html>

Yours respectfully,
Jubilee Enterprise Public Company Limited

- Signature -

(Manu Leopairote)
Chairman of Board of Director