

(Translation)



**Invitation to attend the
Annual General Shareholder's Meeting 2022
Jubilee Enterprise Public Company Limited
Friday, April 22nd 2022 at 10:00 a.m.
via Electronic Meeting
(according to the Emergency Decree on
Electronic Meetings, B.E. 2563)**

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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:

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=UyLAhHP1hwl9dOjGAyerk%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

Minutes of the Annual General Meeting of the Shareholders for 2021

Jubilee Enterprise Public Company Limited (the “Company”)

Held on April 22nd 2021, at 14:00 hrs.

via Electronic Meeting and LIVE from the Company’s head office

179 Bangkok City Tower 10th Floor. South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120

The meeting commenced at 14:00 hrs.

Miss Sirinadda Kawewattana, the secretary to the Company’s Executive Committee announced that there are 10 shareholders attending the meeting online and 37 proxies, totaling 47 persons. The aggregate number of shares equal to 103,449,450 shares or represents 60.06% of the Company’s 174,273,125 authorized shares, which met the quorum requirements set by the Company’s regulations, that demand presence, in person or by proxy, at least 25 shareholders whose aggregate number of shares must not be less than one-third of the Company’s authorized shares.

Before the meeting commenced, the Company informed the shareholders about the voting cast rules for each agenda as follows:

1. A shareholder or a proxy has the right to vote equal to the number of shares owned. One share is equivalent to one vote.
2. Shareholders who granted proxy to the independent director their vote will be counted as per identified in proxy document.
3. The Board of Directors shall exercise their rights as a shareholder by voting for all agenda items according to Board of Director’s resolution.
4. For voting in every agenda, by most of the votes of the shareholders present and entitled to vote, except for
 - 4.1 voting in agenda 6 which is approving determination and payment of directors’ remuneration for the year 2021, by at least two-three (2/3) of the votes of the shareholders present and entitled to vote.
5. The Company will count the votes cast by deducting the number of shares voted as disapproving or abstentions from the total number of shares of the shareholders or proxies attending each agenda.

In case the shareholders or proxies have question

- The shareholders or proxies would send their opinion or ask question only through DAP e-Shareholder Meeting Platform by press the button “Send Question” and type the opinion and question. After the presentation of each agenda, the presenter will read the question and answer.
- To cancel the question submitted, press the button “Cancel”

Procedure of Voting

- At the end of each agenda, the chairman will propose the meeting to pass a resolution through the DAP e-Shareholder Meeting Platform for voting “approve”, “disapprove”, or “abstain”.

- Attendees who do not press their vote within the voting time, will be deemed to resolve as “approve” for that agenda. However, if the voting time still open, attendees will able to amend their votes.

The Annual General Meeting of Shareholders 2021 was attended by directors, executives, auditors, and legal consultant of the company as follows:

(1) Mr. Manu Leopairote	Chairman of the Board of Directors and Independent Director
(2) Mr. Viroj Phonprakit	Vice Chairman and Chairman of Executive Committee
(3) Mr. Amnuay Nakruchata-amorn	Chairman of Audit Committee and Independent Director
(4) Ms. Unyarat Pornprakit	Director, Executive Director and Chief Executive Officer
(5) Mrs.Suvatana Tulayapisitchai	Director and Senior Vice President
(6) Ms. Zonwa Denmeka	Audit Committee and Independent Director
(7) Mr. Pirote Maleehorm	Audit Committee and Independent Director
(8) Mr. Sahasroj Rojmetha	Independent Director
(9) Mr. Pakorn Partanapat	Independent Director

Management executives and Advisor to the Board of Directors

Dr. Charn Tharawas	Advisor to the Board of Directors
Ms. Tanaporn Tana-Arpapong	Chief Financial Officer
Mr. Warawut Settanarag	Senior Director, Internal Audit Office

Legal Advisor as a witness the counting of votes from Wissen & Co.,Ltd.

Ms. Siriphaitun Sawatdisak

Representative from PV Audit Limited

Mr. Prawit Wiwanthananut
Mr. Boonkasem Sarnklin

Mr. Manu Leopairote, Chairman of the Board of Directors, as a 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 2020, held on Monday, July 27th, 2020

The chairman proposed that the meeting consider approving the minutes of the Annual General Meeting of the Shareholders for 2020, held on July 27th, 2020, declare on SET website since August 10th, 2020 which no shareholders proposed for editing. Moreover, the Company sent a copy of the minutes which had already been in the notice calling the meeting on page number since 5 to 20 to each shareholder. The Board of Directors had considered that the minutes was correct, therefore; propose to the meeting consider approving the minutes of the Annual General Meeting of the Shareholders for 2020.

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 as result below:

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
(1) Approve	104,663,850	99.9912
(2) Disapprove	-	-
(3) Abstain	9,200	0.0088
Total	106,673,050	100.00

Note: According to additional shareholders attend the meeting during agenda 1, therefore; number of votes increase.

RESOLVED The meeting had considered and resolved to certify the minutes of the Annual General Meeting of the Shareholders for 2020, held on July 27th, 2020.

Agenda 2 To acknowledge on the Company's operating results for 2020

The chairman assigned Ms. Unyarat Pornprakit, Chief Executive Officer, as a reporter.

Ms. Unyarat Pornprakit reported to the meeting that on April 21st, 2021 the share price of the company is Baht 27.50, market cap equal to Baht 4,792.51 million, and P/E 17.96. As at December 31st, 2020, the Company has totally 130 branches all over the regions of Thailand which separated by region as follow, Bangkok and suburban 51 branches, South 22 branches, Central 26 branches, Northeast 16 branches, and North 15 branches. And if separated by brand, which are named "Jubilee" 122 branches and "Forevermark" 8 branches. The distribution channel can be categorized as 1. Jubilee Flagship Store, 2. Jubilee Shop, 3. Jubilee Counter, 4. Jubilee Outlet Store which just open at Siam Premium Outlet and 5. Jubilee E-Commerce which the customer can purchase the company's product through www.jubileediamond.co.th

The Company's operating results for 2020, are as follows:

During the 1st quarter, the Company had launched the new collections during Chinese New Year festival and Valentines' e.g. Prosperous Fortune Collection that inspired from fan shape with meaning of bringing prosperous to the person who wearing that jewelry, and Sweet Sonata Collection. The two collections got good feedback from each customers segment as the price and the design is specific for each group.

During the 2nd quarter, according to the Covid-19 pandemic, the government had announced for lockdown and all department stores have to be closed. Therefore only 3 branches which are Sapanlek, Jubilee of Siam and Robinson Ayuthaya are opened during the lockdown period and these have significant impact to the revenue of this quarter. However, the Company had adjusted to the situation and launched Jubilee Online Store as the new distribution channel which currently this channel can also bring in new group of customers. Furthermore, we also partner with the department stores to sale our products on

their online stores e.g. Central Online, Robinson Online, JD Central, and major online platform like Lazada and Shopee to generate income. Once the department store opened as usual in mid of May, we extremely arranged marketing activities and campaigns to recover the revenue which result to the revenue from store sale for June is return as normal. This result that the company still able to generate the profit in both 2nd quarter and first half of the year.

During the 3rd quarter, we had arranged an annual event JUBILEE MIDYEAR GRAND SALE EVENT at Sofitel Bangkok Sukhumvit, which normally this event and is arranged in 2nd quarter of every year, but due to the spread of the COVID-19 virus the arrangement was postponed to this quarter instead. Therefore, the event was postponed to the 3rd quarter instead. And for special thanks to Sparkling club that the Company has more than 180,000 members we had arranged a Jubilee 91st Thank you Party with free of charge. We have invited guest for exclusive lunch, attending fashion show for new collection and private concert. During the Mother's Day Festival, we had launched A Mon Amour Collection which got the inspiration from the euphemistic gesture of women that reflect into flower design using the fine and high production technology from Japan in every detail of the product.

During the 4th quarter, since December is a gift festival that people is looking for gift for themselves and lovers, we had arranged the event The Legendary of CARAT under the concept The Best Diamond Gift Festival to serve the need of the customers. And as normal in the event and high season for selling, there are several new collections launched for all customer segments for both Jubilee and Forevermark brand with the price starting from thousand to Master piece items.

One of our proudest in this year is that Jubilee is in the list of 2020 Best Under A Billion, announced by Forbes Asia Magazine, that recognizes 200 top-performing publicly listed small and mid-sized companies in the Asia-Pacific region with sales under US\$1 billion. Companies on the list were selected based on a composite score that incorporated their overall track record in measures such as debt, sales and earnings growth over both the most recent fiscal three-year periods, and the strongest one- and five-year average returns on equity. Jubilee is 1 of 19 corporates from Thailand that were selected and is an only fine jewelry company that get in the list.

For the year 2021, we set the target to grow by not less than 10% and gross profit not less than 45%. The key strategy is to focus on same store sale growth by continuously creating new collections, with the corporation of in-house designer and marketing team analyzing the customer data to create new design to match with every needs of all customer segments. Also, there is a plan to revamp privileges of Jubilee Sparkling Club through the new Customer Relationship Program. The products will be launched by support with marketing campaign and promotion to motivate the repurchasing of existing customers and of course to penetrate to the new group of customers. There will be 3-5 new branches to be opened under both Jubilee and Forevermark together with more focusing on online channel with new strategy with more products items.

The chairman informed that this agenda is for acknowledgement only and no voting required. Also, agenda 2 and agenda 3 are related matters so the chairman asked Ms. Tanaporn Tana-Arpaong, Chief Financial Officer and company secretary, to present agenda 3 before allowing the shareholders to ask questions or comments.

RESOLVED The meeting acknowledged the Company's 2020 operating results.

Agenda 3 **To approve the financial statements for the year ended December 31, 2020**

The chairman assigned Ms. Tanaporn Tana-Arpaong, Chief Financial Officer, as a reporter.

Ms. Tanaporn Tana-Arpaong reported a summary of the Company's financial performance as stated in the audited financial statements for the year ended December 31, 2020, which had been approved by the audit committee as follows:

Statement of financial position as at December 31, 2020 shown that the Company had total assets in the amount of Baht 2,077.1 million, when compared with 2019, the Company had total assets in the amount of Baht 1,488.3 million, increased approximately to Baht 588.8 million. The major impact for the incremental of assets is from adoption of TFRS 16 "Lease", that the company have to recognize right-of-use of asset and lease liabilities, then there is increased in right-of-use of asset of Baht 399.9 million and other significant changes are cash and short-term and long-term investments that getting from the operation. The company uses cash in investing and financing activities for invest in new branches, renovation, purchase of software and pay dividend.

As at December 31, 2020 the Company had total liabilities in the amount of Baht 867.5 million, when compared with 2019, the Company had total liabilities in the amount of Baht 438.7 million, increased approximately to Baht 438.8 million which major incremental is from recognition of lease liabilities according to the adoption of TFRS 16 for Baht 410.0 million and account payables. For retained earnings as at December 31, 2020, the Company had retained earnings in the amount of Baht 943.1 million, when compared with 2019, the Company had retained earnings in the amount of Baht 793.1 million, increased by Baht 150.0 million which resulting from net profit for the year approximately of Baht 266.7 million and deducted with dividend payments in amount of Baht 116.8 million.

Statement of comprehensive income for the year ended December 31, 2020, the Company had sales in the amount of Baht 1,704.3 million compare with last year at Baht 1,806.5 million, decreased by Baht 102.3 million or 5.7%. The major reason is that there is a lock down in the 1st and 2nd quarters and there is no marketing event can be arranged as normal due to the Covid-19 pandemic situation. However, after the government has released the lockdown, the annual event was postponed and arranged in the 3rd and 4th quarter which the company had generated a new high record of sale value per quarter in these periods. Gross profit showed at Baht 814.1 million compare with last year at Baht 842.5 million, decreased by Baht 28.4 million or 3.4% which is change in the same direction with sale. However, the gross profit

margin for the year showed at 47.8% of sale which increased from last year at 46.6% of sales. Net profit for the year was in the amount of Baht 266.8 million which increased from last year that has net profit in the amount of Baht 262.2 million, increased by Baht 4.6 million or equal to 1.7%. The net profit margin for the year is 15.7%.

The proportion of sales between Bangkok and upcountry was quite the same portion. However, in 2020 sale portion for Bangkok was slightly decreased which was effect from the Covid-19 situation and also the new branches open during the year were in upcountry. In overall, total sale was decreased by 5.7% due to decreased in same store sales and closing of stores by 9.18% and 0.22%, respectively. But increased in sale from new stores and online (E-Commerce) sale by 3.74%.

Unit: Million Baht	12-month 2020		12-month 2019		YOY	%
Revenue from sales	1,704.26	100.00%	1,806.55	100.00%	(102.29)	(5.66%)
Cost of sales	(890.19)	(52.23%)	(964.09)	(53.37%)	(73.89)	(7.66%)
Gross profit	814.07	47.77%	842.46	46.63%	(28.40)	(3.37%)
Other income	3.26	0.19%	13.72	0.76%	(10.46)	(76.26%)
Distribution costs	(327.11)	(19.19%)	(383.28)	(21.22%)	(56.17)	(14.66%)
Administrative expenses	(146.48)	(8.59%)	(145.78)	(8.07%)	0.70	0.48%
Finance cost	(5.56)	(0.33%)	(0.03)	(0.00%)	5.53	18,892.26%
Profit before income tax	338.18	19.85%	327.10	18.10%	11.08	3.39%
Tax expenses	(71.39)	(4.19%)	(64.89)	(3.59%)	6.50	10.01%
Net profit for the period	266.79	15.66%	262.21	14.51%	4.58	1.75%
Effect from TFRS 16	12.65	0.74%	0.00	0.00%	12.65	0.00%
Net profit after adjusted	279.44	16.40%	262.21	14.51%	17.23	6.57%

The company had strictly controlled the spending for the distribution costs, which result to decreasing of expenses. Finance cost in the amount of Baht 5.56 million was recognition according to the TFRS 16, which the adoption of this standard the company had recorded additional expenses, net of tax, for the amount of Baht 12.65 million in the profit and loss. Meaning that, the company could actually generate net profit at Baht 279.44 million, if remove the effect from adoption of TFRS 16. Earnings per share for the years 2020 and 2019 were Baht 1.53 and Baht 1.50 per share, respectively.

Significant Financial Ratios are as follows:

- Current Ratio (Times)	2.75
- Inventory Turnover (Days)	266
- Account Payable Turnover (Days)	155
- Account Receivable Turnover (Days)	28
- Sale Growth	-5.7%
- Gross Profit Margin	47.8%
- Net Profit Margin	15.7%

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 as result below:

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
(1) Approve	104,818,450	100.00
(2) Disapprove	-	-
(3) Abstain	-	-
Total	104,818,450	100.00

Note: According to additional shareholders attend the meeting during agenda 3, therefore; number of votes increase.

RESOLVED The meeting had considered and resolved to approve the Company's financial statements for year ended 31 December 2020.

Agenda 4 **To consider approving payment of dividends for the 2020 operating results**

The chairman asked Ms. Tanaporn Tana-Arpaong, Chief Financial Officer, to present details of this agenda.

Ms. Tanaporn Tana-Arpaong presented to the meeting that the company has profit for the year ended December 31, 2020 in the amount of Baht 266.79 million. According to the dividend payment policy that the company will pay dividend twice a year at the rate of not less than 40% of net profit after tax deduction, the allocation to reserves required by laws and the Company in each year. The company already paid the interim dividend of Baht 0.18 (Eighteen Satang) per share from the 6 months operation result from January – June 2020. Therefore, the company will pay the remaining dividend of Baht 0.44 (Forty-Four Satang) from the operation result from July – December 2020. These arrangements, the total dividends of Baht 0.62 (Sixty-Two Satang) per share, totaling to Baht 108.05 million, representing 40.50% of the Company's net profit after reserves. The record date for receiving dividend was set on Tuesday 11th May 2021 and dividends will be paid on Friday 21st May 2021.

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 as result below:

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
(1) Approve	104,818,450	100.00
(2) Disapprove	-	-
(3) Abstain	-	-
Total	104,818,450	100.00

RESOLVED The meeting had considered and resolved to approve payment of dividends for the year 2020 operating results as proposed.

Agenda 5 To consider approving election 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 the Company. 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).

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

- | | | |
|----|-------------------------------|--|
| 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 |

The Chairman said to the meeting that 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 asked the shareholders if they have any questions or comments.

No questions being raised, the chairman asked the meeting to vote on this matter as result below:

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
1. For reelection of Mrs. Suvatana Tulayapisitchai		
(1) Approve	100,332,250	95.7200
(2) Disapprove	4,484,900	4.2787
(3) Abstain	1,300	0.0012
Total	104,818,450	100.0000
2. For reelection of Ms. Zonwa Denmeka		
(1) Approve	100,332,150	95.7199
(2) Disapprove	4,485,000	4.2788
(3) Abstain	1,300	0.0012
Total	104,818,450	100.0000
3. For reelection of Mr. Pirote Maleehorm		
(1) Approve	100,331,750	95.7159
(2) Disapprove	4,485,000	4.2787
(3) Abstain	5,700	0.0054
Total	104,822,450	100.0000

Note: According to shareholders more attend the meeting during agenda 5, therefore; number of votes increase.

RESOLVED The meeting had considered and resolved for reelection of all three directors that retiring by rotation which are Mrs. Suvatana Tulayapisitchai, Ms. Zonwa Denmekka, and Mr. Pirote Maleehorm for another term.

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

The chairman assigned Ms. Tanaporn Tana-Arpapong, Chief Financial Officer, as a reporter.

Ms. Tanaporn Tana-Arpapong informed the meeting that the Board of Directors' Meeting of the Company No.1/2021 had resolve to approve the directors' remuneration and Meeting allowance for year 2021.

- Considering meeting allowance for the year 2021, which allocated by directors' responsibility. Meeting allowance (per time / person). The details are compared with the year 2020-2021 as follows:

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

- Considering director remuneration for the year 2021, totaling not more than Baht 1,400,000 (Baht One Million and Four Hundred Thousand only) which allocated by directors' responsibility. The details are compared with the year 2020-2021 as follows:

Position	2021	2020
Chairman of Board of Directors	236,000	225,000
Chairman of Audit Committee	161,000	153,000
Vice Chairman	161,000	153,000
Audit Committee / Independent Director	142,000	135,000
Executive Director	142,000	135,000

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 as result below:

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
(1) Approve	104,808,250	99.9865
(2) Disapprove	14,200	0.0135
(3) Abstain	-	-
Total	104,822,450	100.00

RESOLVED The meeting had considered and resolved to approve for the directors' remuneration and meeting allowance for 2021 as proposed.

Agenda 7 To appoint an auditor and the auditor's remuneration for 2021

The chairman assigned Ms. Tanaporn Tana-Arpaong, Chief Financial Officer, as a reporter.

Ms. Tanaporn Tana-Arpaong informed the meeting that the Board of Directors' Meeting of the Company No.1/2021 had resolved to appoint the following auditors from PV Audit Limited as the Company's auditor for the year 2021:

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

Or other auditors from the same firm, all of whom were independent to audit and express their opinions for the Company's financial statements. And there are no relationship or conflict of interest with the Company.

The Board of Directors had considered that auditors from PV Audit Limited are independent to audit and to express the opinion for the Company's financial statements. And they have no relationship or conflict of interest with the Company. They have been performing the audit professionally and have cumulative knowledge of the Company's business in order to perform the audit effectively, then the Board of Director had passed a resolution to propose the shareholders to consider appointing auditors and approving auditor's remuneration for the year 2021 in the amount of Baht 1,880,000. (One Million Eighty-Eight Hundred Thousand Baht only)

	2021	2020	2019
Audit Fee	1,880,000	1,880,000	1,800,000

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 as result below:

Vote	Number of Votes (One Share, One Vote)	Percentage of Present & Voting Shares
(1) Approve	104,813,250	99.9912
(2) Disapprove	-	-
(3) Abstain	9,200	0.0088
Total	104,822,450	100.00

RESOLVED The meeting had considered and resolved approval to appoint an auditor and the auditor's remuneration for the year 2021 as proposed.

Agenda 8 **Other Matters**

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

Mr. Narudol Niyomkha Shareholder	What is the situation in the 1 st quarter of the year and whether the Company expect the growth in sale?
Ms. Unyarat Pornprakit Chief Executive Officer	The situation for January and February was good and sale was growth. But in March there was an effect from the Covid-19 situation. Even this time the situation is getting worse than last year, but the Company had prepared to confront with it and still maintain the target for sale growth at 10%.
Mr. Narudol Niyomkha Shareholder	Does the Company still get discount for rental from the land lord?
Ms. Unyarat Pornprakit Chief Executive Officer	The land lord still provide discount, however the discount rate is varied as the effect to each location is different. Also, the locations that the whole department have to be closed, rental was exempted for the whole amount.
Mr. Narudol Niyomkha Shareholder	What about the sale contribution from E-Commerce in the 1 st quarter?
Ms. Unyarat Pornprakit Chief Executive Officer	Since E-Commerce channel had just commenced to generate the revenue in 2 nd quarter 2020, then it would be better to compare the performance with the 4 th quarter 2020. And the performance for the 1 st quarter 2021 is stable with the 4 th quarter 2020. As all of branches are open as normal, then certain customers use online channel for

	receiving marketing communication but go to purchase product at store.
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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 15.30 hrs, declared to end and close the meeting.

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

Signed _____ - Signature - _____ Minutes Taken by
(Ms. Tanaporn Tana-Arpapong)
Chief Financial Officer and Corporate Secretary

(Translation)

Attachment 2



Annual report and Financial Statements of 2021



Profiles of directors retiring by rotation

Name-Surname: Mr. Manu Leopaïrote
Age: 79
Title: Chairman of the Board of Director and 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 0.115% (as of 30 December 2021)
Term of directorship 2008 – present (14 years)



Director Nominee Independent Director

Directorship in Other Listed Companies

2016 – present Chairman, SVOA Public Company Limited
 2016 – present Chairman of Audit Committee, TPI Polene Power Public Company Limited
 2011 – present Chairman, TMC Industrial Public Company Limited
 2010 – present Chairman, ARIP Public Company Limited
 2006 – present Chairman of Audit Committee, Siam Steel International Public Company Limited
 2004 – present Chairman, Bangkok Union Insurance Public Company Limited
 2004 – present Chairman, Polyplex (Thailand) Public Company Limited
 2004 – present Chairman, Khon Kaen Sugar Industry Public Company Limited

Directorship in Non-listed Companies

2021 – Present Chairman, A 2 Technology Co., Ltd.

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

None

Completed Program from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP), 30/2003
- Role of Chairman Program (RCP), 3/2001

Other Training Courses:

- Diploma, National Defense College (34th)

Attendance:

- Board of Director Meetings in 2021, 4 of 4
- Annual General Shareholders' Meeting in 2021, 1 of 1

Criminal record:

- None

Information for consideration of the election of Independent Directors:

- No relationship with the family of the executives or major shareholders of the company
- Not being professional service providers e.g. auditors or legal consultants
- Not being an owner or a director with the management authority, employees, staff, consultant with monthly salary, and do not have significant business relationship of another company which undertakes business in the same nature and in competition with the business of the Company that may prevent the candidate from performing the duties independently

Director's Performance

As an Independent Director, he monitored and oversaw the Company's business performance to ensure compliance with laws and any other relevant regulations as well as the Company's objectives and goals with due regard to the interests of shareholders and stakeholders. He always provided independent recommendations and opinions that are beneficial for the business operations.

Profiles of directors retiring by rotation

Name-Surname: Mr. Viroj Phonprakit
Age: 70
Title: Vice Chairman & Chairman of Executive Committee
Education: - Sahapanich School
Number of shares: 65,467,400 shares or 37.566% (as of 30 December 2021)
Term of directorship 2008 – present (14 year)



Director Nominee Director

Directorship in Other Listed Companies

- None

Directorship in Non-listed Companies

2004 – Present Chairman of Executive Committee, J.B. Asset Co., Ltd.

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

- None

Completed Program from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) 72/2008
- Director Certification Program (DCP) 113/2009

Other Training Courses:

- Capital Market Academy Programs (CMA.18)
- NATIONAL JUSTICE ACADEMY, JUDICIAL TRAINING INSTITUTE (JTI.24)

Attendance:

- Board of Director Meetings in 2021, 4 of 4
- Annual General Shareholders' Meeting in 2021, 1 of 1

Criminal record:

- None

Information for consideration of the election of Independent Directors:

- Spouse of Senior Vice President of Executive Committee and parent of Chief Executive Officer

Profiles of directors retiring by rotation

Name-Surname: Mr. Pakorn Partanapat
Age: 56
Title: Independent Director
Education:

- MBA (Finance, Money & Financial Markets, and International Business), Columbia Business School, U.S.A.
- B.A. in Economics, Thammasat University

Number of shares: None (as of 30 December 2021)
Term of directorship 2020 – present (2 years)



Director Nominee Independent Director

Directorship in Other Listed Companies

- None

Directorship in Non-listed Companies

- 2021 – Present - Director, Government Savings Bank
- 2020 – Present - Advisor, Amarin Television Co.,Ltd.
- 2020 – Present - Advisor, Small and Medium Enterprise Development Bank of Thailand

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

- None

Completed Program from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) 76/2008
- Audit Committee Program (ACP) 35/2011

Other Training Courses:

- Capital Market Academy Leadership Program Class 16
- Good Governance for Medical Executives (TMC) Class 3, King Prajadhipok's Institute

Attendance:

- Board of Director Meetings in 2021, 4 of 4
- Annual General Shareholders' Meeting in 2021, 1 of 1

Criminal record:

- None

Information for consideration of the election of Independent Directors:

- No relationship with the family of the executives or major shareholders of the company
- Not being professional service providers e.g. auditors or legal consultants
- Not being an owner or a director with the management authority, employees, staff, consultant with monthly salary, and do not have significant business relationship of another company which undertakes business in the same nature and in competition with the business of the Company that may prevent the candidate from performing the duties independently

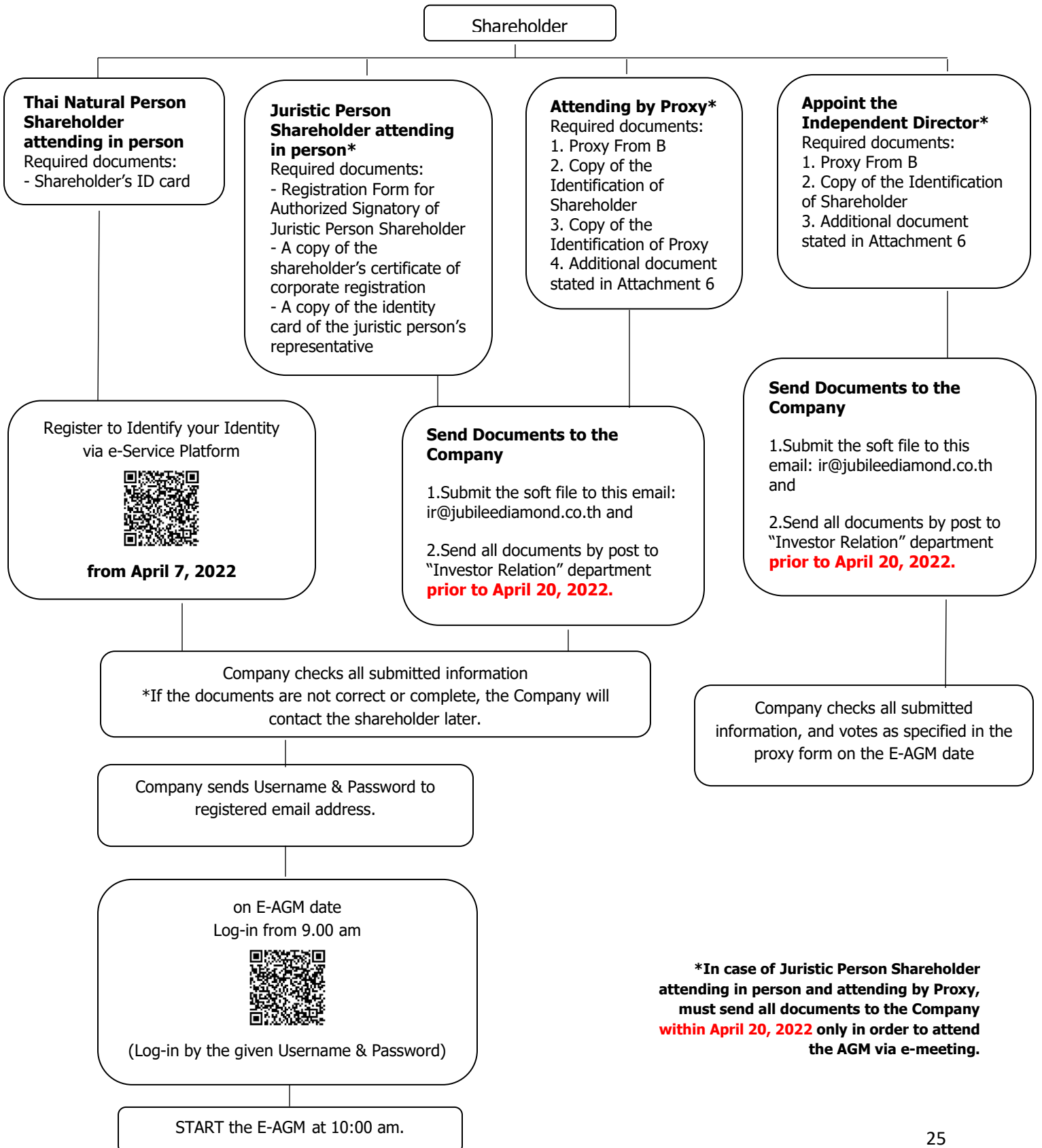
Independent Director Defined

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.

Procedures for attending 2022 Annual General Meeting of Shareholders



Documents Required for Attending the Meeting

1. For the shareholder attending in person
 - 1.1 The natural person Shareholder

The identity card of Shareholder, which has not yet expired.
(For a non-Thai-National Individual Shareholder, a valid passport can be presented as an identity card)
 - 1.2 The juristic person (Attendance in person by an authorized signatory acting on behalf of the juristic person)
 - 1.2.1 Registration Form for Authorized Signatory of Juristic Person Shareholder
 - 1.2.2 A copy of the shareholder's certificate of corporate registration (should not be later than 6 months), which is certified as true copy by the juristic person's representative and contains a statement indicating that the representative to be present at the Meeting is authorized to act on behalf of the juristic person who is the shareholder.
 - 1.2.3 A copy of the identity card of the juristic person's representative, which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which has been certified as true copy to the original by the juristic person's representative's signature.

**For a juristic person registered in foreign Country, please present a copy of company certificate, which has been certified true copy by the authorized director (s) as well as endorsed by Notary Public (should not be later than a year).*

***In case of the authority to bind the company comprise authorized signatory of 2 or above directors, please grant the proxy to individual to attend the meeting as specified in 1.2.2.*
2. For the proxy
 - 2.1 The proxy of a natural person shareholder
 - 2.1.1 The proxy form B, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the proxy grantor and the proxy holder.
 - 2.1.2 A copy of the identity card of Shareholder or a copy of a valid passport in case of non-Thai-National shareholder, which has been certified as true copy to the original by the shareholder's signature.
 - 2.1.3 A copy of the identity card of the proxy holder, which has not yet expired, or a copy of a valid passport in case of non-Thai-National proxy holder, which has been certified as true copy to the original by the proxy holder's signature.
 - 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 B, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the juristic person's representative (proxy grantor) and by the proxy holder.

- 2.2.2 A copy of the shareholder's certificate of corporate registration (should not be later than 6 months), which is certified as true copy by the juristic person's representative and contains a statement indicating that the representative signing on the proxy form is authorized to act on behalf of the juristic person who is the shareholder
- 2.2.3 A copy of the identity card of the juristic person's representative (proxy grantor), which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the grantor's signature
- * For a juristic person registered overseas, please present a copy of company certificate, which has been certified true copy by the authorized director (s) as well as endorsed by Notary Public*
- 2.3 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.
- 2.3.1 The proxy form C, which has been filled in completely and correctly, and signed by the juristic person's representative (proxy grantor) and by the proxy holder.
- 2.3.2 Evidence stating authorization from the shareholder to the custodian to sign the Proxy Form on behalf of him/her.
- 2.3.3 Evidence confirming that the person who signed on the Proxy Form is a licensed Custodian.

Shareholders may appoint a proxy to any person or authorized to one of the Independent Directors, Mr. Annuay Nakruchata-Amorn. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

Submitted the documents to identify shareholder

1. Shareholder intends to attend the meeting in person

1.1 Registration to attend the meeting

- Thai Natural Person Shareholder (Use identity card to identify your identity)
Shareholders can notify the Company to attend the AGM via e-Service Platform from



April 7, 2022, by register at  or

<https://portal.eservice.set.or.th/Account/Login?refer=UyLAhHP1hwl9dOjGAyerk%2fdJbqUo8VtYSKtoGwgnA6zLAUI96g9z3Q%3d%3d>, shareholders can see details and registration procedure from **User Manual e-Shareholder Meeting System**

Note: Registration via e-Service Platform, shareholders must take 3 photos and use identity card of shareholder to identify your identity, the photos will be;

1st Photo: Shareholder's face must be straight, do not wear a hat, sunglasses and mask.

2nd Photo: The information of Shareholder's the identity card must be the same as registration details i.e. no. of the identity card, name-surname, and still valid.

3rd Photo: Shareholder's straight face with the identity card must be the same as 1st photo and 2nd photo.

- Other cases as follow;
 - 1) Thai Natural Person Shareholder: Use other official documents to identify your identity
 - 2) Non-Thai Natural Person Shareholder
 - 3) The juristic person (Attendance in person by an authorized signatory acting on behalf of the juristic person)

Shareholders must provide e-mail and mobile phone number for receiving OTP Code together with send all photos of documents that state at “Documents Required for Attending the Meeting” to ir@jubileediamond.co.th then, Send all original documents that mentioned above to the Company **prior to April 20, 2022** via registered e-mail to “Investor Relation Department” Jubilee Enterprise Public Company Limited 179 Bangkok City Tower 10th Floor. South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120

- 1.2 After Shareholders have performed the registration process through e-Service Platform and the Company has verified the validity, Username & Password, to be used for log-in to the electronic meeting (e-Service Platform), will be sent to Shareholders’ email provided to the Company at the registration process.

2. For the proxy

2.1 Attending by Proxy

2.1.1 Shareholders must provide e-mail and mobile phone number for receiving OTP Code together with send all photos of documents that state at “Documents Required for Attending the Meeting” to ir@jubileediamond.co.th then, Send all original documents that mentioned above to the Company **prior to April 20, 2022** via registered e-mail to “Investor Relation Department” Jubilee Enterprise Public Company Limited 179 Bangkok City Tower 10th Floor. South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120

2.1.2 After Shareholders have performed the registration process through e-Service Platform and the Company has verified the validity, Username & Password, to be used for log-in to the electronic meeting (e-Service Platform), will be sent to Shareholders’ email provided to the Company at the registration process.

2.2 In case of Appoint the Independent Director and the foreign shareholder who appoints the Custodian in Thailand to be in charge of his/her shares

2.2.1 Send all photos of documents that state at “Documents Required for Attending the Meeting” to ir@jubileediamond.co.th then, Send all original documents that mentioned above to the Company **prior to April 20, 2022** via registered e-mail to “Investor Relation Department” Jubilee Enterprise Public Company Limited 179 Bangkok City Tower 10th Floor. South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120

2.2.2 The Company checks all submitted information, and votes as specified in the proxy form on the E-AGM date.

**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 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 of 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 subsequent years shall be the longest serving ones.

Art 26. A shareholder's meeting may resolve 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 therefore 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.

Dividend 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 percent (5%) of its annual net income after deficit brought forward (if any) into a reserve fund until the fund reaches at least ten percent (10%) of its registered capital.

Dividend payment policy

Due to the Board of Directors' Meeting of the Company No.3/2020 held on May 11, 2020 had resolved to approve the change in the Company's dividend policy which are as follows.

The Company has a policy to pay dividends to shareholders with twice a year at the rate of not less than 40% of net profit after tax deduction, the allocation to reserves required by laws and the Company in each year, and the obligation under financial contract (if any). The dividend payment must not exceed the retained earnings from the Company's financial statements.

Dividend payout rate as mentioned above, may be changed from the specified depending on the results of the operations, cash flow, financial liquidity, financial position, investing plan, reserving funds to be working capital within the Company, reserving funds for future investment, reserving funds to repay loans, conditions and definition as specified in financial contract, economic conditions, including legal requirement and other necessities.

However, the annual dividend payment must be approved in the Annual General Meeting of Shareholders, except the interim dividend payment which can be approved by the Board of Directors when it deems that the Company is profitable enough to do so and report to the shareholders in the next shareholders' meeting.

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

Vote casting and Counting

Voting Regulation

In casting vote in each agenda, the Chairman will propose the shareholders who wish to cast their vote, via e-service platform, within the period specified. The chairman will announce the voting results in all agendas of the meeting.

1. The resolutions of the meeting are as follows;
 - General case: majority vote of the shareholders who attend the meeting and casting their votes. In case a tie of votes, the Chairman of the Meeting shall have the casting vote.
 - Other case which the laws or the Company's Articles of Association provided otherwise: The vote shall be in accordance with the laws or the Company's Articles of Association. The Chairmen shall inform the Meeting before voting in each agenda.
2. The proxy shall vote in accordance with the authorization by the Shareholder as specified in the Proxy Form.
3. Any Shareholder or the Proxy having special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave the Meeting.

Voting Counting Method

Pursuant to the Company's Article of Association, the Shareholders shall have one vote per share. In counting votes cast in each agenda, the Company shall count the vote of approval, disapproval, and abstentions.

Prior to the meeting, the Chairman will inform the meeting that the Company will count all votes cast by the shareholders or proxies who attend the meeting by deducting the number of disapproving votes, and abstentions. After finishing the casting of votes in each agenda and the Chairman shall announce the voting result to the meeting after such vote counting is done.

Procedure of Voting

1. At the end of each agendas, the chairman will propose that the meeting pass a resolution on each agenda item and the e-Service Platform will open for voting "approve", "disapprove", or "abstain".
2. Attendees need to return to e-Service Platform window, and vote within the period specified. Attendees, who have not chosen "approve", "disapprove", or "abstain" within the voting period, will be deemed to resolve to approve the matter as proposed to the meeting for consideration. However, if the voting period still exists, Attendees may return to amend their votes within such period.

Note: In case the Shareholder appoints a Proxy to attend the Meeting on his/her behalf, the Proxy shall not vote during the meeting due to Proxy Form B. (Shareholder had already to vote all agendas on Proxy Form)

**Information of the independent directors
who the Company proposes for being proxies of the Shareholder**

Name-Surname: Mr. Amnuay Nakruchata-Amorn
Age: 66
Title: Chairman of Audit Committee & Independent Director
Address: No. 12, Samakkee 34 Road, Thasai Subdistrict,
Mueang Nonthaburi, Nonthaburi 11000

Remark: The resume of Independent Directors is appeared
in the 2021 Annual Report.
He has no conflict of interest applicable to other Directors.



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 the following individuals (Please mark (/) in front of the Proxy's name (only one):

- 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. AMNUAY NAKRUCHATA-AMORN, 66 years-old, residing at 12, Samakkee 34 Road, Thasai Subdistrict, Mueang Nonthaburi, Nonthaburi 11000

as my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the Shareholders for 2022, to be held on Friday, 22nd April 2022, at 10:00 hrs., via e-service platform 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 the year 2021, held on Thursday, 22nd April 2021

- (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 the Company's operating results for 2021

- (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 the year ended 31 December 2021

- (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 considering approving dividend payment for the year 2021 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 reelection 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:
 - Appointment of all directors
 - Approve
 - Disapprove
 - Abstain
 - Appointment of individual directors
 1. Name of director: Mr. Manu Leopairote
 - Approve
 - Disapprove
 - Abstain
 2. Name of director: Mr. Viroj Phonprakit
 - Approve
 - Disapprove
 - Abstain
 3. Name of director: Mr. Pakorn Partanapat
 - Approve
 - Disapprove
 - Abstain

Agenda 6 To consider approving directors' remuneration for 2022

- (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 2022

- (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 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

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) A shareholder has to send all documents to the Company **prior to April 20, 2022** only.

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 the following individuals (Please mark (/) in front of the Proxy's name (only one):

- 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. AMNUAY NAKRUCHATA-AMORN, 66 years-old, residing at 12, Samakkee 34 Road, Thasai Subdistrict, Mueang Nonthaburi, Nonthaburi 11000

as my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the Shareholders for 2022, to be held on Friday, 22nd April 2022, at 10:00 hrs., via e-service platform 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 the year 2021, held on Thursday, 22nd April 2021

(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 the Company's operating results for 2021

(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 the year ended 31 December 2021

(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 considering approving dividend payment for the year 2021 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 reelection 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:

- 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. Pakorn Partanapat

Approve

Disapprove

Abstain



Agenda 6 To consider approving directors' remuneration for 2022

- (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 2022

- (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 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 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

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) A shareholder has to send all documents to the Company **prior to April 20, 2022** only.

Registration Form for Authorized Signatory of Juristic Person Shareholder

Written at.....

Date:.....Month:.....Year:.....

Shareholder Name.....

Tax ID Number.....

Address.....

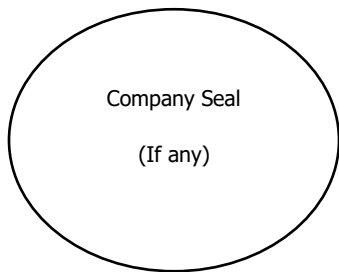
.....

A shareholder of Jubilee Enterprise Public Company Limited. By holding ordinary shares in the total amount of.....shares

Representative Name.....

Identity Card Number..... E-mail.....

Mobile phone (for receiving OTP).....



Signature..... Authorized Signatory

(.....)

Note: Please correctly and completely fill in the form. Otherwise, the Company shall not be able to send you the Username & Password and OTP for logging-in to the electronic meeting system and please send this form together with required documents to the Company **prior to April 20, 2022.**