

No. CS/AGM/1/2022

March 24<sup>th</sup>, 2023

**Re:** Invitation to attend Annual General Meeting of the Shareholders for the year 2023  
**To:** The Shareholders of Jubilee Enterprise Public Company Limited

**Encl(s):**

1. Minutes of Annual General Meeting of the Shareholders for the year 2022;
2. Annual Report and Financial Statements for the year 2022 (Form 56-1 One report) (in QR code format)
3. Profiles of directors retiring by rotation and proposed to be re-elected;
4. Independent Director Defined;
5. Procedures for attending 2023 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 23<sup>rd</sup> 2023, 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 2023, on Friday, April 21<sup>st</sup> 2023, 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 10<sup>th</sup> 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 2022, held on Friday, April 22<sup>nd</sup>, 2022**

Objective and Rationale: The Company had prepared minutes of the Annual General Meeting of Shareholders of 2022 which was held on Friday, 22<sup>nd</sup> April 2022, and already submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the time specified by law, including published on the Company's website <https://jubilee-th.listedcompany.com>.

Board's comment: The Board has reviewed the minute of the Annual General Meeting of the Shareholders for the year 2022, held on Friday, 22<sup>nd</sup> April 2022 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 2022**

Objective and Rationale: It is the shareholders' right to acknowledge the Company's performance, hence the Company prepared summary of the past performance and significant changes of the year 2022 as shown in the Annual Report and Financial Statements for the year 2022 (Form 56-1 One report) which can be downloaded through the QR Code

Board's comment: The Board has acknowledged and propose to report the Company's operating results for the year 2022 to the Annual General Meeting of the Shareholders.

**Agenda 3 To consider approving the financial statements for the year ended 31 December 2022**

Objective and Rationale: In order to comply with the Public Company Act of B.E. 1992 (as Amended) which requires that the Company shall prepare the statement of financial position and profit and loss at the end of the fiscal year, of which were audited by the licensed auditor and propose to the shareholders in the annual general meeting for approval. The Company prepared the said statement of financial position and profit and loss shown in the Annual Report and Financial Statements for the year 2022 (Form 56-1 One report) which can be downloaded through the QR Code on registration form.

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, 2022 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 2022 operating results**

Objective and Rationale: In order to comply with Public Company Act of B.E. 1992 (as Amended) and Company's policy which require that the Board of Directors should arrange the agenda regards the annual dividend payment and not to pay dividend in case the Company has accumulated loss.

Board's comment: The Company has the policy to pay dividend not less than 40% of net profit after tax and statutory reserves for the year. 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 2022 operating performance of Baht 0.73 (Seventy-Three Satang) per share, totaling approximately Baht 127.22 million, representing 40.47% of the Company's net profit after tax and statutory reserves. The Company's reserve has reached an amount equivalent to 10 percent of the Company's registered capital. In 2022, dividend of Baht 0.38 (Thirty-eight Satang) per share was paid as an interim dividend on September 9, 2022. The final dividend payment will be Baht 0.35 (Thirty-Five Satang) per share, allocated from net profit for the year 2022 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, 2023, and the dividend payment will be on May 19, 2023. The comparative dividends pay out are as follows:

Detail of Dividend	2022	2021	2020
Dividend per share (Baht)	0.73	0.52	0.62
Dividend amount (Million Baht)	127.22	90.62	108.05
Distribution rate (%)	40.47	40.23	40.50

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

Objective and Rationale: In order to comply with the Public Company Act of B.E. 1992 (as Amended) which requires that the annual general meeting of shareholders shall elect director(s) replacing the directors who resign by rotation at the ratio of one-third. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall vacated and the directors who remained in office for the longest time shall vacate first. All of Directors who is vacating the office under this Section may be re-elected.

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. Amnuay Nakruchata-Amorn | to be re-elected for another term as Independent Director |
| 2. Ms. Unyarat Pornprakit      | to be re-elected for another term as Director             |
| 3. Mr. Sahasroj Rojmetha       | to be re-elected for another term as Independent Director |

**Agenda 6 To consider approving determination and payment of directors' remuneration for the year 2023**

Objective and Rationale: In order to comply with the Company's policy, the directors are entitled to receive remuneration from the Company in the form of meeting allowance and annual bonus or other benefits per resolution of the annual general meeting of shareholders by having votes not less than two-third of all votes of shareholders attending the meeting, to comply with the Public Company Act of B.E. 1992 (as Amended) which prohibits the company to make payment of monies or any assets to directors unless the remuneration is made as per the Company's policy. If the policy does not provide for remuneration payment, it must be made according to shareholders' resolution of having votes not less than two-third of all votes of shareholders attending the meeting.

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	2023	2022	2021
Chairman of Board of Directors	68,000	68,000	68,000
Chairman of Audit Committee	25,000	25,000	25,000
Vice Chairman	25,000	25,000	25,000
Audit Committee / Independent Director	22,000	22,000	22,000
Executive Director	22,000	22,000	22,000

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 / Person)**

Position	2023	2022	2021
Chairman of Board of Directors	236,000	236,000	236,000
Chairman of Audit Committee	161,000	161,000	161,000
Vice Chairman	161,000	161,000	161,000
Audit Committee / Independent Director	142,000	142,000	142,000
Executive Director	142,000	142,000	142,000

**Agenda 7 To appoint an auditor and the auditor's fee for 2023**

Objective and Rationale: In order to comply with the Public Company Act of B.E. 1992 (as Amended) which requires the annual general meeting of shareholders to appoint the Company's auditor and determine auditor's remuneration at every year. The auditor can be reappointed. Also, the auditor must not be director, member, employee or a person holding any position in the company.

Board's comment: PV Audit Limited, continually audited the Company's financial statements for 15 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 2023 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)	or or
2.Mr.Boonkasem Sarnklin	11888	1 year (2022)	
3.Ms.Rathapat Limsakul	10508	-	

of PV Audit Limited or other auditors from the same Company as the Company's auditor for the year 2023. 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 2021-2023 are as follows.

	2023	2022	2021
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 2023 will be held on Friday 21<sup>st</sup> April 2023 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 10, 2023 until April 19, 2023, through e-service platform at

<https://portal.eservice.set.or.th/Account/Login?refer=COGhWGzszs10qEBdoC9jo8QnMUMW9%2fYBGWHciYh4IXbtPPcaLQ%2f4A%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](mailto:ir@jubileediamond.co.th) then, send all hard copies to the Company **prior to April 19, 2023**.

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](mailto: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 2023, 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 Leoparote)  
 Chairman of Board of Director