

(Translation)



**Invitation to attend the  
Annual General Shareholder's Meeting 2023  
Jubilee Enterprise Public Company Limited  
Friday, April 21<sup>st</sup> 2023 at 10:00 a.m.  
via Electronic Meeting  
(According to the Emergency Decree on  
Electronic Meetings, B.E. 2563)**

## Contents

	<b>Page</b>
Invitation letter	1-5
<u>Attachments</u>	
1. Minutes of Annual General Meeting of the Shareholders of 2022	6-20
2. Annual Report and Financial Statements for the year 2022 (Form 56-1 One report) (in QR code format)	21
3. Profiles of directors retiring by rotation and proposed to be re-elected	22-24
4. Independent Director Defined	25
5. Procedures for attending 2023 Annual General Meeting of Shareholders	26
6. Documents Required for Attending the Meeting	27-29
7. Articles of Association of the Company about the Shareholders' Meeting	30-34
8. Vote casting and Counting	35
9. Information of the independent directors who the Company proposes for being proxies of the shareholders	36
10. Proxy form B	37-39
11. Proxy form C	40-42
12. Registration Form for Authorized Signatory of Juristic Person Shareholder	43

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

**Minutes of the Annual General Meeting of the Shareholders for 2022**

Jubilee Enterprise Public Company Limited (the “Company”)

Held on Friday 22<sup>nd</sup> April 2022, at 10:00 hrs.

via Electronic Meeting and LIVE from the Company’s head office  
179 Bangkok City Tower 10th Floor. South Sathorn Road, Thungmhamak, Sathorn, Bangkok 10120

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The meeting commenced at 10:00 hrs.

Miss Sirinadda Kaweewattana, the secretary to the Company’s Executive Committee announced that there are 10 shareholders equal to 539,551 shares attending the meeting online and 23 proxies equal to 99,389,450 shares, totaling 33 persons. The aggregate number of shares equal to 99,929,001 shares or represents 57.34% 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 2022, 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” then selecting an agenda and typing the opinion and question. The presenter will read the question and answer when on the related agenda.
- To cancel the question submitted, press the button “Cancel”



### Procedure of Voting

- At the end of each agenda, the shareholders have to press the button “vote” for voting “approve”, “disapprove”, or “abstain” within the voting time. However, if the shareholder wishes to amend the vote, this can be done until the end of the voting time of each agenda.
- The shareholders 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, the shareholders will able to amend their votes.

The Annual General Meeting of Shareholders 2022 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) Mrs. Suvatana Tulayapisitchai	Director and Senior Vice President
(4) Ms. Unyarat Pornprakit	Director, Executive Director and Chief Executive Officer
(5) Mr. Amnuay Nakruchata-amorn	Chairman of Audit Committee and Independent Director
(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

The Company does not have other subcommittees.

#### *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

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

Ms. Thanvaporn Dittasorn

#### *Representative from PV Audit Limited*

Mr. Prawit Wiwanthananut

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 the year 2021, held on Thursday, April 22nd, 2021**

The chairman proposed that the meeting consider approving the minutes of the Annual General Meeting of the Shareholders for 2021, held on Thursday, April 22<sup>nd</sup>, 2021, declare on SET website since May 5<sup>th</sup>, 2021 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 pages number since 6 to 17 to each shareholder. The Board of Directors had considered that the minute was correct, therefore; propose to the meeting consider approving the minutes of the Annual General Meeting of the Shareholders for 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	100,355,401	100.0000%
(2) Disapprove	-	-
(3) Abstain	-	-
(4) Voided ballot	-	-
<b>Total</b>	<b>100,355,401</b>	<b>100.0000%</b>

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 2021, held on Thursday, April 22<sup>nd</sup>, 2021.

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

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

Ms. Unyarat Pornprakit reported to the meeting that on April 21<sup>st</sup>, 2022 the share price of the company is Baht 23.70, market cap equal to Baht 4,130.27 million, and P/E 18.34. As at December 31<sup>st</sup>, 2021, the Company has total 128 branches all over the regions of Thailand which are separated by region as follows, Bangkok and suburban 51 branches, South 20 branches, Central 28 branches, Northeast 14 branches, and North 15 branches. And if separated by brand, which is named "Jubilee" 120 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, and 5. Jubilee E-Commerce which the customer can purchase the company's product through [www.jubileediamond.co.th](http://www.jubileediamond.co.th) and also partnership platforms such as Lazada, Shopee, Central Online, Robinson Online, and JD Central.

The Company's overall operating results for 2021, are as follows:

For the 1<sup>st</sup> quarter, the Company had launched the new collections during Chinese New Year festival and Valentine and though we are facing the Covid-19 outbreak in this quarter, our revenue from sales and net profit growth by 11.1% and 32.5%, respectively. For the 2<sup>nd</sup> quarter, though there is no lockdown, the Company could not arrange the annual event. However, we had sale strategies for branches and online including social media content and new marketing activities such as Live with Mor Chang Tossapol Sritula (well-known astrologer) which resulted in increased in revenue from sales by 7.4% but net profit decreased by 28.6% mainly because in 2<sup>nd</sup> quarter of 2020, there is city lockdown resulted in decreased in rent expenses and staff cost while in 2<sup>nd</sup> quarter of 2021, stores are normally operated and get less rental discount. For the 3<sup>rd</sup> quarter, the COVID-19 outbreak is more serious and higher number of infected led to the lockdown announcement from government which force 60% of the Company's branches to be temporary closed while the Company was able to arrange the annual event in 3<sup>rd</sup> quarter of 2020 which resulted in decreased in revenue from sales compared to the same period of last year.

Lastly, for the 4<sup>th</sup> quarter, the Company resumed marketing activities, launched the new collections and arrange events which resulted in increased in revenue from sales and net profit by 4% and 21.6%, respectively from the same period of last year.

The Company's operating results details for each quarter, are as follows,

During the 1<sup>st</sup> quarter, the Company had launched the new collections during Chinese New Year festival and Valentine also cooperated with LINEMAN for sending a surprise gift to lovers via delivery service.

During the 2<sup>nd</sup> quarter, the Company had launched the new collection of both Jubilee and Forevermark brands which products are selling at moderate price to stimulate sales from both current and new customers, and also done marketing activities via social media.

During the 3<sup>rd</sup> quarter, all branches were not closed as same as in last year, the Company was still able to launch "Autumn Winter 2021", the new collection for customers who preferred the accessories which can match with everyday look and occasion. The Company did the promotion via offline stores and social media and when the Company is back to the normal operation, we promptly did marketing activities to increase sales.

During the 4<sup>th</sup> quarter, other than new collections launched, the Company also had many activities under the government's strict protection. For example, the Company arranged "Jubilee Diamond Ultra Luxury Grand Sale" event at Plaza Athenee during 11 – 14 November 2021. In December, the Company inviting artists and do the fashion show of new products in "Jubilee Christmas Rock Thank You Party With Mai", thank-you event for customers which are our members and "Jubilee Diamond Christmas Mega Sale" which is also the big event of the year as year-end gift to our customers. These resulted in the new record for the highest revenue from sales and net profit per quarter in this quarter.

Moreover, the Company took part in helping people to get through COVID-19 by donate Baht 1 million to a foundation field hospital "Saeng Hang Jai" which can support 450 patients with semi-urgency and urgency conditions to recovered and back to their normal lives.

For the year 2022, we set the target to grow by not less than 10% and gross profit margin not less than 45% which we were able to maintain gross profit margin level. The key strategy is to focus on same store sale growth by launching new collections to meet customers need which we have current customer member of 180,000 people, new marketing activities to reach each customer group, renovate stand-alone branches. There will be new branches both in Bangkok and upcountry and also CRM program will be launched soon.

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

<p>Mr. Yanyong Wongsawang Shareholder</p>	<ol style="list-style-type: none"> <li>1. How much the diamond and jewelry market value? How much market share of the Company? Can it increase? And Can the Company use domestic's business model to go abroad? What country that the Company have chance?</li> <li>2. Does price of raw materials increase? How it would affect to GP?</li> <li>3. Is there any business opportunity during the uncertain situation?</li> </ol>
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<p>Ms. Unyarat Pornprakit Chief Executive Officer</p>	<p>1. The total market value of retail diamond jewelry is approximately at Baht 35,000 – 40,000 million which distribution channels comprise of stand-alone, modern trade or department store, and gold retail shop (mostly in upcountry). Most of the Jubilee’s branches are in department store only 2 branches are stand-alone. In term of modern trade market value is approximately at Baht 9,000 million, Jubilee has market share 20% of it. Normally, the nature business is small business not a monopoly business.</p> <p>2. Diamond’s price has increased since the beginning of 2021, average increased by 27.4%, due to higher demand of diamond in major countries like USA, China, India, and Japan. Especially, USA and China people had returned to their normal live which affected to high demand of diamond, while during COVID-19 situation diamond mine and sight holders could not operate to their full capacity, resulted in lower supply. Diamond’s price is adjusted to the demand and supply, since there are higher demand and lower in supply, diamond’s price was increased. However, the Company is able to maintain gross profit margin level due to product mix management, purchasing plan, and production plan. These results affected to gross profit margin not less than 45% as target set.</p> <p>3. In crisis time, 2020 – 2021, the Company was able to overcome and grow in both revenue from sales and net profit. So, management team are confident of revenue from sales growth by 10% and gross profit margin not less than 45% as target set. Moreover, in this year, we will resume strategies that had planned for the past 2 years.</p>
<p>Mr. Panuwat Wechayanwivat Shareholder</p>	<p>1. How many customers are members at present and how much is the revenue per each individual?</p> <p>2. What is the trend of additional members in the past 3 years and how much is the purchase amount per members?</p> <p>3. How much is the percentage of revenue from members per total revenue?</p>
<p>Ms. Unyarat Pornprakit Chief Executive Officer</p>	<p>1. Current we have members more than 180,000 persons and revenue per bill is approximately Baht 40,000 – 50,000.</p> <p>2. Additional members were growth in the past 3 years due to online distribution channel. In addition, the Company will revamp CRM program which include more campaigns and benefits for members that would get more new customers. Purchase per</p>

	<p>member depends on customer group because of variety products and price levels.</p> <p>3. Revenue proportion comprises of old customer and new customer at 60% and 40%, respectively.</p>
Ms. Wilawan Wongkamonsat Shareholder	Does the Company plan to export goods?
Ms. Unyarat Pornprakit Chief Executive Officer	We have no plan to export in short-term.

The meeting acknowledged the Company's 2021 operating results.

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

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, 2021, which had been approved by the audit committee as follows:

Statement of financial position as at December 31, 2021

As at December 31, 2021 the Company had total assets in the amount of Baht 2,098.1 million, when compared with last year, increased by Baht 21.0 million. The Company major's asset are cash, short-term investment, and long-term investment because the Company was paid by cash and credit card which credit term only 1 – 2 days. Cash and cash equivalents, and Other current financial assets as at December 31, 2021 increased by Baht 278.0 million due to net profit for the period net from dividend payments approximately at Baht 100 million. However, we bought fixed assets to renovate our branches and software to analyze data approximately at Baht 4-5 million. Trade receivables which is department store approximately decreased by Baht 18.0 million. Inventories approximately decreased by Baht 100.7 million due to inventory management with production plan according to the situation in each quarter. Right-of-use assets from the adoption of TFRS 16 decreased along with decrease in outstanding rental period.

As at December 31, 2021 the Company had total liabilities in the amount of Baht 766.0 million, when compared with last year, decreased approximately by Baht 101.4 million which major decremental is from decreased in lease liabilities in the same direction with right-of-use assets according to the adoption of TFRS 16. Trade payables decreased by Baht 29.4 million due to payment received by credit term.

As at December 31, 2021, the Company had retained earnings in the amount of Baht 1,065.5 million, when compared to last year, increased by Baht 122.4 million which resulting from net profit for the year deducted dividend payments.

Statement of comprehensive income for the year ended December 31, 2021

The Company's revenue from sales were still able to grow in the 1<sup>st</sup> quarter. However, revenue from sales decreased in the 2<sup>nd</sup> quarter because we could not launch many marketing activities. In the 3<sup>rd</sup> quarter, our branches which generate most of sales located in Bangkok and suburban which defined as dark red zone were temporary closed. This resulted in revenue from sales significantly decreased. However, business resumed the operation in September so we can arrange marketing activities that affected to the highest revenues from sales per quarter. The Company had revenue from sales in amount of 1,531.3 million, when compared with last year at Baht 1,704.3 million, decreased by Baht 173.0 million or equal to 10.2%.

Gross profit had the same direction as revenue from sales which showed at Baht 721.4 million when compared with last year at Baht 814.1 million, decreased by Baht 92.7 million or equal to 11.4%. Gross profit margin showed at 47.1% of revenue from sales.

Despite of pandemic situation, the Company is able to generate profit in every quarter. Especially in the 4<sup>th</sup> quarter, we can manage to get the new record for highest net profit as well as revenue from sales per quarter. Net profit for the year showed at Baht 225.3 million when compared to last year at Baht 266.8 million, decreased by Baht 41.5 million or equal to 15.6%. Net profit margin showed at 14.7%

Sales analysis between Bangkok and upcountry in 2021 showed that the proportion of sales in Bangkok is less than in the upcountry which represented at 46.6% and 53.4%, respectively. Because in the 3<sup>rd</sup> quarter we have more than 51 branches in Bangkok temporary closed and could not organize the events that usually arrange in Bangkok. The change in revenue from sales decreased by 10.5% due to same store sales decreased by 9.7% and closed store decreased by 0.2%. However, new store - Central Sriracha and Central Ayutthaya - increased by 0.1%.

Table of performance comparison for the year ended December 31, 2021 and 2020

Unit: Million Baht	12-month 2021		12-month 2020		Change	
Revenue from sales	1,531.27	100.00%	1,704.26	100.00%	(172.99)	(10.15%)
Cost of sales	(809.90)	(52.89%)	(890.19)	(52.23%)	(80.29)	(9.02%)
<b>Gross profit</b>	<b>721.37</b>	<b>47.11%</b>	<b>814.07</b>	<b>47.77%</b>	<b>(92.69)</b>	<b>(11.39%)</b>
Other income	8.67	0.57%	3.26	0.19%	5.41	166.06%
Selling expenses	(301.29)	(19.68%)	(327.11)	(19.19%)	(25.82)	(7.89%)
Administrative expenses	(139.62)	(9.12%)	(146.48)	(8.59%)	(6.86)	(4.68%)
Finance cost	(4.36)	(0.28%)	(5.56)	(0.33%)	(1.20)	(21.56%)
<b>Profit before income tax</b>	<b>284.77</b>	<b>18.60%</b>	<b>338.18</b>	<b>19.84%</b>	<b>(53.41)</b>	<b>(15.79%)</b>
Tax expenses	(59.52)	(3.89%)	(71.39)	(4.19%)	(11.87)	(16.63%)
<b>Net profit for the period</b>	<b>225.25</b>	<b>14.71%</b>	<b>266.79</b>	<b>15.65%</b>	<b>(41.54)</b>	<b>(15.57%)</b>

Overall, of Statement of comprehensive income for the year ended December 31, 2021. Revenue from sales and gross profit approximately decreased by 10% as reported before. Other income increased from Baht 3.3 million to Baht 8.7 million mainly due to interest income from short-term investment, long term investment and bond. Selling expenses for the year 2021 showed at Baht 301.3 million, decreased by Baht 25.8 million due to rental expenses, staff costs, and bank fee because 70% of our customers pay by credit card due to benefits. Administration expenses decreased by Baht 6.9 million due to staff costs. Finance cost of Baht 4.4 million was recognition according to the TFRS 16.

Significant Financial Ratios are as follows:

- Current Ratio (Times)	3.26
- Inventory Turnover (Days)	277
- Account Payable Turnover (Days)	168
- Account Receivable Turnover (Days)	30
- Sale Growth	-10.2%
- Gross Profit Margin	47.1%
- Net Profit Margin	14.7%

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	100,337,601	100.0000%
(2) Disapprove	-	-
(3) Abstain	-	-
(4) Voided ballot	-	-
<b>Total</b>	<b>100,337,601</b>	<b>100.0000%</b>

Note: According to diminished shareholders leave the meeting during agenda 3, therefore; number of votes decrease.

**RESOLVED** The meeting had considered and resolved to approve the Company's financial statements for year ended 31 December 2021.

**Agenda 4 To consider approving payment of dividends for the year 2021 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, 2021 in the amount of Baht 225.2 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 deduct the allocation to reserves required by laws and the Company in each year. The company already paid the interim dividend of Baht 0.15 (Fifteen Satang) per share from the 6 months operations from January – June 2021. Therefore, the company will pay the remaining dividend of Baht 0.37 (Thirty-Seven Satang) from the operations from July – December 2021. These arrangements, the total dividends of Baht 0.52 (Fifty-Two Satang) per share, totaling to Baht 90.6 million, representing 40.2% of the Company's net profit after reserves. The record date for receiving dividend was set on Tuesday 10<sup>th</sup> May 2022 and dividends will be paid on Friday 20<sup>th</sup> May 2022.

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	100,337,601	100.0000%
(2) Disapprove	-	-
(3) Abstain	-	-
(4) Voided ballot	-	-
<b>Total</b>	<b>100,337,601</b>	<b>100.0000%</b>

**RESOLVED** The meeting had considered and resolved to approve payment of dividends for the year 2021 operating results as proposed.

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

The chairman informed the meeting that according to Public Company Limited Act, B.E. 2535 and the company's regulations. One-third (1/3) of the directors shall retire from the Company. In 2022, The 3 directors were retiring by rotation as follows:

- |                          |                                                   |
|--------------------------|---------------------------------------------------|
| 4. Mr. Manu Leopairote   | Chairman and Independent Director                 |
| 5. Mr. Viroj Phonprakit  | Vice Chairman and Chairman of Executive Committee |
| 6. Mr. Pakorn Partanapat | Independent Director                              |



The Chairman said that the meeting should be in accordance with good governance principles. As all the 3 directors are stakeholders of this agenda, the Chairman asked all 3 directors to temporarily leave the meeting and assigned Mr. Amnuay Nakruchata-amorn, Chairman of Audit Committee and Independent director, to conduct the meeting.

Mr. Amnuay Nakruchata-amorn, Chairman of Audit Committee and Independent director, said that the appointment of directors to replace the directors who retire from the Company. The Company informed the shareholders to propose director nominees who met required qualification since November 17, 2021 to January 31, 2022 which resulted that there was no proposed name of qualified director candidates from shareholders in advance for AGM. However, the Board of Directors had prudently considered that 3 directors who retire by rotation having professional qualifications, knowledge, capabilities, expertise and experience in diverse areas that correspond with the Company's business operation. Therefore, the Board proposed that these three retiring directors be re-elected for another term. The Company had already sent information, profile, work experiences, and meeting attendance for each director as attached document 3. For voting, considerate of each person.

The Chairman asked the shareholders if they have any questions or comments for voting **Mr. Manu Leoparote** to be Chairman and Independent Director for another term.

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
<b>1. For reelection of Mr. Manu Leoparote</b>		
(1) Approve	99,622,001	99.2868%
(2) Disapprove	715,600	0.7132%
(3) Abstain	-	-
(4) Voided ballot	-	-
<b>Total</b>	<b>100,337,601</b>	<b>100.0000%</b>

**RESOLVED** The meeting had considered and resolved that Mr. Manu Leoparote was re-elected to be Chairman and Independent Director for another term.

The Chairman asked the shareholders if they have any questions or comments for voting **Mr. Viroj Phonprakit** to be Vice Chairman and Chairman of Executive Committee for another term.

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
<b>2. For reelection of Mr. Viroj Phonprakit</b>		
(1) Approve	99,622,001	99.2868%
(2) Disapprove	715,600	0.7132%
(3) Abstain	-	-
(4) Voided ballot	-	-
<b>Total</b>	<b>100,337,601</b>	<b>100.0000%</b>

**RESOLVED** The meeting had considered and resolved that Mr. Viroj Phonprakit was re-elected to be Vice Chairman and Chairman of Executive Committee for another term.

The Chairman asked the shareholders if they have any questions or comments for voting **Mr. Pakorn Partanapat** to be Independent director for another term.

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
<b>3. For reelection of Mr. Pakorn Partanapat</b>		
(1) Approve	99,622,001	99.2868%
(2) Disapprove	715,600	0.7132%
(3) Abstain	-	-
(4) Voided ballot	-	-
<b>Total</b>	<b>100,337,601</b>	<b>100.0000%</b>

**RESOLVED** The meeting had considered and resolved that Mr. Pakorn Partanapat was re-elected to be Independent director for another term.

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

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

Ms. Tanaporn Tana-Arapong informed the meeting that the Board of Directors' Meeting of the Company No.1/2022 had resolve to approve the directors' remuneration and Meeting allowance for year 2022. The details as follows:

- Considering meeting allowance for the year 2022, which allocated by directors' responsibility. Meeting allowance (per time / person). The details are compared with the year 2021-2022 as follows:

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

- Considering director remuneration for the year 2022, totaling not more than Baht 1,410,000 (Baht One Million and Four Hundred Ten Thousand only) which allocated by directors' responsibility. The details are compared with the year 2021-2022 as follows:

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

For this agenda, voting needs to be at least two-three (2/3) of the votes of the shareholders present and entitled to vote.

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	100,178,601	100.0000%
(2) Disapprove	-	-
(3) Abstain	-	-
(4) Voided ballot	-	-
<b>Total</b>	<b>100,178,601</b>	<b>100.0000%</b>

Note: According to diminished shareholders leave the meeting during agenda 6, therefore; number of votes decrease.

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

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

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.1/2022 had resolved to appoint the following auditors from PV Audit Limited as the Company's auditor for the year 2022:

1. Mr. Prawit Wiwanthanat, CPA License No 4917; or
2. Mr. Thoetthong Thepmangkorn, CPA License No 3787; or
3. Mr. Boonkasem Sarnklin, CPA License No 11888; or
4. Ms. Rathapat Limsakul CPA License No 10508

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.

The Board of Directors had passed a resolution to propose the shareholders to consider appointing auditors and approving auditor's remuneration for the year 2022 in the amount of Baht 1,880,000. (One Million Eighty-Eight Hundred Thousand Baht only) which comprises of

- |                                      |         |
|--------------------------------------|---------|
| 1. Annual audit fee                  | 750,000 |
| 2. Review (Baht 310,000 per quarter) | 930,000 |
| 3. General control and Technology    | 200,000 |

There is no change in auditor's remuneration from the year 2021

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

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	100,178,801	100.0000%
(2) Disapprove	-	-
(3) Abstain	-	-
(4) Voided ballot	-	-
<b>Total</b>	<b>100,178,801</b>	<b>100.0000%</b>

Note: According to additional shareholders attend the meeting during agenda 7, therefore; number of votes increase.

**RESOLVED** The meeting had considered and resolved approval to appoint an auditor and the auditor's remuneration for the year 2022 as proposed.

#### **Agenda 8**      **Other Matters**

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

Mr. Panuwat Wechayanwiwat Shareholder	How the depreciation in Thai Baht and the increasing in gold price affect to the Company's performance? And how to deal with them?
Ms. Unyarat Pornprakit Chief Executive Officer	The depreciate in Thai Baht affect to incremental in cost of diamond that imported from Belgium. However, we enter into the forward contract for each shipment to hedge Baht to control the cost. In term of gold price, the change was fluctuated up and down which

	still in the range that we able to manage and not affect to the gross profit margin. Also, selling expenses and revenue from sales are still as target set.
Mr. Panuwat Wechayanwivat Shareholder	How much does SSG and revenue goal for this year?
Ms. Unyarat Pornprakit Chief Executive Officer	We will manage SSG growth about 8% and the rest from new stores. However, the Company will update the changes on opportunity day every quarter.
Mr. Yanyong Wongsawang Shareholder	<ol style="list-style-type: none"> <li>1. What is the target for growth in the next 3 – 5 years?</li> <li>2. What is S-curve that the management mentioned in Money talk reality?</li> <li>3. Can the Company use domestic's business model for the overseas market? Which country is likely to have a chance to export to? Are Vietnam and the Philippines are considered as interesting?</li> </ol>
Ms. Unyarat Pornprakit Chief Executive Officer	<ol style="list-style-type: none"> <li>1. The Company was able to overcome 2 years of COVID-19 situation and currently we are the leading retail diamond jewelry business. For the target goal in 3 – 5 years, we will expand the market share and generate sales growth along with products expansion and expand our target customers. Moreover, we are currently running on many projects in order to improve the Company's growth.</li> <li>2. The current consumers' behaviors had changed due to new normal life. Besides new collections and branches expansion, we also plan to expand our business to reach more range of customers.</li> <li>3. We can expand our business to overseas market especially in neighbor countries because our current management is well-organized and has met the standard. Also, the product design and quality are acceptable.</li> </ol>
Mr. Smith Saengsupawanich Shareholder	How much is the target for online sale growth for this year? How much is its proportion per revenue from sales? And what is the Company's strategy?
Ms. Unyarat Pornprakit Chief Executive Officer	We set the goal of online sale to be represent 7-10% of revenue from sales. Since the online sales in 2021 are growth from 2020, we will manage both offline and online store including expand online distribution channel on the new marketplace.

Mr. Panuwat Wechayanwivat Shareholder	From 56-1 one report page 79, compare with 2019 why bonus for management in 2020 and 2021 increased significantly, while the company's performance is dropped. And why in 2021 salary for management is increased compare to average staff salary is decreased?
Ms. Tanaporn Tana-Arpapong Chief Financial Officer	The information disclosed is the amount of bonus paid to management from prior year's performance. Bonus paid to management for the year 2019, 2020, and 2021 is equal to Baht 10.8 million, Baht 8.5 million, and Baht 7.4 million, respectively. These in line with the direction of revenue from sales and performance of those years.

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 executives and all staff who cause the Company's performance continuously growth, partnership, suppliers, and customer who be a part of the Company as a leader of diamond jewelry and carat until now. And finally, thank you for participating in the meeting today and, at 11.25 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

Annual Report and Financial Statements for the year 2022  
(Form 56-1 One report)



## Profiles of directors retiring by rotation and proposed to be re-elected

**Name-Surname:** Mr. Amnuay Nakruchata-Amorn  
**Age:** 67  
**Title:** Chairman of Audit Committee & Independent Director  
**Education:**

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



**Number of shares:** 66,050 shares or 0.038% (as of 30 December 2022)

**Term of directorship** 2008 – present (15 years)

**Directorship in Other Listed Companies**

- None

**Directorship in Non-listed Companies**

- None

**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) 25/2009
- Director Certification Program (DCP) 210/2015

**Other Training Courses:**

- None

**Attendance:**

- Audit Committee's Meetings in 2022, 4 of 4
- Board of Director Meetings in 2022, 4 of 4
- Annual General Shareholders' Meeting in 2022, 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 or subsidiary companies
- Not being professional service providers e.g. auditors or legal consultants
- Not being a director who participate in management and do not have significant business relationship which may prevent the candidate from performing the duties independently



## Profiles of directors retiring by rotation and proposed to be re-elected

**Name-Surname:** Ms. Unyarat Pornprakit  
**Age:** 43  
**Title:** Director / Executive Director / Chief Executive Officer  
**Education:**

- Master of Science in Marketing Program (MIM), Thammasat University
- Bachelor of Business Administration, Accounting, Assumption University

**Number of shares:** 6,249,000 shares or 3.586% (as of 30 December 2022)  
**Term of directorship** 2008 – present (14 years)



**Directorship in Other Listed Companies**

- None

**Directorship in Non-listed Companies**

2004 – Present                      Director                      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**

- Diamond Identification and Grading Course, United State of America
- Chief Financial Officer Certification Program 10/2008, Federation of Accounting Professions Under The Royal Patronage of His Majesty The King
- Chief Transformation Officer, Market for Alternative Investment (mai)
- Capital Market Academy Leadership Program (CMA) Class 31

**Attendance:**

- Board of Director Meetings in 2022, 4 of 4
- Annual General Shareholders' Meeting in 2022, 1 of 1

**Criminal record:**

- None

**Information for consideration of the election of Independent Directors:**

- Daughter of Chairman of Executive Committee and Senior Vice President of Executive Committee
- Holding a position as Chief Executive Officer since August 11, 2015

## Profiles of directors retiring by rotation and proposed to be re-elected

**Name-Surname:** Dr. Sahasroj Rojmetha  
**Age:** 67  
**Title:** Director & Independent Director  
**Education:**

- DBA (Marketing), US International University, San Diego California
- MBA, Tarleton State University, Texas
- MBA, (General Management), Chulalongkorn University,
- BA. (Accounting), University of the Thai Chamber of Commerce

**Number of shares:** 100,000 shares or 0.057% (as of 30 December 2022)  
**Term of directorship** 2008 – present (15 years)



**Directorship in Other Listed Companies**

- None

**Directorship in Non-listed Companies**

- None

**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) 17/2004
- Director Certification Program (DCP) 115/2009

**Other Training Courses:**

- None

**Attendance:**

- Board of Director Meetings in 2022, 3 of 4 (Authorized sick leave 1 time due to Covid-19)
- Annual General Shareholders' Meeting in 2022, 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 or subsidiary companies
- Not being professional service providers e.g. auditors or legal consultants
- Not being a director who participate in management and do not have significant business relationship which may prevent the candidate from performing the duties independently

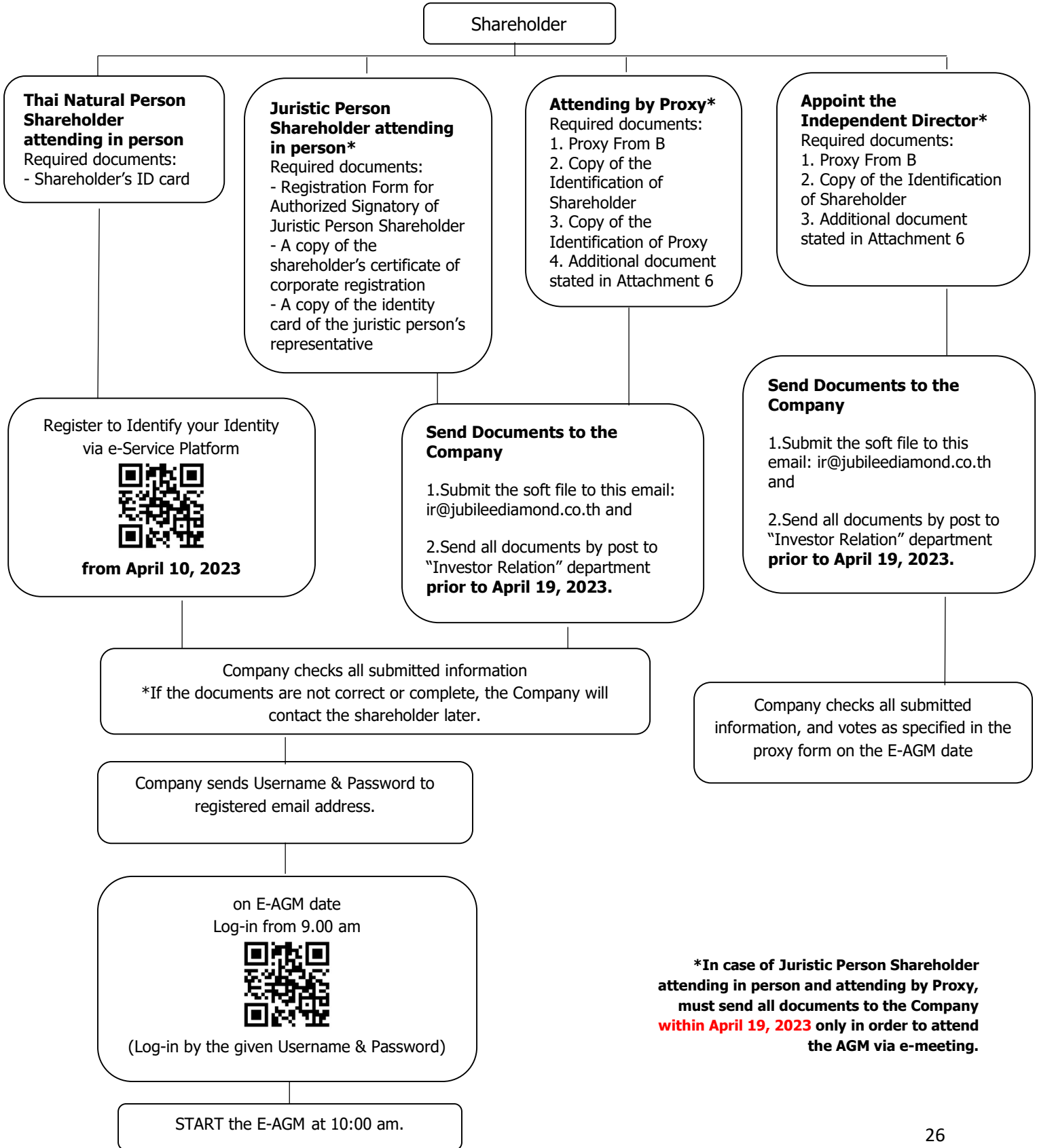
## Independent Director Defined

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 2023 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. Pirote Maleehorm. 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 10, 2023, by register at

<https://portal.eservice.set.or.th/Account/Login?refer=COGhWGzszs10qEBdoC9jo8QnMUMW9%2fyBGWHciYh4IXbtPPcaLQ%2f4A%3d%3d>, shareholders can see details and registration procedure from **Manual for DAP e-Shareholder Meeting System (For Shareholders)**

**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;

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

2<sup>nd</sup> 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.

*3<sup>rd</sup> Photo: Shareholder's straight face with the identity card must be the same as 1<sup>st</sup> photo and 2<sup>nd</sup> 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](mailto:ir@jubileediamond.co.th) then, Send all original documents that mentioned above to the Company **prior to April 19, 2023** 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](mailto:ir@jubileediamond.co.th) then, Send all original documents that mentioned above to the Company **prior to April 19, 2023** 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](mailto:ir@jubileediamond.co.th) then, Send all original documents that mentioned above to the Company **prior to April 19, 2023** 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]**

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**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](mailto:ir@jubileediamond.co.th).

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## 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. Pirote Maleehorm  
**Age:** 72  
**Title:** Audit Committee & Independent Director  
**Address:** No. 1/38, Supalai Orchid Park Watcharapol, Sulkaphiban 5  
Soi 67, Ao Ngoen, Sai Mai, Bangkok 10220

**Remark:** The resume of Independent Directors is appeared  
in the Annual Report and Financial Statements for the  
year 2022 (Form 56-1 One 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. PIROTE MALEEFORM, 72 years-old, residing at No. 1/38, Supalai Orchid Park Watcharapol, Sulkaphiban 5 Soi 67, Ao Ngoen, Sai Mai, Bangkok 10220

as my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the Shareholders for 2023, to be held on Friday, 21<sup>st</sup> April 2023, 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 2022, held on Friday, 22<sup>nd</sup> April 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 2 To acknowledge the Company's operating results 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 3 To consider approving the Company's financial statement and auditor's report for the year ended 31 December 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 4 To considering approving dividend payment for the year 2022 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. Amnuay Nakruchata-Amorn
      - Approve
      - Disapprove
      - Abstain
    2. Name of director: Ms. Unyarat Pornprakit
      - Approve
      - Disapprove
      - Abstain
    3. Name of director: Mr. Sahasroj Rojmetha
      - Approve
      - Disapprove
      - Abstain

**Agenda 6 To consider approving directors' remuneration for 2023**

- (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 2023**

- (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 19, 2023** 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. PIROTE MALEEHORM, 72 years-old, residing at No. 1/38, Supalai Orchid Park Watcharapol, Sulkaphiban 5 Soi 67, Ao Ngoen, Sai Mai, Bangkok 10220

as my/our proxy for the purpose to attending and voting on my/our behalf at the Annual General Meeting of the Shareholders for 2023, to be held on Friday, 21<sup>st</sup> April 2023, 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 2022, held on Friday, 22<sup>nd</sup> April 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 2 To acknowledge the Company’s operating results 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 3 To consider approving the Company’s financial statement and auditor’s report for the year ended 31 December 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 4 To considering approving dividend payment for the year 2022 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. Amnuay Nakruchata-Amorn

Approve

Disapprove

Abstain

2. Name of director: Ms. Unyarat Pornprakit

Approve

Disapprove

Abstain

3. Name of director: Mr. Sahasroj Rojmetha

Approve

Disapprove

Abstain



**Agenda 6 To consider approving directors' remuneration for 2023**

- (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 2023**

- (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 19, 2023** only.

**Registration Form for Authorized Signatory of Juristic Person Shareholder**

Written at.....

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

Shareholder Name.....

Tax ID Number.....

Address.....

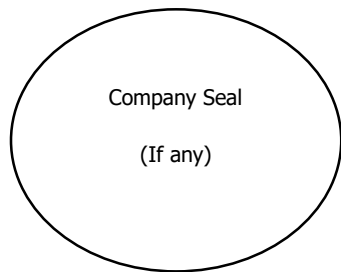
.....

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 19, 2023**.