

No. CS/AGM/1/2024

March 25<sup>th</sup>, 2024

**Re:** Invitation to attend Annual General Meeting of the Shareholders for the year 2024

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

- Encl(s):**
1. Minutes of Annual General Meeting of the Shareholders for the year 2023;
  2. Annual Report and Financial Statements for the year 2023 (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 2024 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 21<sup>st</sup>, 2024, 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 2024, on Tuesday, April 23<sup>rd</sup>, 2024, 14:00 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 2023, held on Friday, April 21<sup>st</sup>, 2023**

Objective and Rationale: The Company had prepared minutes of the Annual General Meeting of Shareholders of 2023 which was held on Friday, April 21<sup>st</sup>, 2023 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 2023, held on Friday, April 21<sup>st</sup>, 2023 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 2023**

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 2023 as shown in the Annual Report and Financial Statements for the year 2023 (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 2023 to the Annual General Meeting of the Shareholders.

**Agenda 3 To consider approving the financial statements for the year ended, December 31<sup>st</sup>, 2023**

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 2023 (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<sup>st</sup>, 2023 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 2023 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 2023 operating performance of Baht 0.50 (Fifty Satang) per share, totaling approximately Baht 87.14 million, representing 42.88% of the Company's net profit after tax and statutory reserves, which is in accordance with the Company's dividend payment policy. The Company's reserve has reached an amount equivalent to 10 percent of the Company's registered capital. In 2023, dividend of Baht 0.25 (Twenty-five Satang) per share was paid as an interim dividend on September 8<sup>th</sup>, 2023. The final dividend payment will be Baht 0.25 (Twenty-five Satang) per share, allocated from the operating results for the period July 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023 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 3<sup>rd</sup>, 2024 and the dividend payment will be on May 17<sup>th</sup>, 2024. The comparative dividends pay out are as follows:

Detail of Dividend	2023	2022	2021
Dividend per share (Baht)	0.50	0.73	0.52
Dividend amount (Million Baht)	87.14	127.22	90.62
Distribution rate (%)	42.88	40.47	40.23

**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. Mrs. Suwatana Tulayapisitchai | to be re-elected for another term as Director             |
| 2. Ms. Zonwa Denmeka             | to be re-elected for another term as Independent Director |
| 3. Mr. Pirote Maleehorm          | to be re-elected for another term as Independent Director |

**Agenda 6 To consider approving determination and payment of directors' remuneration for the year 2024**

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	2024	2023	2022
Chairman of Board of Directors	71,000	68,000	68,000
Chairman of Audit Committee	26,000	25,000	25,000
Vice Chairman	26,000	25,000	25,000
Audit Committee / Independent Director	23,000	22,000	22,000
Executive Director	23,000	22,000	22,000

And bonus for the Board of Directors totaling amount not more than Baht 1,621,000 (Baht One Million Six Hundred and Twenty-one Thousand only) with no other remunerations, as follow;

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

Position	2024	2023	2022
Chairman of Board of Directors	247,000	236,000	236,000
Chairman of Audit Committee	169,000	161,000	161,000
Vice Chairman	169,000	161,000	161,000
Audit Committee / Independent Director	149,000	142,000	142,000
Executive Director	149,000	142,000	142,000

**Agenda 7 To appoint an auditor and the auditor's fee for 2024**

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, without any subsidiaries company 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 2024 had intensely negotiated. Thus, the Board has resolved to propose to the shareholders meeting to consider to appoint the following auditors:

Auditor's name	CPA Registration No.	Number of years certified on the Company's financial statements
1.Mr.Prawit Wiwanthananut	4917	1 year (2015)
2.Ms.Chompoonuch Saetae	8382	-
3.Ms.Rathapat Limsakul	10508	-
4.Ms.Jiamjai Seangsi	11159	-

or  
or  
or

of PV Audit Limited or other auditors from the same Company as the Company's auditor for the year 2024. The determined audit fee is in amount of Baht 1,930,000 (Baht One Million Ninety-Three Hundred Thousand only). The comparison's details of auditor's fees of 2022-2024 are as follows.

	2024	2023	2022
Audit Fee	1,930,000	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 2024 will be held on Tuesday, April 23<sup>rd</sup>, 2024 at 14:00 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 9<sup>th</sup>, 2024 until April 22<sup>nd</sup>, 2024, through e-service platform at

<https://portal.eservice.setgroup.or.th/Account/Login?refer=OyBgnQ1%2bQykykUslqVSXijNu6%2fYamN VnDD6TFIJNSSq8dG9LWhwVEw%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 **within April 19<sup>th</sup>, 2024 (Postmark date)**. Additionally, the Shareholders could also request the paper version of proxy Form by sending an email to [ir@jubileediamond.co.th](mailto:ir@jubileediamond.co.th) within Friday, April 5<sup>th</sup>, 2024. The email subject should be "Request for Proxy Form (B or C) for AGM 2024" and attached with the official documents to identify your identity such as a copy of your identification card. The Company will send the paper proxy Form as your request on **Tuesday, April 9<sup>th</sup>, 2024**.

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 2024, including all attachments and proxy forms on the Company's website <https://jubilee-th.listedcompany.com/>

Yours respectfully,

**Jubilee Enterprise Public Company Limited**

- Signature -

(Manu Leopaïrote)

Chairman of Board of Director

**Minutes of the Annual General Meeting of the Shareholders for 2023**

Jubilee Enterprise Public Company Limited (the "Company")

Held on Friday, April 21<sup>st</sup>, 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, Thungmahamek, Sathorn, Bangkok 10120

The meeting commenced at 10:00 hrs.

Miss Sirinadda Kawewattana, the secretary to the Company's Executive Committee announced that there are 17 shareholders equal to 2,596,600 shares attending the meeting online and 24 proxies equal to 98,822,700 shares, totaling 41 persons. The aggregate number of shares equal to 101,419,300 shares or represents 58.20% 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 2023, 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"
- The shareholders or proxies are allowed to send the question in advance and the Company will answer the question in order in the related agendas.

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 will have voting time of 1 minute per agenda.