

## (Translation)

## Minutes of the Extraordinary General Meeting of Shareholders No.1/2020

## JCK International Public Company Limited

Time and Place

The Meeting was held on November 2, 2020 at 14.00 hours at Rajmontien Grand Ballroom, Mezzanine, Montien Hotel Surawong Bangkok, located at No.54, Surawong Road, Bangrak, Bangkok 10500.

Preliminary

Dr. Apichai Taechaubol, Chairman of the Board of Directors, presided as Chairman of the Meeting, informed the Meeting that 121 shareholders attended the Meeting themselves and by proxy, totaling 1,197,336,817 shares or equivalent to 55.7670 percent of 2,147,034,479 shares totaling sold, which duly formed a quorum as stated in the Articles of Association.

The Chairman announced the Meeting opened and assigned Mr. Methawee Netsawai, the Assistant Company Secretary, introduce the Board of Directors to the Meeting as follows;

Board members who attended the Meeting, totaling 8 members;

- |                 |                |  |
|-----------------|----------------|--|
| 1. Dr. Apichai  | Taechaubol     | Director, Chairman<br>and Executive Chairman   |
| 2. Mr. Prasong  | Vara-ratanakul | Independent Director,<br>Audit Committee Chairman and<br>Corporate Governance, Nomination<br>and Remuneration Committee Chairman |
| 3. Mr. Chetawan | Anuntasomboon  | Independent Director,<br>Audit Committee Member and<br>Corporate Governance, Nomination<br>and Remuneration Committee Member     |
| 4. Mr. Tawil    | Praisont       | Independent Director and<br>Audit Committee Member   |
| 5. Mr. Gumpol   | Tiyarat        | Director   |

6. Mr. Anukul	Ubonnuch	Director, Executive Director and Managing Director
7. Mr. Krittawat	Taechaubol	Director, Executive Director and Director Deputy Managing Director
8. Ms. Siriporn	Tamenant	Director, Executive Director, Director Deputy Managing Director, Administration and Information Technology and Company Secretary

The proportion of directors who attended the Meeting was 88.88% of total 9 directors.

The Assistant Company Secretary introduced the members of management and 2 representatives from Far East Law Office (Thailand) Company Limited, the Company's solicitor and the Meeting's votes inspector, as represented by Mr. Theerapan Petchsuwan and Mr. Visarut Onnuam.

The Assistant Company Secretary informed to the meeting that under the circumstance of the COVID19 outbreak, the shareholders' meeting involves gathering, which may risk person-to-person transmission of the virus. Thus, realizing the shareholders' health concerned and reduction of COVID 19 pandemic spreading, the Company requests for cooperation from all shareholders to consider appointing the Company's independent directors who have no conflict of interest with any of the meeting agenda a proxy to attend the meeting on shareholder's behalf instead of attending the physical meeting. According to the law and regulation, the Extraordinary General Meeting of Shareholders must be attended by at least 25 shareholders or not less than half of the total shareholders, whichever is lower and the attended shareholders must together hold not less than 1/3 (one-third) of the total shares to constitute a quorum. Currently, the Company has received some amount of proxies from shareholders and satisfied the requirement by law and regulation to constitute a quorum to convene the Extraordinary General Shareholders' Meeting.

The Assistant Company Secretary explained to the Meeting the voting procedures for those who attended by themselves and by proxy that at the Extraordinary General Meeting of Shareholders, voting ballots were provided for every agenda. One share was equal to one vote. In each agenda, if no shareholder disagreed or abstained from voting, shareholders shall be considered unanimously resolving to adopt the agenda as suggested by the Chairman. However, should a shareholder disagree or would like to abstain from voting, he/she was asked to raise his/her hand and cast a vote in a distributed ballot when registered. The ballot shall be handed over to staff for counting purpose, the result of which will be later notified to the Meeting. The Company would record votes of approval,

disapproval or abstention by shareholders who had appointed a proxy to attend the Meeting on their behalf and who had already voted in a ballot in the registration of meeting resolution based on each meeting's agenda.

For question and opinion, the Company provided shareholders an opportunity to ask question and to express opinion in all relevant agendas. Before questioning and expressing view, the Company required shareholders to identify themselves to the Meeting.

The Chairman assigned Mr. Anukul Ubonnuch, Managing Director, to proceed the Shareholders' Meeting in accordance with the meeting's agendas.

**Agenda 1: To adopt the Minutes of the 2020 Annual General Meeting of Shareholders**

The Managing Director proposed the Minutes of the 2020 Annual General Meeting of Shareholders held on April 28, 2020 for the Meeting to approve.

This agenda must be approved by simple majority of the total number of votes of the shareholders or proxies presented at the meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Resolved :** The Meeting, having considered the matter and deemed that the minutes were correct, therefore the Meeting resolved with unanimously vote to adopt the minutes of 2020 Annual General Meeting of Shareholders held on April 28, 2020 with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,197,806,317	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000
4. Void Ballot	0	-

Remark: In this agenda, there were 4 shareholders/proxies increasing from the start of the meeting, together holding 469,500 shares. Total shareholders/proxies in this agenda is 125 persons and the shares which are eligible to vote in this agenda are 1,197,806,317 shares.

**Agenda 2: To consider and approve to decrease the registered capital of the Company and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.**

The Managing Director proposed the meeting to consider and approve to decrease the registered capital of the Company and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

The Managing Director informed to the Meeting that the Company has to completely decrease registered capital of the Company and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company prior to any increase of its capital in compliance with the provisions of the Public Limited Company Act that requires the Company to decrease the share capital by cancelling non allotment of the registered share capital prior to increase new registered share capital.

Therefore, it was deemed appropriate to propose to the Meeting of shareholders to consider and approve to decrease the registered capital of the Company from Baht 2,769,466,527 to Baht 2,147,034,479 by canceling non allotment of 622,432,048 ordinary shares at the par value of Baht 1 per share, consisting of 214,703,414 ordinary shares reserved for the offering via private placement in General Mandate which has not yet been offered and 407,728,634 ordinary shares reserved for the exercise of JCK-W5 warrants which has been expired and delisted since July 15, 2020.

In addition, to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital, by cancellation of the existent contents and use of the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 2,147,034,479	(Two Thousand One Hundred Forty- Seven Million Thirty- Four Thousand Four Hundred and Seventy-Nine Baht)
Divided into	2,147,034,479 shares	(Two Thousand One Hundred

**Attached 1**

		Forty- Seven Million Thirty- Four Thousand Four Hundred and Seventy-Nine shares)
Par value of	Baht .1	(One Baht)
Divided as follows;		
Ordinary shares	2,147,034,479 shares	(Two Thousand One Hundred Forty- Seven Million Thirty- Four Thousand Four Hundred and Seventy-Nine shares)
Preferred shares	- shares	(- shares)”

This agenda must be approved by not less than three-fourths of the total number of votes of the shareholders or proxies presented at the Meeting and are eligible to vote, pursuant to Clause 33 of the Company’s Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with unanimously vote to approve the decrease of the registered capital of the Company and amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital by the details as proposed by the Managing Director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,197,818,346	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000
4. Void Ballot	0	-

Remark: In this agenda, there were 4 shareholders/proxies increasing from the previous agenda, together holding 12,029 shares. Total shareholders/proxies in this agenda is 129 persons and the shares which are eligible to vote in this agenda are 1,197,818,346 shares.

**Agenda 3: To consider and approve to increase the registered capital of the Company and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.**

The Managing Director proposed the Meeting to consider and approve to increase the registered capital of the Company and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

The Managing Director informed to the Meeting that the Company needs to raise funds in order to be utilized as working capital, repaying debt, and for using in the current business operation and in the project development of the Company and subsidiaries, as well as to support future expansion. Therefore, the Company has the intention to increase the registered capital of the Company and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

Therefore, it was deemed that the Meeting of shareholders should consider and approve to increase the registered capital of the Company from Baht 2,147,034,479 to Baht 3,220,551,718 by issuing 1,073,517,239 newly issued ordinary shares with par value of Baht 1 per share, to be reserved for the exercise of the warrants to purchase the ordinary shares of the Company No.6 (JCK-W6) offered to existing shareholders without charge, pursuant to details as shown in Capital Increase Report Form (Attachment 2 of the invitation letter), and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital by cancellation of the existent contents and use of the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 3,220,551,718	(Three Thousand Two Hundred Twenty Million Five Hundred Fifty-One Thousand Seven Hundred and Eighteen Baht)
Divided into	3,220,551,718 shares	(Three Thousand Two Hundred Twenty Million Five

Par value of	.	Baht . 1	Hundred Fifty-One Thousand Seven Hundred and Eighteen shares) (One Baht)
Divided as follows;			
Ordinary shares	3,220,551,718 shares		(Three Thousand Two Hundred Twenty Million Five Hundred Fifty-One Thousand Seven Hundred and Eighteen shares)
Preferred shares	- shares		(- shares)”

This agenda must be approved by not less than three-fourths of the total number of votes of the shareholders or proxies presented at the Meeting and are eligible to vote, pursuant to Clause 33 of the Company’s Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with unanimously vote to approve the increase the registered capital of the Company and amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital by the details as stated by the Managing Director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,197,818,346	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000
4. Void Ballot	0	-

Remark: In this agenda, there were no additional shareholders/proxies from the previous agenda.

Total shareholders/proxies in this agenda is 129 persons and the shares which are eligible to vote in this agenda are 1,197,818,346 shares.

**Agenda 4: To consider and approve the allocation of the newly issued ordinary shares.**

The Managing Director proposed the allocation of the newly issued ordinary shares to the Meeting.

The Managing Director reported to the Meeting that as aforementioned in Agenda 3 with respect to the plan of funding in order to be utilized as working capital, repaying debt, and for using in the current business operation and in the project development of the Company and subsidiaries, as well as to support future expansion, according to the law, the Meeting is required to consider and approve the allocation of 1,073,517,239 newly issued ordinary shares with par value of Baht 1 per share.

Therefore, it was deemed appropriate for the Meeting of shareholders to consider and approve the allocation of newly issued ordinary shares with details as follows:

Amount not exceeding 1,073,517,239 newly issued ordinary shares with par value of Baht 1 per share, or equal to 50% of the current paid-up capital of the Company, to be reserved for the exercise of the warrants to purchase ordinary shares of the Company No.6 (JCK-W6) offered to existing shareholders at the ratio of 2 existing shares per 1 unit of JCK-W6 (fractions will be discarded) without charge. The exercise price is Baht 2.00 per share. Details are shown in the Summary of Preliminary Details of the Warrant to Purchase Ordinary Shares of JCK International Public Company Limited No. 6 (JCK-W6) Offered to Existing Shareholders Without Charge (Attachment 3 of the invitation letter).

This agenda must be approved by simple majority of total number of votes of the shareholders or proxies presented at the Meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with unanimously vote to approve the allocation of the newly issued ordinary shares by the details as proposed by the Managing Director with the following votes:

Resolution	Number of Votes	Percentage of the total number of
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	(1 share = 1 vote)	votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,197,825,346	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000
4. Void Ballot	0	-

Remark: In this agenda, there were 1 shareholder/proxy increasing from the previous agenda holding 7,000 shares. Total shareholders/proxies in this agenda is 130 persons and the shares which are eligible to vote in this agenda are 1,197,825,346 shares.

**Agenda 5: To consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.6 (JCK-W6) offered to existing shareholders without charge**

The Managing Director proposed the issuance and offering of the warrants to purchase ordinary shares of the Company No.6 (JCK-W6) offered to existing shareholders without charge to the Meeting.

The Managing Director reported to the Meeting that the Company has the intention to issue and offer the warrants to purchase ordinary shares of the Company No.6 (“Warrants No. 6” or “JCK-W6”) to existing shareholders without charge.

Therefore, it was deemed appropriate for the Meeting of shareholders to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.6 (JCK-W6) in the amount not exceeding 1,073,517,239 units to existing shareholders at the ratio of 2 existing shares per 1 unit of JCK-W6 (fractions will be discarded) without charge. The exercise price is Baht 2.00 per share. The Record Date of shareholders who will have JCK-W6 allotted shall be determined on November 6, 2020 (Record Date). The term of warrants is not exceeding 2 years from the issuing and offering date.

In addition, the Board of Directors and/or Executive Committee and/or Executive Chairman and/or Managing Director and/or the person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Managing Director shall be authorized to specify and adjust terms, conditions, and other details including but not only limited to exercise price, exercise ratio, issuance

and offering date including the authority to consider the necessity of the issuance of new ordinary share to accommodate the adjustment or changes in the exercise price and/or exercise ratio related to JCK-W6, and shall also be empowered to take any actions necessary as appropriate regarding the issuance and offering of JCK-W6 and listing of JCK-W6 on the Stock Exchange of Thailand as well as to proceed for necessary approval from relevant authorities.

Details are shown in the Summary of Preliminary Details of the Warrant to Purchase Ordinary Shares of JCK International Public Company Limited No. 6 (JCK-W6) Offered to Existing Shareholders Without Charge (Attachment 3 of the invitation letter).

This agenda must be approved by simple majority of total number of votes of the shareholders or proxies presented at the Meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with unanimously vote to approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.6 (JCK-W6) as proposed by the Managing Director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	1,197,909,240	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000
4. Void Ballot	0	-

Remark: In this agenda, there were 6 shareholders/proxies increasing from the previous agenda, together holding 83,894 shares. Total shareholders/proxies in this agenda is 136 persons and the shares which are eligible to vote in this agenda are 1,197,909,240 shares.

**Agenda 6: Other matter (if any)**

The Chairman asked if any shareholders would like to submit other matters to the Meeting or if anyone would have any question. As there was no further matter to discuss or question from the shareholders, the Chairman expressed his appreciation to the shareholders for attending the Meeting and announced the Meeting to be adjourned.

The Meeting was adjourned at 14.43 hours.




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(Dr. Apichai Taechaubol)

Chairman of the Meeting

**Director's Resume**  
**JCK International Public Company Limited**

Name - Surname	: Mr.Anukul Ubonnuch	
Age	: 62 years	
Present position in the company	: 2002 – Present      Director 2017 – Present      Executive Director 2019 – Present      Managing Director	
Period of directorship	: 19 years	
Term of directorship	: 6 term and 1 year (1 term : 3 years	
Type of proposal directors	: Director	
Education	: Master's Degree of Business Administration Kasetsart University : Barrister at Law Legal Education Thai Bar Association : Bachelor's Degree in Law Ramkhamhaeng University	
Director Training Program from IOD	: DCP, Class 7/2001 Director Diploma Examination Chartered Director, Class 5/2009	
Percentage of shareholding	: 450,000 shares or equal to 0.02 percent of the total shares sold. (as of November 6, 2020)	
Present position in other company		
- Listed companies	: None	
- Non-listed companies	: 2020 – Present      Director Ratchadamri Real Estate Co., Ltd. 2017 – Present      Director BGY & TFD Properties Co., Ltd. 2013 – Present      Director, Executive Director and Managing Director Crown Development Co., Ltd 2013 – Present      Director, Executive Director and Managing Director JCK Utilities Co., Ltd. 2010 – Present      Director Mitman Marketing and Engineering Co.,Ltd.	

2009 – Present

Director  
SG Land Co.,Ltd.

- Companies that may cause any conflict of interests to the company : None

Attendance the meeting in 2020

- The Board of Directors Meeting : Attendance the meeting totaling 7 of 7 times  
The Audit Committee Meeting : Attendance the meeting totaling 4 of 4 times

**Director's Resume**  
**JCK International Public Company Limited**

Name - Surname : Mr.Gumpol Tiyarat

Age : 67 years

Present position in the company : 2002 – Present      Director

Period of directorship : 19 years

Term of directorship : 6 term and 1 year (1 term : 3 years)

Type of proposal directors : Director

Education : Master's Degree of Business Administration  
Kasetsart University  
: Bachelor's Degree of Economics  
Thammasart University  
: Bachelor's Degree of Accounting  
Dhurakijbundit University  
: Bachelor's Degree of Law  
Chulalongkorn University

Director Training Program from IOD : Role of the Chairman, Class 22/2009  
DCP Refresher, Class 2/2006  
DCP, Class 30/2003  
AACP, Class 21/2015

Percentage of shareholding : None

Present position in other company :

- Listed companies : None
- Non-listed companies : 2013 – Present      Director  
Crown Development Co.,Ltd.
- 2011 – Present      Director  
Star Beauty Collection Co.,Ltd.
- 2002 – Present      Director  
JCK Utilites Co., Ltd.



2002 – Present	Director Ditthapada Co.,Ltd.
1989 – Present	Director J.P.V. Accountion and Law.,Ltd.

- Companies that may cause any conflict of interests to the company : None

Attendance the meeting in 2020

- The Board of Directors meeting : Attendance the meeting totaling 7 of 7 times

**Director's Resume**  
**JCK International Public Company Limited**

Name - Surname	: Mr. Tseng, Kuo-Chan	
Age	: 60 years	
Present position in the company	: 2019 – Present      Director	
Period of directorship	: 2 years	
Term of directorship	: - term (1 term : 3 years	
Type of proposal directors	: Director	
Education	: Diploma Li De Commercial and Technical Vocational School, Kaohsiung, Taiwan	
Director Training Program from IOD	: None	
Number of Shareholding	: 75,900,000 shares or equal to 3.54 percent of the total shares sold. (as of November 6, 2020)	
Present position in other company		
- Listed companies	: None	
- Non-listed companies	: Present      President of Jaie Haour Group	
	- Jaie Haour Industrial Co., Ltd	
	- Shangxin Construction Industrial Co., Ltd	
	- Yongqing Construction Engineering Co., Ltd	
- Companies that may cause any conflict of interests to the company	: None	
Attendance of the meeting in 2020	: Due to the Covid-19 outbreak, which affected the international travel, Mr. Tseng, Kuo-Chan was unable to attend the Board of Directors Meeting.	



## Definition of Independent Director

The Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) require the Board of Directors of a listed company to have at least three independent directors while a sub-committee shall consist of independent directors. A company however may impose more qualifications of independent directors than those determined by the SET and the SEC.

The Company has required its independent directors to remain independent from major shareholders, executives and relevant parties or non-executive directors, the qualifications of which are as follows.

### Qualifications of JCK's independent director

1. Holds shares not exceeding 1% of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent director shall be included.
2. Not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC), provided that such prohibition shall not include the case that such independent director has ever been official or advisor of the government sector that is the major shareholder or controlling party of the applicant.
3. Not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.
4. Have no or never had business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

The business relationship mentioned under the first paragraph shall include business transaction in ordinary business manner of rent, or lease the immovable property, transaction related to assets or services, or the financial support regardless of being lent

or borrowed, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the applicant or counter party, have provided that such liability is equal to or exceed 3% of the net tangible assets of the applicant or equal or above 20 million baht, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction *mutatis mutandis*. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Is not or has never been the auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of applicant, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received service fee more than 2 million baht per year from the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
7. Is not the director who is nominated to be the representative of directors of the applicant, major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same and competitive business with the business of the applicant, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds shares for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the applicant, or its subsidiaries.
9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the applicant.

Such independent director may be assigned by the board of directors to make decision in respect of collective decision on business operation of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of applicant.

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**CAPITAL INCREASE REPORT FORM**  
**JCK INTERNATIONAL PUBLIC COMPANY LIMITED**  
**February 25, 2021**

JCK International Public Company Limited ("the Company") hereby reports the resolutions of the Board of Directors' Meeting No. 1/2021, held on February 25, 2021 in respect of capital increase and share allotment as follows:

**1. Capital Increase**

The meeting of the Board of Directors passed a resolution approving the increase of the Company's registered capital from Baht 3,220,551,718 to Baht 3,864,662,060 by issuing 644,110,342 newly issued ordinary shares with par value of Baht 1.00 per share, totaling Baht 644,110,342. Details of each type of capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Preferred	- -	- -	- -
<input checked="" type="checkbox"/> General mandate	Ordinary Preferred	644,110,342 -	1.00 -	644,110,342 -

**2. Allotment of the newly issued ordinary shares**

The meeting of the Board of Directors passed a resolution approving the allotment of 644,110,342 newly issued ordinary shares with par value of Baht 1.00 per share, totaling Baht 644,110,342. Details of each type of capital increase are as follows:

**2.1 If specifying the purpose of utilizing proceeds**

Allotted to	Type of share	No. of shares	Selling Price per share (Baht)	Remarks
-	Ordinary Preferred	- -	- -	- -

**2.2 If under a general mandate**

Allotted to	No. of shares	Ratio	Selling Price per share (Baht)	Subscription and Payment Date	Remarks
1. Right Offering	429,406,895	-	-	-	Please see details as note below
2. Private Placement	214,703,447	-	-	-	Please see details as note below

**Note :** The Board of Directors' Meeting No. 1/2021, held on February 25, 2021 resolved as follows:

- Approved to increase registered capital of the Company in the amount of Baht 644,110,342 from Baht 3,220,551,718 to Baht 3,864,662,060 by issuing 644,110,342 newly issued ordinary shares with par value of Baht 1.00 per share. Details of the allotment of newly issued ordinary shares are as follows:

- The amount not exceeding 429,406,895 newly issued ordinary shares or equal to 20.00% of the current paid-up capital of the Company, for offering to existing shareholders (Right Offering) in General Mandate.

Whereby, the Board of Directors shall be authorized to allot and offer in the same time or to separate into partial for offering in lots from time to time and have the right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e.g. set XR date, and objective of the issuance and offering of such ordinary shares, specify offering price and ratio for allotment including subscription period, allotment method and the payment process, etc., including change of the subscription period and payment and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or others application and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

This allocation of newly issued ordinary shares to existing shareholders in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Annual General Meeting of Shareholders which be determined by the law, whichever date is earlier.

2. The Amount not exceeding 214,703,447 newly issued ordinary shares with par value of Baht 1 per share, or equal to 10.00% of the current paid-up capital of the Company, for offering in entirety or in portions for offering in lots from time to time to investors via private placement in General Mandate as categorized under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement which such persons are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) and amended, whereby the Board of Directors shall have the authority to determine the offering price of the shares at the best market price in accordance with the market condition during the offering period to the investor(s) which shall not be lower than one of the following prices:
  - (a) In the weighted average of share price trading on the Stock Exchange of Thailand ("SET") retroactively for not less than seven consecutive trading days but not exceeding fifteen consecutive trading days prior to the determination date of the offering price of such shares in each time ("Market Price"), whereby such weighted average of share price is required to use the average price of shares trading in each day. Provided that, the determination date of offering price is required to be backward not exceeding 3 trading days prior to the first date of the shares offering to the investor(s). However, the Board of Directors of the Company may determine the discount on the offering price but shall not exceed 10% of such Market Price.
  - (b) The price which is determined by the process applicable to investors institution intending to purchase the newly issued ordinary shares of the Company at the Book Building method surveyed by the securities company.

In this regard, the Board of Directors shall offer the entire shares to be completed within the period not exceeding 12 months from the date of the Shareholders' meeting of the Company resolving the approval of such offering shares.

For the allotment and offering of capital increase ordinary shares of the Company above, the Board of Directors shall have the authorities to consider the fixing of other

details regarding the allotment and offering of capital increase ordinary shares, such as searching of investors in private placement; fixing of the terms, conditions and details regarding the allotment and offering of capital increase ordinary shares and/or allot newly issued ordinary shares as consideration for the acquisition; negotiation, entry into agreement and execution of relevant documents and agreements regarding the allotment and offering of capital increased ordinary shares; and execution of applications for permission and necessary and relevant evidence regarding such allotment and offering of capital increased ordinary shares, including determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, as well as the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or others application and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase and paid-up capital with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to investors in private placement above in any case shall not enable any investors to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign limit as specified in the Company's Articles of Association.

(Details of the allotment and offering of newly issued ordinary shares to investors in private placement in this occasion appeared in Attachment 2)

### **2.3 The Company's plan in case there is a fraction of shares remaining**

Any remaining shares shall be disregarded.

### **2.4 The Excess of Share Allotment**

As of February 25, 2021, the Company does not have any non-allotment of newly issued ordinary shares.

## **3. Schedule for the shareholders' meeting to approve the capital increase and allotment**

The 2021 Annual General Meeting of Shareholders shall be held on April 19, 2021, 2.00 pm., at Sathorn I Room, Mezzanine, JC Kevin Sathorn Bangkok (formerly known as Anantara Sathorn Bangkok, located at No. 36 Naratiwas-Rachanakarin Road, Yannawa sub-district, Sathorn district, Bangkok. The determination of the shareholders, who shall be entitled to attend the meeting, shall be made on the Record Date of March 31, 2021.

## **4. Approval of the capital increase / share allotment by relevant governmental agency and condition for such approval (if any)**

- 4.1 Approval of the 2021 Annual General Shareholders' Meeting on the decrease and increase of registered capital and other related matter.
- 4.2 The Company will proceed the decrease and increase of registered capital and will amend the clauses that related to the decrease and increase of capital in the Memorandum of Association and register the change of paid-up capital with the Business Development Department, Ministry of Commerce.
- 4.3 The offering of newly issued ordinary shares via private placement shall be deemed as authorized by The Securities and Exchange Commission (SEC) when categorized under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement

- 4.4 The Company will submit the application form to the Stock Exchange of Thailand for approval of newly issued ordinary shares that be allotted to existing shareholders and investors via private placement to listing and trading in the Stock Exchange of Thailand.

## 5. Objectives of the capital increase

Allotted Shares / Objectives of the capital increase	Estimate capital earning * (million baht)	Estimate capital utilizing period
<b>1. Right Offering : RO</b> To be used as a working capital, paying debt, business operation, and project development of the Company and subsidiaries, and to be capital support for the expansion of investment in the future.	442.29	Year 2021-2022
<b>2. Private Placement : PP</b> To be used as a working capital, paying debt, business operation, and project development of the Company and subsidiaries, and to be capital support for the expansion of investment in the future.	221.14	Year 2021-2022
<b>Total</b>	<b>663.43</b>	

Remark : \* The Estimate capital earning abovementioned are estimate numbers from the offering price of PP with 10% discount from the market price of the Company's share which is baht 1.03 per share (market price of the Company's share was calculated retroactively from the weighted average market price of the Company's shares in the Stock Exchange of Thailand 15 days prior to the date of the Board of Directors' meeting resolved to submit the shareholders meeting to approve the increase of registered capital of the Company, between February 3, 2021 – February 24, 2021, which is Baht 1.14 per share (information from SETSMART). Therefore, the exact amount of capital earning may be changed, depend on the offering price and number of the offering shares in the future.

## 6. Benefits which the Company will receive from the capital increase

- 6.1 To enhance the Company's liquidity and to be used as the working capital.
- 6.2 To have sufficient capital to be used in business operation, and project development of the Company and subsidiaries. It will affect to raise profitability and the Company's performance trend will be better in the future.
- 6.3 To strengthen the Company's financial position, and to help reducing the burden of loans from financial institutions which make the Company's financial costs lower.

## 7. Benefits which the shareholders will receive from the capital increase

### 7.1 Policy of Paying Dividend

The Company will pay no fewer than 60% of net profit in a relevant year based on a separated financial statement as a dividend if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate, and it shall be reported to the shareholders at the next shareholders meeting.

### 7.2 Rights in Dividend for Subscribers of Capital Increase

The ordinary shares issued on this occasion are entitled to receive the same dividend as the Company's shareholders do as long as such shareholders are listed in the shareholder's register book as of the record date for the rights to receive dividend.

## 8. Other details necessary for the shareholders to approve the capital increase and its allotment

The effect which could occurred from the offering of newly issued ordinary shares.

### 8.1 Control Dilution

- (a) In case existing shareholders exercise all of the rights to subscribe newly issued ordinary shares, without any share offering via private placement

The existing shareholders shall not have any control dilution.

- (b) In case existing shareholders exercise all of the rights to subscribe newly issued ordinary shares, and the Company also offer newly issued ordinary shares via private placement

$$\begin{aligned}
 &= \frac{\text{Number of shares offering to PP}}{(\text{Paid-up shares} + \text{shares offering to RO} + \text{shares offering to PP})} \\
 &= \frac{214,703,447}{(2,147,034,479 + 429,406,895 + 214,703,447)} \\
 &= 7.69\%
 \end{aligned}$$

- (c) In case there were not any share offering to existing shareholders, and the Company offer newly issued ordinary shares via private placement

$$\begin{aligned}
 &= \frac{\text{Number of shares offering to PP}}{(\text{Paid-up shares} + \text{shares offering to PP})} \\
 &= \frac{214,703,447}{(2,147,034,479 + 214,703,447)} \\
 &= 9.09\%
 \end{aligned}$$

- (d) In case existing shareholders are not exercised the rights to subscribe newly issued ordinary shares, and the Company offer newly issued ordinary shares via private placement

$$\begin{aligned}
 &= \frac{\text{shares offering to RO} + \text{shares offering to PP}}{(\text{Paid-up shares} + \text{shares offering to RO} + \text{shares offering to PP})} \\
 &= \frac{429,406,895 + 214,703,447}{(2,147,034,479 + 429,406,895 + 214,703,447)} \\
 &= 23.08\%
 \end{aligned}$$

### 8.2 Earnings per share Dilution

$$= \frac{(\text{Earnings per shares before the offering} - \text{Earnings per share after the offering})}{\text{Earnings per shares before the offering}}$$

Whereas

Earnings per shares before the offering = net profit / Paid-up shares before the offering

Earnings per shares after the offering = net profit / Paid-up shares after the offering

The share offering in this time shall not cause earnings per share dilution because the Company's operation result showed net loss.

### 8.3 Price Dilution

The price dilution from the offering of newly issued ordinary shares in this time is not able to calculate yet, because there's still no specification in the exact offering price of newly issued ordinary shares.

Nevertheless, in case calculate the offering price of RO and PP with 10% discount from market price of the Company's shares which is baht 1.03 per share, compare with the market price that was weighted average price of the Company's share in Market for Alternative Investment (MAI) for 15 days prior to

the date of the Board of Directors' Meeting has resolved to submit the Shareholders' Meeting to approve the increase of the Company's registered capital between February 3 – February 24, 2021 which is baht 1.14 per share (information from SETSMART) the Price dilution shall be as follows:

**(a) In case existing shareholders exercise all of the rights to subscribe newly issued ordinary shares, without any share offering via private placement**

$$= \frac{(\text{Market price before the offering} - \text{Market price after the offering}^*)}{\text{Market price before the offering}}$$

Whereas

$$* \text{ Market price after the offering} = \frac{(\text{Market price} \times \text{Paid-up shares}) + (\text{Offering price} \times \text{RO shares})}{(\text{Offering price} + \text{RO shares})}$$

$$= \frac{(1.15 \times 2,147,034,479) + (1.03 \times 429,406,895)}{(2,147,034,479 + 429,406,895)}$$

$$= \text{baht 1.12 /share}$$

$$= \frac{(1.14 - 1.11)}{1.14}$$

$$= 1.75 \%$$

**(b) In case existing shareholders exercise all of the rights to subscribe newly issued ordinary shares, and the Company also offer newly issued ordinary shares via private placement**

$$= \frac{(\text{Market price before the offering} - \text{Market price after the offering}^*)}{\text{Market price before the offering}}$$

Whereas

$$* \text{ Market price after the offering} = \frac{(\text{Market price} \times \text{Paid-up shares}) + [\text{Offering price} \times (\text{RO shares} + \text{PP Shares})]}{(\text{Offering price} + \text{RO shares} + \text{PP shares})}$$

$$= \frac{(1.14 \times 2,147,034,479) + (1.03 \times 214,703,447)}{(2,147,034,479 + 214,703,447)}$$

$$= \text{baht 1.11 / share}$$

$$= \frac{(1.14 - 1.13)}{1.14}$$

$$= 2.63 \%$$

**(c) In case there were not any share offering to existing shareholders, and the Company offer newly issued ordinary shares via private placement**

$$= \frac{(\text{Market price before the offering} - \text{Market price after the offering}^*)}{\text{Market price before the offering}}$$

Whereas

$$* \text{ Market price after the offering} = \frac{(\text{Market price} \times \text{Paid-up shares}) + (\text{Offering price} \times \text{PP shares})}{(\text{Offering price} + \text{PP shares})}$$

$$= \frac{(1.14 \times 2,147,034,479) + (1.03 \times 214,703,447)}{(2,147,034,479 + 214,703,447)}$$

$$= \text{baht 1.13 /share}$$

$$= \frac{(1.14 - 1.13)}{1.14}$$



$$= 0.88 \%$$

(d) In case existing shareholders are not exercised the rights to subscribe newly issued ordinary shares, and the Company offer newly issued ordinary shares via private placement

$$= \frac{(\text{Market price before the offering} - \text{Market price after the offering} *)}{\text{Market price before the offering}}$$

Whereas

$$* \text{ Market price after the offering} = \frac{(\text{Market price} \times \text{Paid-up shares}) + [\text{Offering price} \times (\text{RO shares} + \text{PP shares})]}{(\text{Offering price} + \text{RO shares} + \text{PP shares})}$$

$$= \frac{(1.14 \times 2,147,034,479) + [1.03 \times (429,406,895 + 214,703,447)]}{(2,147,034,479 + 429,406,895 + 214,703,447)}$$

$$= \text{baht } 1.11 / \text{share}$$

$$= \frac{(1.14 - 1.11)}{1.14}$$

$$= 2.63 \%$$

#### 9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase / share allotment

Procedure	Date
Board of Directors' Meeting to approve the increase of registered capital, the allocation of newly issued ordinary shares and related matters.	25 February 2021
Date to determine the shareholders' right to attend the 2021 Annual General Meeting of Shareholders (Record Date)	31 March 2021
2021 Annual General Meeting of Shareholders	19 April 2021
Registration of the resolution of capital decrease, capital increase and related matters at Ministry of Commerce	Within 14 days after the date of Annual General Meeting of Shareholders approving the capital decrease/increase
Date to allotment of newly issued ordinary shares to existing shareholders and investors in private placement	will be determined after obtained the approval from this Annual General Shareholders' Meeting

The Company hereby certifies that the information contained in this report form is true and complete in all respects.



Signature.....  
( Mr.Anukul Ubonnuch)  
Director

Signature.....  
( Ms.Siriporn Tamenant).  
Director

**Information Memorandum in relation to the Allotment and Offering of Newly Issued Ordinary Shares to Investors in Private Placement**

The Board of Directors' Meeting of JCK International Public Company Limited (the "Company") No. 1/2021, held on February 25, 2021, has resolved to approve for submission to the Shareholders' meeting for consideration and approval of the allotment of newly issued ordinary shares of the Company in the amount not exceeding 214,703,447 shares, with the par value of Baht 1.00 per share for offering in entirety or in portions for offering in lots from time to time to investors in private placement categorized under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement which such persons are not connected persons of the Company, whereby the Board of Directors of the Company shall have the authority to determine the offering price of the shares at the best market price in accordance with the market condition during the offering period.

Therefore, the Company has prepared the Information Memorandum in relation to the Allotment and Offering of Newly Issued Ordinary Shares to Investors in Private Placement which consists of the important information effected to the decision of shareholders for consideration and approval of the increase of registered capital of the Company and the allotment and offering of newly issued ordinary shares to investors in private placement as follows:

**1. Details of offering of newly issued ordinary shares to investors in private placement**

The Board of Directors' Meeting of the Company No. 1/2021 has resolved to approve for the allotment of capital increased ordinary shares of the Company in the amount not exceeding 214,703,447 shares, with the par value of Baht 1.00 per share for offering in entirety or in portions for offering in lots from time to time to investors in private placement categorized under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement, whereby the Board of Directors shall have the authority to determine the offering price of the shares at the best market price in accordance with the market condition during the offering period to the investor(s) and shall not lower than one of the following price:

(1) The weighted average of share price trading on the Stock Exchange of Thailand retroactively for not less than seven consecutive trading days but not exceeding fifteen consecutive trading days prior to the determination date of the offering price of such shares in each time ("Market Price"), whereby such weighted average of share price is required to use the average price of shares trading in each day. Provide that, the determination date of offering price is required to backward not exceeding 3 trading days prior to the first date of offering shares to the investor(s). However, the Board of Directors of the Company may determine the discount on the offering price but shall not exceed 10% of such Market Price.

(2) The price which is determined by the process applicable to investors institution intending to purchase the newly issued ordinary shares of the Company at the Book Building method surveyed by the securities company.

In this regard, the Board of Directors shall offer the entire shares to be completed within the period not exceeding 12 months from the date of the Shareholders' meeting of the Company resolving the approval of such offering shares.

For the allotment and offering of capital increase ordinary shares of the Company above, the Board of Directors shall have the authorities to consider the fixing of other details regarding the allotment and offering of capital increase ordinary shares, such as searching of investors in private placement; fixing of the terms, conditions and details regarding the allotment and offering of capital increase ordinary shares and/or allot newly issued ordinary shares as consideration for the acquisition; negotiation, entry into agreement and execution of relevant documents and agreements regarding the

allotment and offering of capital increased ordinary shares; and execution of applications for permission and necessary and relevant evidence regarding such allotment and offering of capital increased ordinary shares, including determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, as well as the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or others application and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase and paid-up capital with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to investors in private placement above in any case shall not enable any investors to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign limit as specified in the Company's Articles of Association.

## **2. Objectives of issuance of capital increase shares and plans for utilizing the capital increase fund**

To reserve for the payment of short-term debt and/or to be the working capital of the Company and/or to be the investment fund in businesses of the Company and subsidiaries at the present and to expand new projects, the Company expects that the capital received from the capital increase at this time will help strengthen the financial stability of the Company and when combined with the Company's existing assets and the revenue generated from the current business operations of the Company, it will enable the Company to achieve its objectives and its specified plans for utilizing the fund.

## **3. Effect to existing shareholders which may occur from the offering of newly issued ordinary shares to investors in private placement**

(Effect to existing shareholders which may occur from the offering of newly issued ordinary shares to investors in private placement are as specified in attachment 1, capital increase report form, clause 8.)

## **4. Opinion of the Board of Directors of the Company**

### **(1) Reason and necessity of capital increase**

The Board of Directors is of the opinion that the capital increase and the allotment of the said capital increase shares to investors in private placement will expand the capital base of the Company which will help strengthen the Company's financial strength and stability, as well as enhance the liquidity of the Company including these shall make the Company has lower financial cost. The proceeds to be gained can be used to monetize the investment and develop the Company which will generate returns for the Company and its shareholders in the future. The Company needs to reserve capital for developing projects of the Company and its subsidiaries and/or repayment debt and/or for working capital. Period of the allotment of newly issued ordinary shares to investors in private placement is short and fast. Also, it can be expected the amount of money to be received is more certain than the offering of newly issued ordinary shares to the existing shareholders. Therefore, the offering of some of the capital increase shares to investors in private placement who have potential for capital will allow the Company to receive the required amount of funding and be able to raise funds within a short period of time and it does not create much burden to the existing shareholders.

**(2) Feasibility of plans for utilizing the fund received from the offering shares**

The Board of Directors is of the opinion that if the Company can allocate the said capital increase shares to investors in private placement within a short period of time, it will enable the Company to effectively achieve its objective of this capital increase pursuant to financial plan that was specified, which will benefit the business of the Company. However, the Company will use the capital raising plan from the investors in private placement as a reserve channel to raise funds for developing the projects of the Company and its subsidiaries and/or repayment debt and/or use as working capital. Thus, the Board of Directors will consider the allocation of capital increase above on the necessity of using the capital, potential impact on the existing shareholders and the benefits that the Company and the shareholders will receive in the future, for instance.

**(3) Reasonableness of the capital increase, plans for utilizing the fund received from the offering shares and project to be operated including sufficiency of source of fund**

The Board of Directors is of the opinion that the Company currently has to borrow money from financial institutions and through fundraising by issuing various types of debt securities, resulting that the Company has huge amount of outstanding interest and fees and other relevant cost. The capital increase and the allotment of the said capital increase shares to investors in private placement will reduce financial cost and strengthen the Company's financial stability and to have readiness in carrying out the objectives mentioned above effectively. The Company expects that the amount to be received from the capital increase to investors in private placement will allow the Company to have sufficient capital to run the business and develop the projects of the Company and its subsidiaries as planned.

**(4) Expected effect incurred to the business operation of the Company, financial status and performance results of the Company due to the capital increase and operation in accordance with the utilizing plan or project**


The Board of Directors is of the opinion that the capital increase and the allotment of the said capital increase shares to investors in private placement will be beneficial to the business operation of the Company and will help strengthen the Company's financial strength and stability, and to enhance the liquidity of the Company, and to lower the Company's financial cost. This will also enable the expansion in the investment and the business operation of the Company and its subsidiaries, which shall affect the Company's growth in the future. In addition, the capital increase will assist in reducing debt to equity ratio which will create more effectiveness in borrowing for the Company in the future.

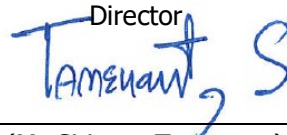
**5. Certification of the Board of Directors of the Company regarding the capital increase**

In the case where the directors of the Company do not perform their duty with honesty and care to preserve the benefit of the Company in relation to the capital increase, and if such omission of performance causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Public Limited Company Act B.E. 2535. In addition, if such omission of performance causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to reclaim for benefits from such director on behalf of the Company as specified in Section 89/18 of the Securities and Exchanges Act B.E. 2535.

The Company hereby certifies that the information contained in this report is accurate and complete in all respects.



Signature  Authorized Company Director  
(Mr. Anukul Ubonnuch)  
Director

Signature  Authorized Company Director  
(Ms. Siriporn Tamenant)  
Director

**Articles of Association of JCK International Public Company Limited  
In Relation to the Annual General Meeting of Shareholders**

**Agenda 5: To Elect Directors to Replace Those Retiring on Rotation**

Clause 16 Directors will be selected by the meeting of shareholders in accordance with the following criteria and procedure:

- (1) One shareholder shall be entitled to cast his/her vote at the rate of one share to one vote
- (2) Each shareholder will use all of his/her shares under (1) above to select either one or several persons as directors but may not divide his her votes on disparity basis to anyone.
- (3) Persons receiving maximum votes in the respective order shall be appointed directors in accordance with the number of directors permitted in the Board or to be appointed on that occasion. In the case where candidates receive equal votes in the respective order which would make the number of directors exceeds that permitted to be appointed or to be appointed on that occasion, the presiding chairman shall cast his/her decisive vote.

In the case of vote by polls, it shall be made in accordance with the vote-by-poll basis in pursuance of clause 32, last paragraph.

Clause 17 At each annual ordinary general meeting, one-third of members of the Board shall retire. If such number cannot be divided exactly into one-thirds, then the number of directors to retire shall be the nearest to this one-third fraction.

Directors to retire during the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, however, the director(s) who has held the longest term in office shall be the person(s) to retire.

A retiring director is eligible for re-election.

## Chapter V Meeting of Shareholders

- Clause 30 An Annual Ordinary Meeting of Shareholders shall be convened by the Board within four months from the last day of the Company's fiscal period.

Meetings of shareholders other than those stated above shall be called Extraordinary Meetings. The Board may call an Extraordinary Meeting whenever it thinks fit, or when a letter, subscribed to by shareholders holding an aggregate number of not less than one-fifth of the total number of shares sold, or which is subscribed to by at least 25 shareholders holding a combined amount of no less than ten percent of the Company's total distributed shares, was sent to request that the Board hold a meeting of shareholders by clearly specifying their reasons and purposes for such request. In such a case, the Board of Directors shall convene a meeting within 1 month from the date of its receipt of the letter from the shareholders.

- Clause 31 In summoning a meeting of shareholders, the Board shall arrange for the Notice to call the meeting which specifies the location, date, time and items of agenda and matters to be tabled therein together with reasonable details which clearly specify as to whether such matters are to be submitted for acknowledgement, approval or consideration, where applicable, including the Board's opinion on such matters as well. Such notice shall be sent to shareholders at least 7 days prior to the date of the meeting and shall be published in a newspaper for 3 consecutive days at least 3 days prior to the date of the meeting.

The Board of directors shall determine the date, time and place of the Meeting of Shareholders. The location in which the Meeting will be held must be in the same locality as that of the Head Office or in a neighboring province to the Head Office or any other province as considered appropriate by the Board.

Shareholders may appoint proxies which are sui juris to attend the meeting and vote on their behalves at any shareholders meeting. The Deed of Proxy, however, shall be dated and signed by the shareholder who is granting such proxy and executed in the form as prescribed by the Registrar.

Before entering the meeting, this Deed of Proxy shall be submitted by the proxy holder to the Chairman of the Board or a person so assigned by him/her at the place in which the meeting will take place.

For voting purposes, it shall be deemed that the proxy holder holds the number of votes equivalent to the votes held in aggregate by the grantor of the proxy unless the proxy holder makes a statement to the meeting prior to casting such votes that he/she will vote on the behalf of certain proxy grantors only, and must, in this respect, name the grantors of the proxy as well as state the number of shares held by such persons.

Clause 32 A quorum for a meeting of shareholders shall be formed by at least 25 shareholders or not less than half of the total number of shareholders attending the meeting either in person or by proxy (if any) holding an aggregate number of shares of no less than one-third of the total number of shares distributed.

At a meeting of shareholders, if an hour should have lapsed after the time fixed for the meeting and the prescribed quorum is still lacking, then in the case of a meeting called at the request of shareholders, it shall be cancelled forthwith. However, if such a meeting has not been called at the request of shareholders, it shall be re-scheduled and a Notice sent out to shareholders at least 7 days before the date of the meeting. A quorum is not, however, mandatory for this latter meeting.

For voting purposes, shareholders will be entitled to vote in the same number as the number of shares they hold, in which one share will be construed as being equal to one vote. Voting shall be made openly unless a request is made by at least 5 shareholders and a resolution made by the meeting for voting to be made by polls in which case every shareholder will be entitled to cast one vote to one share that he/she holds. The method of polling, however, shall be made as prescribed by the meeting's chairman.

Clause 33 For voting purposes, one share shall be entitled to one vote and a resolution of the shareholders meeting shall carry the following votes:

- (1) in normal circumstances, majority votes of shareholders attending the meeting and who are entitled to vote. In the case of tie-votes, the presiding chairman shall be entitled to cast an additional, decisive vote.
- (2) in the following circumstances, a resolution shall be passed by no less than three-fourths of the total votes of all shareholders attending the meeting and who are entitled to vote:
  - (A) sale or transfer of the Company's entire or materially partial businesses, to third parties.



- (B) purchase or acceptance of the transfer of businesses of other companies or private companies to the Company.
- (C) execution, amendment or cancellation of agreements relating to the leasing out of the Company's entire or materially partial businesses.
- (D) assignment to other persons to manage the Company's businesses, or
- (E) amalgamation of the business with other parties with the purpose of sharing profits and loss.
- (F) amendments of the Memorandum of Association or Articles of Association.
- (G) Increase or decrease of the Company's capital funds, or issuance of debentures.
- (H) Merger or dissolution of the Company.

Clause 35 Business to be considered by the annual general meeting are as follows:

- (1) consideration of the Board's report submitted to the meeting regarding its performance during the past year.
- (2) consideration and authorization of the balance sheets.
- (3) consideration over appropriation of profits.
- (4) appointment of directors to replace those who have retired at the end of their term.
- (5) appointment of the Auditor and the fixing of his/her remuneration.
- (6) other businesses.

Clause 39 The Board shall arrange for the following documents to be sent to shareholders together with the Notice for the Annual General Meeting:

- (1) copies of the audited Financial Statements and Profits and Loss Accounts, together with the Auditor's report.
- (2) The Board of Directors' annual report.

Clause 42 The Auditor(s) shall be appointed by the annual ordinary meeting of shareholders which shall also determine the Company's auditing fee. The same Auditor(s) may be re-appointed every year.

## **Rules and Procedures for Attending the Meeting, Granting the Proxy and Voting**

Before attending a Meeting, each Shareholder must show any of the following documents:

### **1. Individual Shareholders**

**1.1** In case of an individual Shareholder is Attending the Meeting in person: an original of a valid document containing the photo of such person issued by the Government Agency such as Identification Card, Driver License or Passport.

**1.2** In case of a Shareholder represented by proxy Attending the Meeting:

- (a) A proxy in the form attached to the invitation of the Meeting, accurately completed and signed by the Shareholder and the proxy holder;
- (b) A copy of the document of the Shareholders issued by the Government Agency containing the details specified in paragraph 1.1 above, certified true by the Shareholder;
- (c) An original document of the proxy holder issued by the Government Agency containing the details specified in paragraph 1.1 above.

### **2. Juristic Shareholders**

**2.1** Unless otherwise provided in paragraph 2.2 below, in case of a representative of juristic Shareholder Attending the Meeting in person, the following documents will be required:

- (a) Original documents of the representative issued by the Government Agency containing the details specified in paragraph 1.1 above;
- (b) A copy of affidavit of the juristic Shareholders containing a statement indicating that such representative has been duly authorized to act on its behalf, certified true by its representative.

**2.2** In case where the juristic Shareholder is represented by a proxy:

- (a) A proxy in the form attached to the invitation of the Meeting, accurately completed and signed by the Shareholder and the proxy holder;
- (b) A copy of affidavit of the juristic Shareholders containing a statement indicating that such representative has been authorized to act on its behalf, certified true by its representative;
- (c) Original documents of the proxy holder issued by the Government Agency containing the details specified in paragraph 1.1 above.

### **3. Non-Thai Individual Shareholders or Non-Thai Juristic Persons Established under Foreign Laws**

Subject to the provisions set out below, paragraphs 1 and 2 shall apply mutatis mutandis to Shareholders who are non-Thai or juristic persons established under foreign laws, as the case may be:

- (a) Affidavit of juristic persons may be issued by the Government Agency of the country in which such juristic person has been established or by its authorized officer. However, the Affidavit of the juristic person must contain details regarding its name, name of the person authorized to sign on its behalf and relevant conditions or limitation and its registered office.
- (b) Original documents which are neither in Thai nor in English must be submitted together with Thai or English translation, certified true and correct by its authorized officer.

**Information of Independent Director to Support the Appointment of a Proxy**  
**(in case of such Independent Director is appointed as a proxy)**

Name - Surname	: Mr. Prasong Vara-ratanakul
Age	: 73 years
Present position in the company	: 1999 – Present : Independent Director : Audit Committee Chairman : Corporate Governance, Nomination and Remuneration Chairman
Period of directorship	: 22 years
Term of directorship	: 7 terms (1 term: 3 years
Present address	: No. 4/804, Moo 8, Sub-district Dogmai, District Pravet, Bangkok 10250
Education	: Master of Public Administration Chulalongkorn University : Bachelor of Commerce Chulalongkorn University : Bachelor of Law Ramkhamhaeng University
Conflict of interest on the meeting's agenda	: None




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Name - Surname	: Mr. Chetawan Anuntasomboon
Age	: 67 years
Present position in the company	: 2018 – Present : Independent Director : Audit Committee Member : May 2019 – Present : Corporate Governance, Nomination and Remuneration Committee Member
Period of directorship	: 3 years
Term of directorship	: 1 term (1 term : 3 years
Present address	: No. 59/72, Soi Nimitmai 28, Samwa Tawan Ok sub-district, Khlong Samwa district, Bangkok 10510.
Education	: Barrister at Law, Institute of Legal Education of the Thai Bar Association Bachelor's Degree in Law, Ramkhamhaeng University
Conflict of interest on the meeting's agenda	: None



## Documentation and Evidence required to be Presented at the Meeting

### 1. Shareholder attending the Meeting

Shareholder must present his/her original copy of ID card or government officer's ID card or the original copy of passport (in case of foreigner) for registration purpose.

### 2. Shareholder appointing proxy

The Grantor must submit the proxy (Attached 7.5) upon doing the following:

- (1) Fill and sign the proxy (Attached 7.5) as well as affix it with Baht 20 stamp duty
  - In case of a natural person: Kindly attach copy of ID Card/Passport (in case of foreigner) of the person appointing the proxy and sign it to certify the true copy thereof
  - In case of juristic person: Kindly attach copy of certificate of incorporation and copy of ID Card/Passport (in case of foreigner) of the authorized director who has signed the proxy and sign the documents to certify the true copy thereof
- (2) Any shareholder wishes to appoint the Company's independent directors, information of the independent director (Attached 7.3) for his/her proxy may appoint the following:

- |                               |  |
|-------------------------------|--|
| 1. Mr. Prasong Vara-ratanakul | Independent Director<br>Audit Committee Chairman<br>Corporate Governance, Nomination<br>and Remuneration Chairman          |
| 2. Mr. Chetawan Anuntasomboon | Independent Director<br>Audit committee Member<br>Corporate Governance, Nomination<br>and Remuneration Committee<br>Member |

### 3. In case those attending the meeting have title, name and family name changed

Kindly present documents confirming such change

Ref.AIT/21 – 191/2

March 31, 2021

Subject : The Proxy

To : Shareholders

According to the Department of Business Development, Ministry of Commerce has issued three forms of proxies to attend for shareholders meeting.

1. Form A is the general Proxy, which is not too complicated and easy to understand.
2. Form B is the specific Proxy, which contains all details in each category.
3. Form C : this is a form used only when shareholders are foreign investors and have appointed a custodian in Thailand to take deposit of and take care for the shares.

In case shareholders are foreign investors and appoint a custodian in Thailand to take deposit and take care of the shares, the proxy form they may use can be either Form A, B or C. However, for other shareholders, they may use only either Form A or B only.

The Company has provided three proxy forms as attached with a list of independent directors for your consideration. Please choose only one form of proxy for the 2021 Annual General Meeting of Shareholders to be held on Monday, April 19, 2021 at 14.00 hours.

Please be informed accordingly.

Faithfully yours,



(Ms. Siriporn Tamenant)

Director and Company Secretary

Proxy holder who attend at the meeting, please bring this proxy to show at the meeting registration.

 Stamp Duty  
 20 Baht

**Proxy (Form A)**

Written at.....

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

1. I/We .....

Reside at.....

.....

.....Nationality.....

Shareholder's Registration No.....

2. Being a shareholder of JCK International Public Company Limited,

Holding.....shares and having.....votes, which consist of

No. of ordinary shares.....shares, equivalent to.....votes

3. Hereby appoint any one of (May grant proxy to the Company's Independent Director of which details as in attached 7.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 73 Residing at No. 4/804, Dokmai sub-district, Prawet District, Bangkok 10250 or

 2) ☐ Mr. Chetawan Anuntasomboon Age 67 Residing at No. 59/72, Soi Nimitmai 28, Samwatawanok sub- district, Klongsamwa district, Bangkok 10510 or

Other person 3) .....Age.....Years

Reside at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....or

4) .....Age.....Years

Reside at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....or

5).....Age.....Years

Reside at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....

to be my/our proxy to attend and vote for me/us and on my/our behalf at the 2021 Annual General Meeting of Shareholders on Monday, April 19, 2021 at 14.00 hours at Sathorn I room, JC Kevin Sathorn Bangkok Hotel (former name: Anantara Bangkok Sathorn), Mezzanine, No. 36, Narathiwas-Rachanakarin Road, Yannawa Sub-District, Sathorn District, Bangkok 10120, or at any adjournment thereof.

Any act performed by the proxy during the meeting shall be deemed to have been done by me/us in all respects.

 Signed.....Grantor  
 ( )

 Signed.....Grantee  
 ( )

 Signed.....Grantee  
 ( )

 Signed.....Grantee  
 ( )

Remarks:

Where more than one proxy is appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.

Proxy holder who attends at the meeting, please bring this proxy to show at the meeting registration.

Stamp Duty  
20 Baht

### Proxy (Form B)

Written at.....

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

1. I/We.....

Reside at.....

.....

.....Nationality.....

Shareholder's Registration No.....

2. Being a shareholder of JCK International Public Company Limited,

holding.....shares and having.....votes, which consist of

No. of ordinary shares.....shares, equivalent to.....votes

3. Hereby appoint any one of (May grant proxy to the Company's Independent Director of which details as in attached 7.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 73 Residing at No. 4/804, Moo 8, Sub-district Dogmai, Pravet District, Bangkok 10250 or

2) ☐ Mr. Chetawan Anuntasomboon Age 67 Residing at No. 4 No. 59/72, Soi Nimitmai 28, Samwa Tawank sub-district, Khlong Samwa district, Bangkok 10510. or

Other person 3) .....Age.....Years

Reside at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....or

4) .....Age.....Years

Reside at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....or

5) .....Age.....Years

Reside at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....

to be my/our proxy to attend and vote for me/us and on my/our behalf at the 2021 Annual General Meeting of Shareholders on Monday, April 19, 2021 at 14.00 hours at Sathorn I room, JC Kevin Sathorn Bangkok Hotel (former name: Anantara Bangkok Sathorn), Mezzanine, No. 36, Narathiwas-Rachanakarin Road, Yannawa Sub-District, Sathorn District, Bangkok 10120, or at any adjournment thereof.

4. I/We authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manner:

#### Agenda 1: To adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

#### Agenda 2: To acknowledge the report of the Company's operating results in year 2020.

(This agenda item is for acknowledgement, therefore there is no vote casting.)

#### Agenda 3: To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2020.

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 4: To consider and approve the allocation of the 2020 profit, and the omission of dividend payment.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 5: To consider and elect the directors in replacement of those retiring by rotation.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve the election of all proposed directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Approve the election of certain proposed directors as follows:

Name of Director Mr. Anukul Ubonnuch

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director Mr. Gumpol Tiyarat

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director Mr. Tseng, Kuo-Chan

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director \_\_\_\_\_

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director \_\_\_\_\_

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 6: To determine directors' remuneration.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 7: To appoint the auditors and to determine the auditor's fees.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 8: To consider and approve to increase registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 9: To consider and approve the allocation of the newly issued ordinary shares.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all



respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 10: Other matters (If any).**

The shareholders are free to ask any questions and the Board will answer their queries (if any). Thus, there is no voting on this agenda.

5. The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

6. If I/We do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me/us in all respects.

Signed.....Grantor

( )

Signed.....Grantee

( )

Signed.....Grantee

( )

Signed.....Grantee

( )

Remarks:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form B. as enclosed.

## Regular Continued Proxy Form B

Authorization on behalf of the shareholder of JCK International Public Company Limited

For the 2021 Annual General Meeting of Shareholders on Monday, April 19, 2021 at 14.00 hours at Sathorn I room, JC Kevin Sathorn Bangkok Hotel (former name: Anantara Bangkok Sathorn), Mezzanine, No. 36, Narathiwat-Rachanakarin Road, Yannawa Sub-District, Sathorn District, Bangkok 10120 or at any adjournment thereof to any other date, time and venue.

Agenda No.....Subject.....

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda No.....Subject.....

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda No.....Subject.....

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda No.....Subject.....

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda No.....Subject.....

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Proxy holder who attends at the meeting, please bring this proxy to show at the meeting registration.

Stamp Duty  
20 Baht

### Proxy (Form C)

Written at.....

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

1. I/We.....  
Reside at.....  
.....  
.....Nationality.....

Shareholder's Registration No.....

As the Custodian of JCK International Public Company Limited,

holding.....shares and having.....votes, which consist of  
No. of ordinary shares.....shares, equivalent to.....votes

2. Hereby appoint any one of (May grant proxy to the Company's Independent Director of which details as in attached 7.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 73 Residing at No. 4/804, Dokmai sub-district, Prawet District, Bangkok 10250 or

2) ☐ Mr. Chetawan Anuntasomboon Age 67 Residing at No. 59/72, Soi Nimitmai 28, Samwa tawanok sub-district, Klongsamwa district, Bangkok 10510 or

Other person 3) .....Age.....Years

Reside at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....or

4) .....Age.....Years

Reside at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....or

5) .....Age.....Years

Reside at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....

to be my/our proxy to attend and vote for me/us and on my/our behalf at the 2021 Annual General Meeting of Shareholders on Monday, April 19, 2021 at 14.00 hours at Sathorn I room, JC Kevin Sathorn Bangkok Hotel (former name: Anantara Bangkok Sathorn), Mezzanine, No. 36, Narathiwas-Rachanakarin Road, Yannawa Sub-District, Sathorn District, Bangkok 10120, or at any adjournment thereof.

3. I/We authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manner:

☐ Appoint my/our proxy for all shares held and eligible to cast votes.

☐ Appoint my/our proxy for partial shares of:

No. of ordinary shares.....shares, equivalent to.....votes

Total eligible for.....votes

4. I/We authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manner:

#### Agenda 1: To adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

#### Agenda 2: To acknowledge the report of the Company's operating results in year 2020.

(This agenda item is for acknowledgement, therefore there is no vote casting.)

**Agenda 3: To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2020.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 4: To consider and approve the allocation of the 2020 profit, and the omission of dividend payment.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 5: To consider and elect the directors in replacement of those retiring by rotation.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve the election of all proposed directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Approve the election of certain proposed directors as follows:
- Name of Director Mr. Anukul Ubonnuch
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director Mr. Gumpol Tiyarat
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director Mr. Tseng, Kuo-Chan
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director \_\_\_\_\_
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director \_\_\_\_\_
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 6: To determine directors' remuneration.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 7: To appoint the auditors and to determine the auditor's fees.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 8: To consider and approve to increase registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 9: To consider and approve the allocation of the newly issued ordinary shares.**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 10: Other matters (If any).**

The shareholders are free to ask any questions and the Board will answer their queries (if any). Thus, there is no voting on this agenda.

5. The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

6. If I/We do not specify of clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me/us in all respects.

Signed.....Grantor

( )

Signed.....Grantee

( )

Signed.....Grantee

( )

Signed.....Grantee

( )

Remarks:

1. This Proxy Form C. is used only in case of shareholder whose name appears in the registration book as a foreign investor and has appointed a Custodian in Thailand as a custodian.
2. Evidence which must be attached with the Proxy are:
  - (1) Power of attorney from shareholder assigning the custodian to execute the proxy on his/her behalf.
  - (2) A document confirming that the custodian has the permission to conduct the custodian business.
3. The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. For agenda relating to election of directors, the election may be for the entire group of directors or each individual director.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form C. as enclosed.

Regular Continued Proxy Form C

**Authorization on behalf of the shareholder of JCK International Public Company Limited**

For the 2021 Annual General Meeting of Shareholders on Monday, April 19, 2021 at 14.00 hours at Sathorn I room, JC Kevin Sathorn Bangkok Hotel (former name: Anantara Bangkok Sathorn), Mezzanine, No. 36, Narathiwas-Rachanakarin Road, Yannawa Sub-District, Sathorn District, Bangkok 10120 or at any adjournment thereof to any other date, time and venue.

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**Agenda No.....Subject.....**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                                      ☐ Disapprove                                      ☐ Abstain

**Agenda No.....Subject.....**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                                      ☐ Disapprove                                      ☐ Abstain

**Agenda No.....Subject.....**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                                      ☐ Disapprove                                      ☐ Abstain

**Agenda No.....Subject.....**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                                      ☐ Disapprove                                      ☐ Abstain

**Agenda No.....Subject.....**

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve                                      ☐ Disapprove                                      ☐ Abstain

### Map of the Meeting Venue

JC Kevin Sathorn Bangkok Hotel (former name: Anantara Bangkok Sathorn), located at No. 36 Naratiwas-Rachanakarin Road, Yannawa sub-district, Sathorn district, Bangkok 10120.

