

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

JCK International Public Company Limited

Time and Place

The Meeting was held on September 23, 2021 at 14.00 hours through electronic means (“E-EGM”) according to the Emergency Decree on Electronic Conferencing B.E. 2563, including other laws and regulations related by broadcast from the meeting room on the 2nd floor of TFD Building, located at 18 Soi Sathorn 11, Yeak 9, Yannawa Subdistrict, Sathorn District, Bangkok.

Preliminary

Ms. Siriporn Tamenant, Company Secretary, acting as a meeting moderator, welcoming shareholders, proxies and attendees who are attending the Extraordinary General Meeting of Shareholders No. 1/2021 through electronic means (“E-EGM”).

Subsequently, the Company Secretary introduced the Meeting attendees, 8 members of the Board of Directors, namely:

Board members who attended the Meeting, totaling 8 members;

1. Dr. Apichai	Taechaubol	Chairman and Executive Chairman
2. Mr. Prasong	Vara-ratanakul	Independent Director, Audit Committee Chairman, Corporate Governance, Nomination and Remuneration Committee Chairman
3. Mr. Chetawan	Anuntasomboon	Independent Director, Audit Committee Member Corporate Governance, Nomination and Remuneration Committee Member
4. Mr. Tawil	Praisont	Independent Director and 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 attendees who associated in this Meeting which are the members of management, legal advisor from Far East Law Office (Thailand) Company Limited and investment advisor from S1WIN Consultant Company Limited.

Due to the epidemic situation of COVID-19 in the country, especially in Bangkok, there are still the highest number of daily new infections in the country every day. The Company continues to strictly observe the measures of the CCSA (The Center for COVID-19 Situation Administration) and the government sector to prevent and reduce risk of the spread of COVID-19. With awareness of the health care of all shareholders and attendees, therefore, the format of the Extraordinary General Meeting of Shareholders No. 1/2021 has been changed through electronic means ("E-EGM") in accordance with the Emergency Decree on Electronic Meeting.

A quorum for the Meeting of Shareholders shall be formed by at least 25 shareholders or not less than haft of the total number of shareholders attending the Meeting either in person or by proxy holding an aggregate number of shares of no less than 1/3 (one-third) of the total number of shares distributed. Currently, the Company has received some amount by proxies from shareholders and satisfied the requirement by law and regulation to constitute a quorum to convene the Extraordinary General Meeting of Shareholders.

Procedures for voting by attendees in person and the proxies

1. In this Extraordinary General Meeting of Shareholders, voting one share is equal to one vote. However, in conducting the Meeting in each agenda if no shareholders disagree or abstain, it shall be deemed that shareholders agree unanimously as proposed by the Chairman.
2. For voting (e-Voting), shareholders shall select agenda to vote, the system will show the voting status 1. Agree (green colour), 2. Disagree (red colour), 3. Abstain (orange colour). If shareholder wants to cancel the last vote, press "Cancel the latest vote". Shareholders can amend their votes until that agenda is closed for voting.

3. In the event that the proxy received proxies from many shareholders, select “User Icon” and click on the “Switch Account” button to access other accounts.
4. Any shareholder who has a special interest in any agenda will not have the right to vote in that agenda.
5. Shareholders have time to vote for 1 minute after notification of opening of voting for each agenda item and when voting results in each agenda has been closed, the results of that agenda will be announced to the Meeting.
6. Shareholders who gave proxy to others to attend the Meeting and is in form of voting according to the wishes of the shareholders, the Company has scored agree, disagree or abstain according to the shareholders’ wishes, recorded in the registration for voting according to each agenda.

Sending and answering questions in the meeting room

Shareholders who wish to ask questions or express opinions on any agenda, can ask questions by press the symbol “Question”, select agenda which to ask questions and typing questions then press the symbol “Send Question”. In case shareholders would like to ask questions by voice message, can select “Record” and ask questions by voice then press to “Stop for Record” when the question is done then press "Send Question" to send the question by voice message. Shareholders should inform name and surname before asking questions every time. The Executives will answer your questions when the Meeting is finished.

Subsequently, the Company Secretary invited the Chairman as the Chairman of the Meeting opening the Meeting.

Dr. Apichai Taechaubol, the Chairman as the Chairman of the Meeting, informed the Meeting that shareholders attended the Meeting themselves and by proxy, totaling 51 shareholders, holding a total of 1,171,826,089 shares or equivalent to 53.969 percent of 2,171,294,479 issued shares, which duly formed a quorum as stated in the Articles of Association.

The Chairman assigned Mr. Anukul Ubonnuch, Managing Director, to conduct the Shareholders’ Meeting in accordance with the Meeting’s agendas.

Agenda 1 : To adopt the Minutes of the 2021 Annual General Meeting of Shareholders

The Managing Director proposed the Minutes of the 2021 Annual General Meeting of Shareholders held on April 19, 2021 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 eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

The Company Secretary then gives shareholders an opportunity to ask questions by submitting questions related to this agenda through the electronic media conference system Inventech Connect (Live Streaming) by press send the symbol Question.

However, in this agenda, no shareholder asked any questions. The Company Secretary then asked the Meeting to vote on this agenda.

Resolved : The Meeting, having considered the matter and deemed that the Minutes were correct, therefore the Meeting resolved with unanimously votes, adopt the Minutes of the 2021 Annual General Meeting of Shareholders held on April 19, 2021 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 eligible to vote
1. Approve	1,171,826,089	100.000
2. Disapprove	0	0.000
3. Abstain	0	0.000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 51 persons, holding 1,171,826,089 shares.

Agenda 2 : 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 proposed the Meeting to decrease of 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 Company has to completely decrease registered capital of the Company and to amend Clause 4. 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 reduce the share capital by cancellation of registered shares that have not been issued prior to the increase registered capital.

In this regard, it is appropriate to propose to the Meeting of Shareholder to approve to decrease registered capital of the Company from Baht 3,864,662,060 to Baht 3,244,811,718 by canceling non-allotment of 619,850,342 ordinary shares at the par value of Baht 1.00 per share, which are the non-allotment of ordinary shares reserved for the offering to existing shareholders and investors via Private Placement in General Mandate.

And to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the reduction of the registered share capital as by cancellation the existent contents and use the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 3,244,811,718	(Three Thousand Two Hundred Forty-Four Million Eight Hundred Eleven Thousand Seven Hundred and Eighteen Baht)
Divided into	3,244,811,718 Shares	(Three Thousand Two Hundred Forty-Four Million Eight Hundred Eleven Thousand Seven Hundred and Eighteen Shares)
Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	3,244,811,718 Shares	(Three Thousand Two Hundred Forty-Four Million Eight Hundred Eleven Thousand Seven Hundred and Eighteen Shares)
Preferred 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 eligible to vote, pursuant to Clause 33 of the Company’s Articles of Association.

Resolved : The Meeting, having considered the matter, resolved with unanimously votes, to approve the decrease of the registered capital of the Company and amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the decrease 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 eligible to vote
1. Approve	1,171,826,089	100.000
2. Disapprove	0	0.000
3. Abstain	0	0.000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 51 persons, holding 1,171,826,089 shares.

Agenda 3 : To consider and approve to increase 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 increase of the registered share capital.

The Managing Director proposed the Meeting that the Company needs to raise funds to use as working capital, pay debts, and use in business operations and development of existing projects of the Company and its subsidiaries, and support future investment expansion. The Company has the intention to increase 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 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 in the amount of Baht 1,193,994,832 of the Company's registered capital, from Baht 3,244,811,718 to Baht 4,438,806,550 by issuing 1,193,994,832 newly issued ordinary shares with par value of Baht 1.00 per share for the allotment to existing shareholders (Right Offering) and to investors via Private Placement in General Mandate and to reserve for the exercise of convertible debentures, as per details in the capital increase report (according to the attachment 2 of the Invitation Letter of the Extraordinary General

Meeting of Shareholders No. 1/2021 which have already been delivered to the shareholders).

In addition, the Company shall amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital by cancellation the existent contents and use the new contents as mention below:

“Clause 4. Registered Capital Baht 4,438,806,550 (Four Thousand Four Hundred Thirty-Eight Million Eight Hundred Six Thousand Five Hundred and Fifty Baht)

Divided into 4,438,806,550 Shares (Four Thousand Four Hundred Thirty-Eight Million Eight Hundred Six Thousand Five Hundred and Fifty Shares)

Par value of Baht 1 (One Baht)

Divided as follows;

Ordinary shares 4,438,806,550 Shares (Four Thousand Four Hundred Thirty-Eight Million Eight Hundred Six Thousand Five Hundred and Fifty Shares)

Preferred shares - Shares (-)”

In addition, the Company have the remaining of the ordinary shares which reserves for the exercise of JCK-W6 totaling 1,073,517,239 shares with par value of Baht 1 per share.

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 eligible to vote, pursuant to Clause 33 of the Company’s Articles of Association.

Resolved : The Meeting, having considered the matter, resolved with unanimously votes, to approve the increase the registered capital of the Company and amend Clause 4. 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 eligible to vote
1. Approve	1,171,826,089	100.000
2. Disapprove	0	0.000
3. Abstain	0	0.000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 51 persons, holding 1,171,826,089 shares.

Agenda 4 : To consider and approve the issuance and offering the newly issued convertible debentures of the Company to specific investor.

The Managing Director reported to the Meeting that this agenda is a matter for consideration and approval of the issuance and offering of the newly issued convertible debentures of the Company for not exceeding Baht 1,000,000,000 (the “Convertible Debentures”) by way of Private Placement specifically to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”).

For the main purpose of issuing convertible debentures in this time, the Company will use the money to expand investment as working capital and repay the existing debt of the Company. However, due to the spread of Covid-19 affecting the Company's business and cash flow as well as raising funds in the country by issuing debentures is difficult in the current situation. Domestic Financial Institutions delayed lending to the corporate sector while the Company still has the burden of principal, interest and other expenses that must be paid. Therefore, in order for the Company to be able to continue its business and to manage risk and financial liquidity, the Company needs to find a fundraising channel or a new source of funding to support future events. The Company therefore proposed to the Shareholders' Meeting in this time to issue convertible debentures to AO Fund and AO Fund 1, which are foreign institutional investors who interested in investing in the Company.

AO Fund and AO Fund 1 are not related person under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected

Transactions, and this offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within four-month period as specified in clause 43 (1) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 17/2561 Re: Application and Approval for Offer for Sale of Newly Issued Debt Securities (the “Notification No. Tor Jor. 17/2561”).

The essence of the terms and conditions of the convertible debentures for approval this time as per details the attachment 4 of the Invitation Letter of the Extraordinary General Meeting of Shareholders No. 1/2021 which have already been delivered to the shareholders. The details can be summarized as follows:

Subject Detail	Detail
Issuer of Convertible Debentures	JCK International Public Company Limited (“JCK”)
Type of Convertible Debentures	Senior Unsecured Convertible Debentures (“Convertible Debentures”)
Currency	THB
Total Principal amount	Not exceeding 1,000,000,000 Baht <u>Note</u> : The number of debentures and total amount in each tranche including the set and value in each set may be changed due to the market situation and the necessity of fund required for using at that time.
Conversion Condition	The Company which issued the convertible bond following by Tranche according to the liquidity of the Company.
Interest Rate	2.00 percent per annum, provided that the interest will be paid on a quarterly basis from the date of issuance
Maturity Period	3 years after the issuance of each Tranche
Payback Condition	Repay in lump sum after each due of specific Tranche
Conversion Ratio	Principle amount of the Convertible Debentures divided by the conversion price
Conversion price	“Conversion Price” will not be lower than 90.00 percent of market price at that time. “The market price” shall be calculated based on the weighted average price of the Company’s shares trading on the Stock Exchange of Thailand for not less than

Subject Detail	Detail
	<p>7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date that the holders of the Convertible Debentures exercise the right of conversion and the weighted Average price is calculated from the trading value divided by the trading volume of each consecutive business day. (Floating Conversion Price).</p> <p>However, in the event that at any period of conversion, the result of the conversion price is calculated until the conversion price is lower than the par value of the Company's ordinary shares, than can use the said conversion price but not less than 0.01 Baht/share, except in the case where the law prohibits the Company from issuing shares lower than the par value, therefore the par value of the Company's ordinary shares shall be deemed the conversion price. In the event that the Company cannot issue underlying shares at a price lower than the par value of the Company's shares, the Company shall issue additional compensation shares in such a way that the calculation of all shares to be issued at par value is in accordance with the conversion price.</p>
Conversion Period	The holder of the Convertible Debentures may exercise their rights of conversion of the Convertible Debentures into the Company's common shares until the close of business on the date falling 7 days prior to the maturity date of the Convertible Debentures.
Number of ordinary shares reserved for conversion	542,606,490 shares (equivalent to 24.99 percent of the current Company's total issued shares sold)
Secondary market for ordinary shares issued after conversion	The Company shall arrange to list the ordinary shares issued after the conversion of the Convertible Debentures on the Market for the Stock Exchange of Thailand (SET)

Subject Detail	Detail
Allocation Method	The Convertible Debentures will be entirely allotted at once or many times to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”)

In this regard, the Board of Directors shall be authorized to have the power to determine the details, amend or take any actions as necessary for and in connection with the issuance and offering of the Convertible Debentures in order to comply with the laws, including but not limited to the power to proceed with the following actions:

- (1) To determine or amend the details, methods and other conditions in connection with the issuance and offering of the Convertible Debentures as appropriate either in one time or several times, including but not limited to the terms and conditions of the Convertible Debentures, the issue date, the par value, the offering price, the number of ordinary shares to be issued in order to reserve for the conversion of the Convertible Debentures, the interest rate, the calculation and method of interest payment, the conversion price, the conversion ratio, the conversion period, the redemption price, the redemption period, the last day of conversion period, the allocation method, or the determination of any adjustment event requiring the Company to issue additional underlying shares to accommodate a change of the exercise of the conversion right, and the conditions of adjustment events;
- (2) To appoint advisors and third parties (e.g., financial advisor and legal advisor) for contacting and providing information as well as filing of documents, any filing or any waiver, and evidence with the relevant authorities or any other events in connection with the issuance and offering of the Convertible Debentures as appropriate;
- (3) To negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures, the allocation of newly issued shares in order to reserve for the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding and executing the

applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the Securities and Exchange Commission of Thailand (the “SEC”), the Stock Exchange of Thailand (the “SET”), governmental agencies and/or other relevant authorities in relation to the issuance, offering and allocation of the Convertible Debentures and the listing of the newly issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the Market for the Stock Exchange of Thailand (“SET”);

- (4) To perform any other actions as necessary and appropriate for and in connection with the issuance, the offering and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.

In this regard, the success of the issuance, the offering and the allocation of the Convertible Debentures depend on various relevant conditions including the completion of the due diligence process by AO Fund and/or AO Fund 1 in respect of the Company’s business and operations, including but not limited to the due diligence on the Company’s anti-money laundering policy, anti-corruption policy and sanctions;

- (5) In case there is any fraction from the conversion of the Convertible Debentures to be the ordinary shares, such fraction shall be disregarded.

AO Fund and/or AO Fund 1 are an Open-ended equity Fund, which registered in Cayman Island, and have been being structured as mutual fund under the supervision of Monetary Authority of Cayman Island. The objective of AO Fund and AO Fund 1 are middle – long term investment by investing through financial instruments to provide financial support to small – medium size SET Listed Company. The investment strategy of AO Fund and AO Fund 1 are to provide capital to various companies for the working capital, business expansion, mergers & acquisition, or for the objective management of the debt restructuring. Moreover, AO Fund and AO Fund 1 have invested in convertible debentures issued by SET listed companies for more than 13 companies since 2011.

Zico Asset Management Private Limited (“ZICOAM”) is a fund manager of AO Fund and/or AO Fund 1 which is located in Singapore and registers as Asset Management

Company registered with Monetary Authority of Singapore. ZICOAM has been appointed by AO Fund and AO Fund 1 to be the investment manager and to evaluate every type of investment of AO Fund and AO Fund 1. Therefore, AO Fund and/or AO Fund 1 are considered as institutional investor pursuant to Clause 4(10) of the Notification of the Securities and Exchange Commission No. KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor, and this offer for sale of the Convertible Debentures by way of private placement is in accordance with Clauses 43 and 56 of the Notification No. Tor Jor. 17/2561.

This agenda must be approved by simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and 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 votes, to approve the issuance and offering of the newly issued convertible debentures of the Company for not exceeding Baht 1,000,000,000 (the "Convertible Debentures") by way of Private Placement specifically to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") and authorized the Board of Directors to have the power to determine the details, amend or take any actions as necessary for and in connection with the issuance and offering of the Convertible Debentures in order to comply with the laws 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 eligible to vote
1. Approve	1,171,826,089	100.000
2. Disapprove	0	0.000
3. Abstain	0	0.000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 51 persons, holding 1,171,826,089 shares.

Agenda 5 : To consider and approve the allocation of the newly issued ordinary shares.

The Managing Director proposed to the Meeting that as aforementioned in Agenda 3 with respect to the plan of funding in order to be utilized as working capital, repayment of debt, use to operate business and develop the existing projects of the Company and its subsidiaries as well as to be reserving funds to support the investment expansion in the future. Therefore, according to the law, the Meeting is required to consider and approve the allocation of not exceeding 1,193,994,832 newly issued ordinary shares with par value of Baht 1.00 per share

Therefore, it is appropriate to propose to the Shareholders' Meeting to consider and approve the allocation of the newly issued ordinary shares as details appear in the Invitation Letter of the Extraordinary General Meeting of Shareholders No. 1/2021 page 6 to page 9 and details appear in the Information Memorandum in relation to the Allotment and Offering of Newly Issued Ordinary Shares to Investors in Private Placement according to the attachment 4 of the Invitation Letter of the Extraordinary General Meeting of Shareholders No. 1/2021 which have already been delivered to the shareholders as follows:

- (1) The amount not exceeding 434,258,895 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 same time or to separate into partial for offering in lots from time to time and have 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 of any offering price including the offering price that is lower than the par value of the Company's ordinary shares but not less than 0.01 Baht/share except in the case where the law prohibits the Company from issuing share lower than the par value. The par value of the Company's ordinary shares shall be considered as the offering price, subscription period, ratio of allotment, allotment method and the payment process, etc., including change of the subscription period, the 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 in the 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 Market for the Stock Exchange of Thailand (SET) and submission of information and documents to the SEC, the SET, the 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 will be determined by the Company or within the date of the Annual General Meeting of Shareholders which will be determined by the law, whichever date is earlier.

- (2) The amount not exceeding 217,129,447 newly issued ordinary shares 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 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 lower than one of the following price:
 - (A) The weighted average of share price trading on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 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. In this case, in the event that the offering price in any period of which the discount is calculated from the market price does not exceed 10% of the market price, results in the offering price being lower than the par value of the Company's ordinary shares, then can use the said offering price but not less than 0.01 Baht/share, except in the case where the law prohibits the Company from issuing shares lower than the par value. The par value of the Company's ordinary shares shall be considered as the offering price.

- (B) The price which is determined by the institutional investors who willingly want to pay for the newly issued ordinary shares at that price level (the Book Building method) which is examined by the securities company.

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

For the allotment and offering of newly issued 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 remuneration for the acquisition of assets , negotiation, entry into agreement and execution of relevant documents and agreements regarding the allotment and offering of capital increase ordinary shares; and execution of applications for permission and necessary and relevant evidence regarding such allotment and offering of capital increase 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 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 Market for the Stock Exchange of Thailand (SET) 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 via 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, and 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 the attachment 3 of the Invitation Letter of the Extraordinary General Meeting of Shareholders No. 1/2021 which have already been delivered to the shareholders)

- (3) The amount not exceeding 542,606,490 shares or equal to 24.99% of the current paid-up capital of the Company to be reserved for the conversion of the newly issued convertible debentures of the Company for not exceeding Baht 1,000,000,000 (the "Convertible Debentures") by way of Private Placement specifically to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") which are not related person under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions, and this offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within four-month period as specified in clause 43 (1) of the Notification No. Tor Jor. 17/2561.

In addition, the Conversion Price will not lower than 90 percent of market price whereas the market price shall be calculated based on the weighted average price of the Company's shares trading on the Market for the Stock Exchange of Thailand (SET) for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date that the holders of the Convertible Debentures exercise their right of conversion and the weighted average price is calculated from the trading value divided by the trading volume of each consecutive business day (Floating Conversion Price). However, in the event that at any period of conversion, the conversion price is calculated until the result of the conversion price is lower than the par value of the Company's ordinary shares, then can use the said conversion price but not less than 0.01 Baht/share, except in the case where the law prohibits the Company from issuing shares lower than the par value. The par value of the Company's ordinary shares shall be deemed the conversion price. In the event that the Company cannot issue underlying shares at a price lower than the par value of the Company's shares, the Company shall issue additional compensation shares in such a way that the calculation of all shares to be issued at par value is in accordance with the conversion price.

(Details of the Summary of the important terms and conditions of the Convertible Debentures to be issued by the Company to AO Fund and AO Fund 1 according to the attachment 4 of the Invitation Letter of the Extraordinary General Meeting of Shareholders No. 1/2021 which have already been delivered to the shareholders)

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

Resolved : The Meeting, having considered the matter, resolved with unanimously votes, 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 (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the Meeting and eligible to vote
1. Approve	1,171,826,089	100.000
2. Disapprove	0	0.000
3. Abstain	0	0.000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 51 persons, holding 1,171,826,089 shares.

Agenda 6 : Other matter (if any)

The Managing Director 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 Managing Director invited the Chairman to close of the Meeting.

The Chairman expressed his appreciation to the shareholders for attending the Meeting and declared the Meeting closed 14.42 hours.



(Dr. Apichai Taechaubol)
Chairman of the Meeting

Annual Report of the Year 2021 (Form 56-1 One Report) and
the Financial Statements for the fiscal year ended December 31, 2021, in QR Code Form



The Shareholders can download the documents via QR Code (QR Code) by following the steps below:

For iOS and Android System

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as LINE, Facebook or QR CODE READER.

Independent Director's Resume
JCK International Public Company Limited

Name - Surname : Mr. Prasong Vara-ratanakul

Age : 74 years

Present position in the Company : 1999 - Present
 Independent Director
 Audit Committee Chairman
 Corporate Governance, Nomination
 and Remuneration Chairman

Period of directorship : 23 years

Number of terms as a director : 7 period with 2 years (1 period : 3 years)

Type of proposal directors : Independent Director

Education : Master of Public Administration, Chulalongkorn University
 Bachelor of Commerce, Chulalongkorn University
 Bachelor of Law, Ramkhamhaeng University

Director Training Program : DCP 72/2006
 From IOD DAP 51/2006
 ACP 12/2006
 AACP 16/2014
 ELP 2/2015

Number of Shareholding : None

Present position in other company :

- Listed companies : 2017 – Present Independent Director and
 Audit Committee Chairman
 JCK Hospitality PCL.
 1972 – Present Independent Director and
 Audit Committee Member
 We Retail PCL.
- Non-listed companies : 1972 – Present Independent Director and
 Audit Committee Member
 Thai Property PCL.¹
- Companies that may : None
 cause any conflict of
 interests to the Company



Attendance the Meeting in 2021

- The Board of Directors Meeting : Attendance the Meeting totaling 9 of 9 times
- The Audit Committee Meeting : Attendance the Meeting totaling 4 of 4 times
- The Corporate Governance, : Attendance the Meeting totaling 3 of 3 times
 Nominating and Remuneration
 Committee Meeting

¹ Thai Property PCL. voluntarily delisted from the Stock Exchange of Thailand, effective since December 9, 2016

Independent Director's Resume
JCK International Public Company Limited

Name - Surname : Mr.Chetawan Anuntasomboon

Age : 68 years

Present position in the Company : 2018 – Present
Independent Director
Corporate Governance, Nomination
and Remuneration Member

Period of directorship : 4 years

Number of terms as a director : 1 period and 1 year (1 period : 3 years)

Type of proposal directors : Independent Director

Education : Bachelor's Degree in Law
Ramkhamhaeng University

: Barrister at Law
The Thai Bar Under the Royal Patronage

Director Training Program : None
from IOD

Number of Shareholding : None



Present position in other company

- Listed companies : 2018 – Present Independent Director
Audit Committee Member
JCK Hospitality PCL.
- Non-listed companies : None
- Companies that may : None
cause any conflict of
interests to the Company

Attendance the meeting in 2021

- The Board of Directors Meeting : Attendance the Meeting totaling 9 of 9 times
- The Audit Committee Meeting : Attendance the Meeting totaling 4 of 4 times
- The Corporate Governance, : Attendance the Meeting totaling 3 of 3 times
Nominating and Remuneration
Committee Meeting

Director's Resume
JCK International Public Company Limited

Name – Surname : Mr.Krittawat Taechaubol

Age : 31 years

Present position in the Company : 2014 – Present
 Director
 Executive Director
 Director Deputy Managing Director



Period of directorship : 8 years

Number of terms as a director : 2 period and 2 years (1 period : 3 years)

Type of proposal directors : Director

Education : Master of Science in Real Estate, University of London
 Bachelor's Degree in Management Sciences, the London School of Economics and Political Science (LSE), Houghton St., London

Director Training Program from IOD : DCP, Class 196/2014

Number of Shareholding : 42,800,000 shares (as of December 30, 2021)

Present position in other company

- Listed companies : None
- Non-listed companies : 2018 – Present Director
 High Active Consultant Tech Co., Ltd.
- 2017 – Present Director
 Rim Nam Bangpakong Co., Ltd
- 2017 – Present Director
 BGY & TFD Properties Co., Ltd.
- 2016 – Present Director
 JCK Utilities Co., Ltd.
- 2019 – Present Director
 AP Prime Properties Co., Ltd.
- 2012 – Present Director
 Capital Planner Co., Ltd.

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

Attendance the Meeting in 2021

- The Board of Directors Meeting : Attendance the Meeting totaling 9 of 9 times

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.

(F 53-4)

CAPITAL INCREASE REPORT FORM
JCK INTERNATIONAL PUBLIC COMPANY LIMITE
March 25, 2022

JCK International Public Company Limited ("the Company") hereby reports the resolutions of the Board of Directors' Meeting No. 3/2022, held on March 25, 2022 in respect of capital increase and share allotment as follows:

1. Capital Increasing

The meeting of the Board of Directors passed a resolution approving the increase of the Company's registered capital from Baht 3,921,719,021 to Baht 5,157,392,952 by issuing 1,235,673,931 newly issued ordinary shares with par value of Baht 1.00 per share, totaling Baht 1,235,673,931. 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 checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Preferred	445,195,375 -	1.00 -	445,195,375
<input checked="" type="checkbox"/> General mandate	Ordinary Preferred	790,478,556 -	1.00 -	790,478,556 -

2. Allotment of the newly issued ordinary shares

The meeting of the Board of Directors passed a resolution approving the allotment of 1,235,673,931 newly issued ordinary shares with par value of Baht 1.00 per share, totaling Baht 1,235,673,931. Details of each type of capital increase are as follows:

2.1 If specifying the purpose of utilizing proceeds

Allotted to	No. of shares	Ratio (existing : new)	Selling Price per share (Baht)	Subscription and Payment Date	Remarks
Reserving for the conversion of Convertible Debentures offering to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1")	445,195,375	Conversion ratio is equivalent to the principal amount of the convertible debenture divided by the conversion price	Not less than 90% of market price (Conversion Price)	To be further determined.	To be reserved for the conversion of the Convertible Debentures offering to the Institute investors via Private Placement (Please consider Remark No. 2 and the Summary of Key Terms and Conditions of the Convertible Debentures pursuant to Attached 7)

2.2 If under a general mandate

Allotted to	No. of shares	Ratio (existing : new)	Selling Price per share (Baht)	Subscription and Payment Date	Remarks
1. Existing shareholders	526,985,704	-	-	-	Please consider Remark No.1
2. Private Placement	263,492,852	-	-	-	Please consider Remark No.2

Note : The Board of Directors' Meeting No. 3/2022, held on March 25, 2022 resolved as follows:

- Approval to decrease the registered capital of the Company from Baht 4,438,806,550 to Baht 3,921,719,021 by canceling non-allotment of 517,087,529 ordinary shares at the par value of Baht 1.00 per share.

In this regard, the Company still has the remaining ordinary shares to reserve for the exercise of the warrants to purchase ordinary shares of the Company No.6 (JCK-W6) which have not expired amount 1,073,517,239 shares with par value of Baht 1.00 per share and the remaining ordinary shares to reserve for the exercise of the Convertible Debentures for specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") amount 213,273,262 shares with par value of Baht 1.00 per share.

- Approval to increase registered capital of the Company in the amount of Baht 1,235,673,931 from Baht 3,921,719,021 to Baht 5,157,392,952 by issuing 1,235,673,931 newly issued ordinary shares with par value of Baht 1.00 per share.
- Approval to allot no more than 1,235,673,931 newly issued ordinary shares with par value of Baht 1.00 per share by the details as follows:
 - The amount not exceeding 526,985,704 newly issued ordinary shares or equal to 20.00% of the current paid-up capital of the Company, for offering to existing shareholders in form of General Mandate

Whereby, the Board of Directors shall be authorized to allot and offer in same time or to separate into partial for offering in lots from time to time and have 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 of any offering price including the offering price that is lower than the par value of the Company's ordinary shares but not less than 0.01 Baht/share except in the case where the law prohibits the Company from issuing share lower than the par value. The par value of the Company's ordinary shares shall be considered as the offering price, subscription period, ratio of allotment, allotment method and the payment process, etc., including change of the subscription period, the 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 in the 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 Market for the Stock Exchange of Thailand (SET) and submission of information and documents to the SEC, the SET, the 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.

- The amount not exceeding 263,492,852 newly issued ordinary shares 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 in Private Placement in General Mandate 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) and shall not be lower than one of the following price:

- (A) The weighted average of share price trading on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 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. In this case, in the event that the offering price in any period of which the discount is calculated from the market price does not exceed 10% of the market price, results in the offering price being lower than the par value of the Company's ordinary shares, then can use the said offering price but not less than 0.01 Baht/share, except in the case where the law prohibits the Company from issuing shares lower than the par value. The par value of the Company's ordinary shares shall be considered as the offering price.
- (B) The price which is determined by the institutional investors who willingly want to pay for the newly issued ordinary shares at that price level (the Book Building method) which is examined by the securities company.

This allocation of newly issued ordinary shares to investors via Private Placement 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.

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 increase ordinary shares; and execution of applications for permission and necessary and relevant evidence regarding such allotment and offering of capital increase 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 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 to the Market for the Stock Exchange of Thailand (SET) and submission of information and documents to the SEC, the SET, the 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, 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 as appeared in Attached 6)

3. The amount not exceeding 445,195,375 shares or equal to 16.90% of the current paid-up capital of the Company to be reserved for the conversion of the newly issued convertible debentures of the Company for not exceeding in total sum of Baht 1,000,000,000 (the "Convertible Debentures") by way of private placement specifically to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021 which at the present the Convertible Debentures amount of Baht 330,000,000 has been issued and offered, the remaining Baht 670,000,000 that have not been issued and offered.

At present, the Company still has 213,273,262 shares remaining reserved for the exercise of Convertible Debentures, which is expected to be insufficient for conversion of Convertible Debentures that have not yet been issued and offered, amounting to another Baht 670,000,000 million. The Company therefore proposed for approval from the 2022 Annual General Meeting of Shareholders for the capital increase and allocating 445,195,375 newly issued ordinary shares to reserve for the exercise of the Convertible Debentures that have not yet been issued and offered in the amount of Baht 670,000,000 as abovementioned.

AO Fund and AO Fund 1 are not related person under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions, and this offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within four-month period as specified in clause 43 (1) of the Notification No. Tor Jor. 17/2561. In addition, the Conversion Price will not be lower than 90.00 percent of market price whereas the market price shall be calculated based on the weighted average price of the Company's shares trading on the Market for the Stock Exchange of Thailand (SET) for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date that the holders of the Convertible Debentures exercise the right of conversion and the weighted Average price is calculated from the trading value divided by the trading volume of each consecutive business day (Floating Conversion Price). However, in the event that at any period of conversion, the result of the conversion price is calculated until the conversion price is lower than the par value of the Company's ordinary shares, than can use the said conversion price but not less than 0.01 Baht/share, except in the case where the law prohibits the Company from issuing shares lower than the par value, therefore the par value of the Company's ordinary shares shall be deemed the conversion price. In the event that the Company cannot issue underlying shares at a price lower than the par value of the Company's shares, the Company shall issue additional compensation shares in such a way that the calculation of all shares to be issued at par value is in accordance with the conversion price.

In this regard, the Board of Directors shall be authorized to have the power to determine the details, amend or take any actions as necessary for and in connection with the issuance and offering of the Convertible Debentures in order to comply with the laws, including but not limited to the power to proceed with the following actions:

- (1) To determine or amend the details, methods and other conditions in connection with the issuance and offering of the Convertible Debentures as appropriate either in one time or several times, including but not limited to the terms and conditions of the Convertible Debentures, the issue date, the par value, the offering price, the number of ordinary shares to be issued in order to reserve for the conversion of the Convertible Debentures, the interest rate, the calculation and method of interest payment, the conversion price, the conversion ratio, the conversion period, the redemption price, the redemption period, the last day of conversion period, the allocation method, or the determination of any adjustment event requiring the Company to issue additional underlying shares to accommodate a change of the exercise of the conversion right, and the conditions of adjustment events;
- (2) To appoint advisors and third parties (e.g., financial advisor and legal advisor) for contacting and providing information as well as filing of documents, any filing or any waiver, and evidence with the relevant authorities or any other events in connection with the issuance and offering of the Convertible Debentures as appropriate;

- (3) To negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures, the allocation of newly issued shares in order to reserve for the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the SEC, the SET, governmental agencies and/or other relevant authorities in relation to the issuance, offering and allocation of the Convertible Debentures and the listing of the newly issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the SET.
- (4) To perform any actions as necessary and appropriate for and in connection with the issuance, the offering and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.

In this regard, the success of the issuance, the offering and the allocation of the Convertible Debentures depend on various relevant conditions including the completion of the due diligence processed by AO Fund and AO Fund 1 in respect of the Company's business and operations, including but not limited to the due diligence on the Company's anti-money laundering policy, anti-corruption policy and sanctions.

- (5) In case there is any fraction from the conversion of the Convertible Debentures to be the ordinary shares, such fraction shall be disregarded.

AO Fund and AO Fund 1 are an opened-end equity fund, which registered in Cayman Island, and have been being structured as mutual fund under the supervision of Monetary Authority of Cayman Island. The objective of AO Fund and AO Fund 1 are middle – long term investment in small – medium size Listed Company. The investment strategy of AO Fund and AO Fund 1 is to provide capital to various companies for the working capital, business expansion, mergers & acquisition, or for the objective management of the debt restructuring. Moreover, AO Fund and AO Fund 1 have invested in convertible debentures issued by SET listed companies for more than 13 companies since 2011.

Zico Asset Management Private Limited ("ZICOAM") is a fund manager of AO Fund and/or AO Fund 1 which is located in Singapore and register as Asset Management Company registered with Monetary Authority of Singapore. Therefore, AO Fund and AO Fund 1 are considered as Institutional investors pursuant to Clause 4(10) of the Notification of the Securities and Exchange Commission No. KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor, and this offer for sale of the Convertible Debentures by way of Private Placement is in accordance with Clauses 43 and 56 of the Notification No. Tor Jor. 17/2561.

(Details of the Summary of the important terms and conditions of the Convertible Debentures to be issued by the Company to AO Fund and AO Fund 1 s approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021 as appeared in Attached 7)

Therefore, for the newly issued ordinary shares the Company will use the market price which calculated from the weighted average price of the Company's shares in the SET is calculated by specifying 3 decimal places. If the 4th decimal place has a value of 5 or more, it will be rounded up. The offering price to private placement will be calculated by specifying 3 decimal places. If the 4th decimal place has a value of 5 or more, it will be rounded up.

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 March 25, 2022, the Company has 517,087,059 non-allotment ordinary shares with par value of Baht 1.00 per share totaling Baht 517,087,059. The Board of Directors' Meeting No. 3/2022 held on March 25, 2022 has approved to decrease the registered capital by canceling all of the non-allotment ordinary shares prior to the increase of the registered capital.

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

The 2022 Annual General Meeting of Shareholders shall be held on April 29, 2022 at 2.00 pm. through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563. The Record Date shall be determined on April 8, 2022 for the right to attend the meeting and exercising votes at the 2022 Annual General Meeting of Shareholders.

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

- 4.1 Approval of the 2022 Annual General Meeting of Shareholders 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 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 SEC when the Company has complied with the rules set forth in 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 and the offering of newly issued ordinary share to reserve for the conversion of the convertible debentures shall be deemed as authorized by the SEC only when the Company has complied with the rules set forth in the Notification of the Capital Market Supervisory Board No. Tor Jor. 17/2561 Re: Application and Approval for Offer for Sale of Newly Issued Debt Securities.
- 4.4 The Company will apply for the registration of any restrictions on the transfer of the Convertible Debentures which are issued and offered for sale to not more than 10 limited specific investors in any four-month period with the SEC.
- 4.5 The Company will submit the application form to the Market for the Stock Exchange of Thailand (SET) for approval of newly issued ordinary shares that be allotted to existing shareholders and investors via Private Placement (in case of the allotment), or ordinary shares from exercising of the Convertible Debentures to listing and trading in the Market for the Stock Exchange of Thailand (SET) (in case of exercising the rights or conversion as the case may be).

5. Objectives of the capital increase and capital utilizing plans

Allotted Shares / Objectives of the capital increase	Estimate capital earning * (Baht)	Estimate capital utilizing period
1. Right Offering : RO* To be used as a working capital, debt repayment, and to be used in the current operation of the Company and development of current Company and its subsidiaries' projects and to reserve for the future investment expansion plan.	400,509,135.04	Year 2022-2023
2. Private Placement : PP* To be used as a working capital, debt repayment, and to be used in the current operation of the Company and development of current Company and its subsidiaries' projects and to reserve for the future investment expansion plan.	200,254,567.52	Year 2022-2023

Allotted Shares / Objectives of the capital increase	Estimate capital earning * (Baht)	Estimate capital utilizing period
3. Capital received from the conversion of Convertible Debentures* To be used as a working capital, debt repayment, and to be used in the current operation of the Company and its subsidiaries and including the future investment expansion	338,348,485.00	Year 2022-2025
Total	939,112,187.56	

Remark : *

- The Estimate capital earning abovementioned are estimate numbers from the offering price of RO and PP with 10% discount from the market price of the Company's share which is Baht 0.76 per share (market price of the Company's share will be calculated from the weighted average market price of the Company's shares in Market for the Stock Exchange of Thailand (SET) 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 March 4 - 24, 2022 which is Baht 0.84 per share (information from SETSMART)). Therefore, the exact amount of capital earning may be changed, depending 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 use as the Company's working capital
- 6.2 To have additional sufficient capital for the operation and project development of the Company and its subsidiaries including to reserve for the future expansion investment which will result the Company to enable for the profitability and the tendency for the better performance in the future.
- 6.3 To strengthen the Company's financial position, and to help reduce the burden of loan borrowings from financial institutions which will make the Company to lower its financing costs.

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

- 7.1 Policy of Paying Dividend
The Company will pay the dividend at a rate not less than 60% of net profit in a relevant year based on a separated financial statement and in case if there is enough profit and liquidity 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 such dividend.

8. Other details necessary for the shareholders to approve the capital increase and the allotment of newly issued ordinary shares

The effect which could occurred from the offering of newly issued ordinary shares (only in case the of shares offering to existing shareholders and/or investors via Private Placement) are as follows :

8.1 Price Dilution

The Price Dilution is unable to calculate at this moment because the exact number of the offering price have not yet been determined.

Nevertheless, in case that the calculation of the offering price of RO and PP with 10% discount from market price of the Company's shares which is Baht 0.76 per share, compare with the market price which is weighted average price of the Company's share in Market for the Stock Exchange of Thailand

(SET) 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 March 4 -24, 2022 which is Baht 0.84 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

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

$$= \frac{(0.84 \times 2,634,928,520) + (0.76 \times 526,985,704)}{(2,634,928,520 + 526,985,704)}$$

$$= \text{Baht 0.83 /share}$$

$$= \frac{(0.84 - 0.83)}{0.84}$$

$$= 1.19\%$$

(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

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

$$= \frac{(0.84 \times 2,634,928,520) + [(0.76 \times (526,985,704 + 263,492,852))]}{(2,634,928,520 + 526,985,704 + 263,492,852)}$$

$$= \text{Baht 0.82 /share}$$

$$= \frac{(0.84 - 0.82)}{0.84}$$

$$= 2.38\%$$

(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

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

$$= \frac{(0.84 \times 2,634,928,520) + (0.76 \times 263,492,852)}{(2,634,928,520 + 263,492,852)}$$

$$= \text{Baht 0.83 /share}$$

$$= \frac{(0.84 - 0.83)}{0.84}$$

$$= 1.19\%$$

- (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

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

$$= \frac{(0.84 \times 2,634,928,520) + [(0.76 \times (526,985,704 + 263,492,852))]}{(2,634,928,520 + 526,985,704 + 263,492,852)}$$

$$= \frac{(0.84 - 0.82)}{0.84} \quad \text{Baht 0.82 /share}$$

$$= 2.38\%$$

8.2 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**

$$= \frac{\text{Number of shares offering to PP}}{(\text{Paid-up shares} + \text{shares offering to RO} + \text{shares offering to PP})}$$

$$= \frac{263,492,852}{(2,634,928,520 + 526,985,704 + 263,492,852)}$$

$$= 7.69\%$$

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

$$= \frac{\text{Number of shares offering to PP}}{(\text{Paid-up shares} + \text{shares offering to PP})}$$

$$= \frac{263,492,852}{(2,634,928,520 + 263,492,852)}$$

$$= 9.09\%$$

- (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**

$$= \frac{\text{shares offering to RO} + \text{shares offering to PP}}{(\text{Paid-up shares} + \text{shares offering to RO} + \text{shares offering to PP})}$$

$$= \frac{526,985,704 + 263,492,852}{(2,634,928,520 + 526,985,704 + 263,492,852)}$$

$$= 23.08\%$$

8.3 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.


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

Procedure	Date
The Board of Directors' Meeting approve the increase of registered capital, the allocation of newly issued ordinary shares and related matters.	March 25, 2022
Date to determine the shareholders' right to attend the 2022 Annual General Meeting of Shareholders (Record Date)	April 8, 2022
The 2022 Annual General Meeting of Shareholders	April 29, 2022
Registration of the resolution of capital decrease, capital increase and related matters at Ministry of Commerce	Within 14 days after the 2022 Annual General Meeting of Shareholders approves the capital reduction/increase
Date to allot the newly issued ordinary shares to existing shareholders and investors via Private Placement (General Mandate)	will be determined after obtained the approval from the 2022 Annual General Meeting of Shareholders
Date to allot the Convertible Debentures to investors via Private Placement	will be determined after obtained the approval from the 2022 Annual General Meeting of Shareholders

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



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

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

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

According to the Board of Directors Meeting of JCK International Public Company Limited (the "Company") No. 3/2022, held on March 25, 2022, has resolved to approve for submission to the Shareholders meeting for consideration and approval of the allotment of capital increase ordinary shares of the Company in the amount not exceeding 263,492,852 shares with 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 in General Mandate 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 shall 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 and approval to issue and offer the newly issued ordinary shares of not exceeding 445,195,375 shares with par value of Baht 1.00 per share to reserve for the conversion rights of the convertible debentures of the Company to specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021 which at the present the Convertible Debentures amount of Baht 330,000,000 has been issued and offered, the remaining Baht 670,000,000 that have not been issued and offered. AO Fund and AO Fund 1 are not related person under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions, and this offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within four-month period as specified in clause 43 (1) in the Notification of the Capital Market Supervisory Board No. Tor Jor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments (the "Notification No. Tor Jor. 17/2561").

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. 3/2022 has resolved to approve the allocation of newly issued ordinary shares to specific investors as follows:

- 1.1 The amount not exceeding 263,492,852 shares 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 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) and shall not lower than one of the following price:

- (1) The weighted average of share price trading on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 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 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. In this case, in the event that the offering price in any period of which the discount is calculated from the market price does not exceed 10% of the market price, results in the offering price being lower than the par value of the Company's ordinary shares, then can use the said offering price but not less than 0.01 Baht/share, except in the case where the law prohibits the Company from issuing shares lower than the par value. The par value of the Company's ordinary shares shall be considered as the offering price.

- (2) The price which is determined by the institutional investors who willingly want to pay for the newly issued ordinary shares at that price level (the Book Building method) which is examined by the securities company.

This allocation of newly issued ordinary shares to investors via Private Placement 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.

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 the remuneration for the assets acquisition; negotiation, entry into agreement and execution of relevant documents and agreements regarding the allotment and offering of capital increase ordinary shares; and execution of applications for permission and necessary and relevant evidence regarding such allotment and offering of capital increase 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 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 on the Market for the Stock Exchange of Thailand (SET) and submission of information and documents to the SEC, the SET, the 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, and in violation of the foreign limit as specified in the Company's Articles of Association.

- 1.2 The amount not exceeding 445,195,375 shares or equal to 16.90% of the current paid-up capital of the Company to be reserved for the conversion of the newly issued convertible debentures of the Company to specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021 which at the present the Convertible Debentures amount of Baht 330,000,000 has been issued and offered, the remaining Baht 670,000,000 that have not been issued and offered.

At present, the Company still has 213,273,262 shares remaining reserved for the exercise of Convertible Debentures, which is expected to be insufficient for conversion of Convertible Debentures that have not yet been issued and offered, amounting to another Baht 670,000,000 million. The Company therefore proposed for approval from the 2022 Annual General Meeting of Shareholders for the capital increase and allocating 445,195,375 newly issued ordinary shares

to reserve for the exercise of the Convertible Debentures that have not yet been issued and offered in the amount of Baht 670,000,000 as abovementioned.

AO Fund and AO Fund 1 are not related person under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions, and this offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within four-month period as specified in clause 43 (1) of the Notification No. Tor Jor. 17/2561. In addition, the Conversion Price will not be lower than 90 percent of market price whereas the market price shall be calculated based on the weighted average price of the Company's shares trading on the Market for the Stock Exchange of Thailand (SET) for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date that the holders of the Convertible Debentures exercise the right of conversion and the weighted Average price is calculated from the trading value divided by the trading volume of each consecutive business day (Floating Conversion Price). However, in the event that at any period of conversion, the result of the conversion price is calculated until the conversion price is lower than the par value of the Company's ordinary shares, then can use the said conversion price but not less than 0.01 Baht/share, except in the case where the law prohibits the Company from issuing shares lower than the par value, therefore the par value of the Company's ordinary shares shall be deemed the conversion price. In the event that the Company cannot issue underlying shares at a price lower than the par value of the Company's shares, the Company shall issue additional compensation shares in such a way that the calculation of all shares to be issued at par value is in accordance with the conversion price.

(Details of the Summary of the important Terms and Conditions of the newly issued convertible debentures of the Company as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021 as appeared in Attached 7)

Therefore, for the newly issued ordinary shares the Company will use the market price which calculated from the weighted average price of the Company's shares in the SET is calculated by specifying 3 decimal places. If the 4th decimal place has a value of 5 or more, it will be rounded up. The offering price to private placement will be calculated by specifying 3 decimal places. If the 4th decimal place has a value of 5 or more, it will be rounded up.

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

To use as a working capital, to repay the short-term liabilities and the debentures which are due and /or to use as a working capital of a business and/or investment in the current businesses of the Company and its subsidiaries and the expansion in the new project investment. The Company expects the amount of capital received from this capital increase will help strengthen the financial stability to the Company when combined with the current existing assets of the Company as well as the income from the business of the Company which will enable the Company to achieve its business objectives and financial plan to use the funds which have been set in advance.

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

(The details of effects which may have impact on the shareholders as a result from the offering of newly issued ordinary shares to the Private Placement in this time are shown in Attached 5, Capital Increase Report Form Clause 8 and the impact on the shareholders which may arise from the exercise of convertible debentures to convertible shares as shown in Attached 7, the Summary of the important Terms and Conditions of the newly issued convertible debentures of the Company as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021.)

4. Opinion of the Board of Directors of the Company

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 be the option for the Company to raise fund, enhance liquidity and swiftness of funding to catch up with the market condition and external factor which can be changed dramatically, and also benefits the Company's business operation in financial liquidity and reserve for the time when the Company is necessary to expand the investment. Moreover, it will reduce financial cost of the Company in the case of paying debt, as well as strengthen the Company's financial strength and stability, and also adjust the Company's capital structure to be more appropriate, and preserve debt to equity ratio to be in proper level which will help enhance loan capability. The Company could use the money receiving from the capital increase to generate income and develop the Company's business, which could benefit the Company and shareholders in the future. Moreover, the issuance and offering of newly issued ordinary shares via private placement and to be reserved for the conversion the convertible debentures with the discount not exceeding 10% of the market price at the offering period could only cause a little effect to shareholders in dilution effect.

Feasibility of plans for utilizing the fund received from the offering shares

The allocation of newly issued ordinary shares in this time could increase the raising fund options to the Company which will be more flexible. For each issuance and offering of shares, the Board of Directors shall consider the necessity to use the capital at that time, the benefit that the Company will receive, including effects that might cause to shareholders, and also compare the benefit and financial cost with other funding method such as loan from financial institution or issuing bonds.

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 currently the Company has borrowed funds from the financial institutions and also through fund raising by issuing various types of debt instruments which cause the Company to bear a lot amount of interest , fees including other related expenses whereas the capital increase and the allocation of new shares to the specific investors (Private Placement) will help the Company to reduce the financial cost burden and thus provides the Company a better stable financial position and readiness to implement as per its objectives efficiently. The Company expects that the capital increase to Private Placement and the funds from the conversion of convertible debentures will be reserve fund for repaying any debts and to reserve for the operation and expansion of the Projects of the Company and its subsidiaries when necessary to achieve the predetermined plans.

Impacts which are expected to have effect on the Company's operation as well as the financial positions and performances as a result of the capital increase and the implementation of plans or projects as determined including a repayment plan for convertible debentures in the case that the conversion rights are not exercised upon maturity date.


The Board of Directors is of opinion that the allotment of newly issued ordinary shares in this occasion will have a positive effects on the Company's business performances and will enhance the strength and stability to the Company's financial position as well as to enhance the financial liquidity of the Company and also reduce the Company's financial cost thus increase the potential of the investment and performance of the Company which will help the Company to have potential growth in the future. In addition, the capital increase will help decrease the Debt to Equity Ratio of the Company and thus increase the potential to borrow in the future. In the case that the Company has issued the Convertible Debentures and the Debenture holders do not exercise the rights in the specified times. The Company expects that the business situation in the next three years will be improved from the current situation which the Company has been greatly affected from the epidemic of the Covid-19 and expects that the Company will have the cash flow to repay the Convertible Debentures, to get the return from its operation in the industrial estate or new projects which the Company will use the fund from the convertible debentures to implement or expand such investment or cash flow from the financial institutions which at that time , the financial institutions should return to subsidy and provide credit facilities to the Company again if the business conditions has recovered to normal situation. In addition, in case of necessity, the Company may issue new ordinary shares to investors or specific investors as Private Placement which is considered as another option. The Company will


consider the appropriateness at that time for decision making by mainly taking into account the maximum benefits for the Company and shareholders.


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, 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 Securities and Exchanges 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.

 **JCK**
บริษัท เจซีเค อินเตอร์เนชั่นแนล จำกัด (มหาชน)
JCK INTERNATIONAL PUBLIC COMPANY LIMITED

Signature  Authorized Company Director
(Mr. Anukul Ubonnuch)

Signature  Authorized Company Director
(Ms. Siriporn Tamenant)

Summary of the important Terms and Conditions of the newly issued convertible debentures of JCK International Public Company Limited
As approved by the Extraordinary General Meeting of Shareholders No. 1/2021
on September 23, 2021

Subject Detail	Detail
Issuer of Convertible Debentures	JCK International Public Company Limited ("JCK")
Type of Convertible Debentures	Senior Unsecured Convertible Debentures ("Convertible Debentures")
Currency	THB
Total Principal amount	<p>Not exceeding 1,000,000,000 Baht (The present the Convertible Debentures amount of 330,000,000 Baht has been issued and offered, the remaining 670,000,000 Baht that have not been issued and offered.) as it can be break down to 4 Tranches as below;</p> <ol style="list-style-type: none"> 1. Tranche 1 not exceeding 200 million Baht which is divided in to 40 sets and 5.0 million Baht per set 2. Tranche 2 not exceeding 250 million Baht which is divided in to 25 sets and 10.0 million Baht per set 3. Tranche 3 not exceeding 250 million Baht which is divided in to 25 sets and 10.0 million Baht per set 4. Tranche 4 not exceeding 300 million Baht which is divided in to 15 sets and 20.0 million Baht per set <p><u>Note*</u> : The number of debentures and total amount in each tranche including the set and value in each set may be changed due to the market situation and the necessity of fund required for using at that time.</p>
Conversion Condition	<p>The company which issued the convertible bond following by Tranche (1-4) according to the liquidity of the company. The issuance has to follow the condition president which is approval of the SEC and the SET and other regulator including condition and conversion of such Convertible Debentures.</p> <p>However, the timeframe of the conversion is within 3 years after shareholder's meeting approved the issuance. But it can be reconsidered by shareholder if the company would like to extend these matter</p>
Interest Rate	2.00 percent per annum, provided that the interest will be paid on a quarterly basis from the date of issuance
Maturity Period	3 years after the issuance of each Tranche
Payback Condition	Repay in lump sum after each due of specific Tranche according to the term and condition of the Convertible Debenture. In such, for each Tranche the maturity period is 3 years after the issuance date
Redeem Rights before Due Date	The holders of the Convertible Debentures may or may not have rights to redeem the Convertible Debentures before due date and/or the issuer of the Convertible Debentures may or may not have rights to redeem the Convertible Debentures before due date. The redemption has to be followed by the terms and conditions of each set aligned with rules,

Subject Detail	Detail
	regulations, laws and/or permissions from related authorized Governmental Bodies.
Conversion Ratio	Principle amount of the Convertible Debentures divided by the conversion price
Conversion price	<p>"Conversion Price" will not be lower than 90.00 percent of market price which does not in the case the price is lower than the offering price offered pursuant to the Notification No. Tor Jor. 72/2558.</p> <p>"The market price" shall be calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date that the holders of the Convertible Debentures exercise the right of conversion and the weighted Average price is calculated from the trading value divided by the trading volume of each consecutive business day (Floating Conversion Price). However, in the event that at any period of conversion, the result of the conversion price is calculated until the conversion price is lower than the par value of the Company's ordinary shares, than can use the said conversion price but not less than 0.01 Baht/share, except in the case where the law prohibits the Company from issuing shares lower than the par value, therefore the par value of the Company's ordinary shares shall be deemed the conversion price. In the event that the Company cannot issue underlying shares at a price lower than the par value of the Company's shares, the Company shall issue additional compensation shares in such a way that the calculation of all shares to be issued at par value is in accordance with the conversion price.</p> <p>Noted:</p> <ul style="list-style-type: none"> ○ If the Common stock that result from the Debenture Conversion converts with the price that is lower than 90.00 percent of the market price on the exercise date. (The market price on the exercise date is calculated based on the weighted average price of the company's shares on the Stock Exchange of Thailand not less than 7 consecutive business days but not more than 15 consecutive business days before the date that convertible debenture holders exercise their convertible debentures. The weighted average price is calculated from the trading value divided by the trading volume of each consecutive business day.) The company is obliged to prohibit the AO Fund and AO Fund 1 ("investors") to exercise the Debenture Conversion within the period on 1 year after the investors received such stock (Silent Period). In such, after 6 months the investors can sell some of the stock (25.00 percent of the total amount that are prohibited from selling) regarding with the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) dated 11 May 2015 (And the amendment). ○ In case of stock conversion is insufficient, the company will follow the guideline in the topic "The event of the Company has to issued new share to accomplish the conversion".

Subject Detail	Detail
	Therefore, the market price which calculated from the weighted average price of the Company's shares in the SET is calculated by specifying 3 decimal places. If the 4th decimal place has a value of 5 or more, it will be rounded up. The offering price to private placement will be calculated by specifying 3 decimal places. If the 4th decimal place has a value of 5 or more, it will be rounded up.
Conversion Period	The holder of the Convertible Debentures may exercise their rights of conversion of the Convertible Debentures into the Company's common shares until the close of business on the date falling 7 days prior to the maturity date of the Convertible Debentures.
Number of ordinary shares reserved for conversion	<p>445,195,375 shares (equivalent to 16.90 percent of the current paid-up capital or equivalent to 65.73 percent the current paid-up capital at present when including the issued shares that allocated for the conversion of the convertible debentures in this time with the remaining of 213,273,262 shares reserved for the conversion of the convertible debentures at present and the remaining of 1,073,517,239 shares which reserved for the non-exercise of JCK-W6)</p> <p>At present, the Company still has 213,273,262 shares remaining reserved for the exercise of Convertible Debentures, which is expected to be insufficient for conversion of Convertible Debentures that have not yet been issued and offered, amounting to another Baht 670,000,000 million. The Company therefore proposed for approval from the 2022 Annual General Meeting of Shareholders for the capital increase and allocating 445,195,375 newly issued ordinary shares to reserve for the exercise of the Convertible Debentures that have not yet been issued and offered in the amount of Baht 670,000,000 as abovementioned.</p>
Secondary market for ordinary shares issued after conversion	The Company shall arrange to list the ordinary shares issued after the conversion of the Convertible Debentures on the Market for the Stock Exchange of Thailand (SET)
Restrictions on transfer of the Convertible Debentures	As this issuance and offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within four-month period as specified in the Notification No. Tor Jor. 17/2561. Therefore, the transfer of the Convertible Debentures to any person at any time throughout its tenure shall not cause the number of the holders to exceed 10 specific investors within four-month period, provided that the number of the holders shall be calculated from actual investors holding the Convertible Debentures on private placement basis (whether such investors hold the newly issued convertible debentures or receive the convertible debenture from the transfer by any existing Convertible Debentures holders), except by way of inheritance
Allocation Method	The Convertible Debentures will be entirely allotted at once or many times to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") as an institutional investor pursuant to Clause 4 (10) of the Notification of the Securities and Exchange Commission KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-


Subject Detail	Detail
	high Net Worth Investor and High Net Worth Investor. This offering of the Convertible Debentures is in accordance with Clauses 43 and 56 of the Notification No. Tor Jor. 17/2561
The event of the Company has to issued new share to accomplish the conversion	The Company may register increase in capital to accomplish the conversion by the resolution of shareholders meeting or compensate in cash to the Convertible Debentures holder in regard to Term and Condition of Debenture
Impacts to Shareholders	<p>In considering of the impacts on the Company's shareholders, it will be taken for consideration in the case where the investor of the Convertible Debentures issued by the Company exercised fully exercised the whole amount of the Convertible Debentures. In this regard, two aspects of the impacts to the shareholders of the Company will be taken into consideration i.e. impact to market price of the shares (Price Dilution) and impact to voting rights of the existing shareholders (Control Dilution).</p> <p>(1) Price Dilution</p> <p>Price Dilution = $(Po - PE) / Po$</p> <p>Where;</p> <p>Po = Existing share price which is equivalent to Baht 0.84 per share, calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date the Board of Directors' Meeting has passed the resolution to propose to the Meeting of Shareholders to consider and approve to increase the registered capital of the Company during the period from March 4 – 24, 2022.</p> <p>Pe = Conversion Price of Convertible Debentures at 90% of the market price assuming to be equivalent to Po which is Baht 0.76 per share.</p> <p>PE = Share price after the issuance of Convertible Debentures, whereas:</p> $PE = ((Po \times Qo) + (Pe \times Qe)) / (Qo + Qe)$ <p>Qo = Number of existing shares which is 2,634,928,520 shares</p> <p>Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 445,195,375 shares</p> <p>Therefore:</p> $PE = \frac{(0.84 \times 2,634,928,520) + (0.76 \times 445,195,375)}{(2,634,928,520 + 445,195,375)}$ <p>PE = Baht 0.83 per share</p> <p>Price Dilution = $(Po - PE) / Po = (0.84 - 0.83) / 0.84 = 1.19\%$</p> <p>In case that all convertible debentures are fully exercised, the impact to the market price of the shares will be 1.19% which incurred from issuing convertible debentures at 90% of Po.</p>

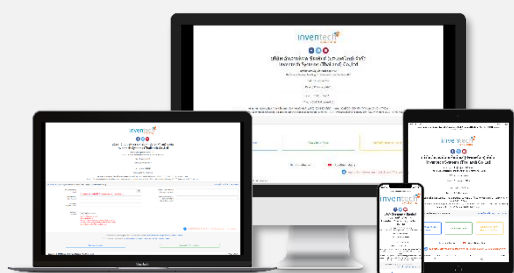
Subject Detail	Detail
	<p>(2) Control Dilution</p> <p>Control Dilution = $Q_e / (Q_o + Q_e)$</p> <p>Where;</p> <p>Qo = Number of existing shares which is 2,634,928,520 shares</p> <p>Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 445,195,375 shares</p> $\text{Control Dilution} = \frac{445,195,375}{(2,634,928,520 + 445,195,375)}$ $= 14.45\%$ <p>In case that all convertible debentures are fully exercised, the shareholders of the Company will be diluted of its shareholding at the rate of 14.45%.</p>
Other Information	The details described above are the summary of the terms and conditions of the Convertible Debentures and are still subject to change. Further relevant details will be stipulated in the terms and conditions of the Convertible Debentures.

Guidelines for attending the meeting of shareholders through Electronic Means by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/JCK134822R> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting.
- 2 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 ☒ agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

**** 1 email account per 1 shareholder ID****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from April 22, 2022 at 8:30 a.m. and shall be closed on April 28, 2022 at 5.30 p.m.
3. The electronic conference system will be available on April 29, 2022 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by April 28, 2022 at 5.00 p.m.

JCK International Plc.
Company Secretary Office,
18 Soi Sathorn 11 Yaek 9, TFD Building,
Yannawa, Sathorn, Bangkok 10120

If you have any problems with the software, please contact Inventech Call Center



02-931-9818



The system available during April 22 – 28, 2022 at 08.30 a.m. – 05.30 p.m.

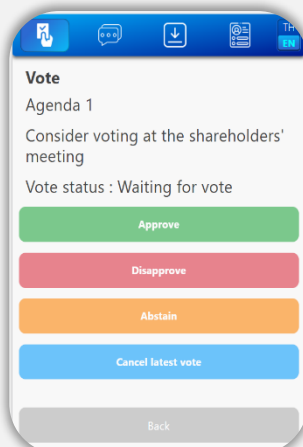
(Specifically excludes holidays and public holidays)


Step for registration for attending the meeting (e-Register)



- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click “Login” button
- 4 Click “REGISTER” button the system has already registered and counted as a quorum.

Step voting process (e-Voting)



- 1 Click on menu “Voting” or symbol 
- 2 Select which agenda that you want to vote.
- 3 Click the voting button as you choose.
- 4 The system will display status your latest vote.



To cancel the last vote, please press the button

[Cancel latest vote](#)

(This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- Click “Ask a question” on menu or symbol 
- 1 Ask a question via send the question.
- Select which agenda that you want to ask.
- Type the question then click “Send” 

How to use Inventech Connect



- 1 User Manual
via e-Request



- 2 User Manual
Inventech Connect

Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

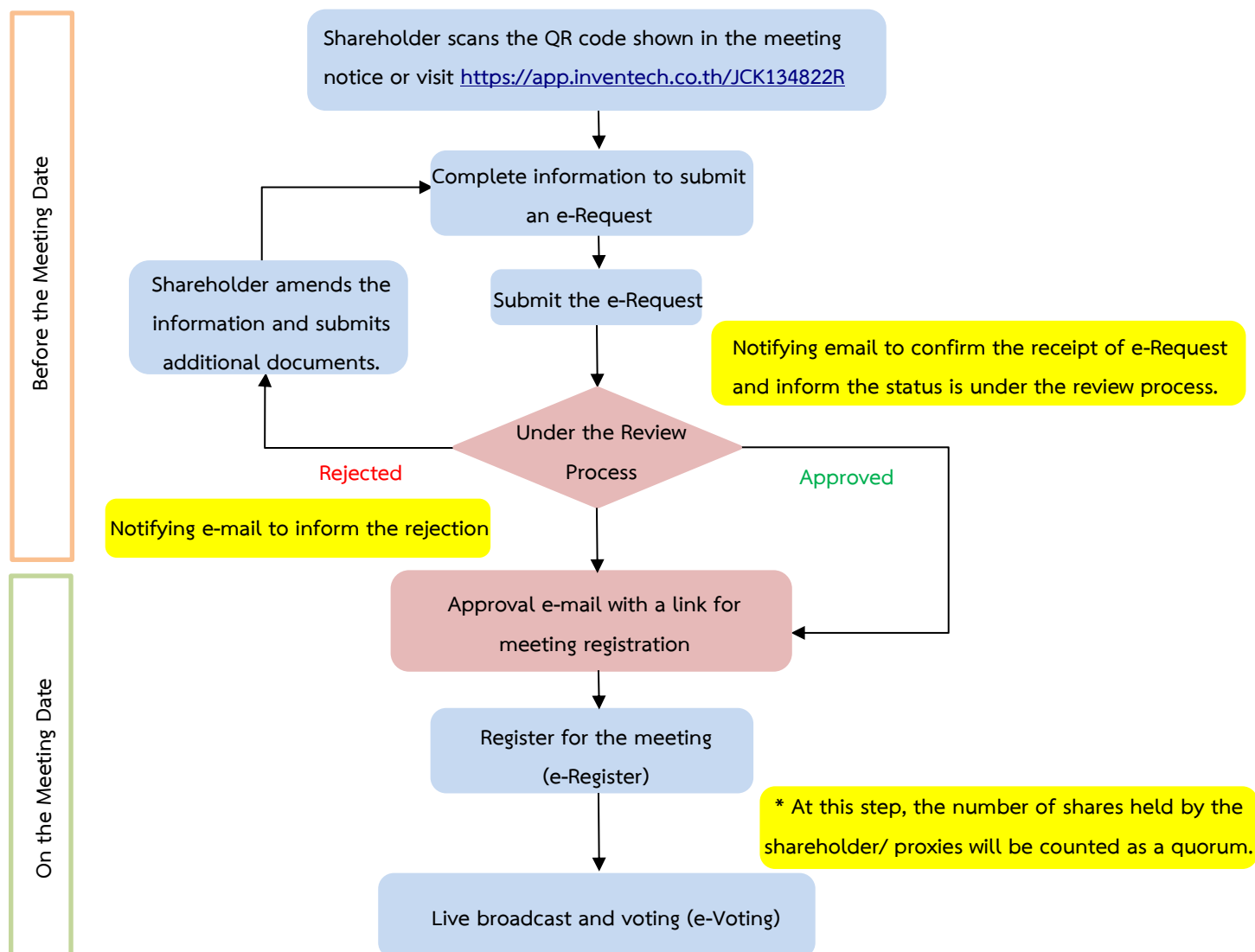
- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video : Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Firefox or Chrome (Recommend) or Safari ** The system does not supported internet explorer.

Flowchart for the Meeting Attendance via e-Meeting



Note

1. For a proxy appointed by multiple shareholders:

- Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the meeting

- Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.

**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	: 74 years	
Present position in the company	: 1999 – Present	
	: Independent Director	
	: Audit Committee Chairman	
	: Corporate Governance, Nomination and Remuneration Chairman	
Period of directorship	: 23 years	
Term of directorship	: 7 terms and 2 years (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	: Having conflict of interest in Agenda 5 : To consider and elect the directors in replacement of those retiring by rotation.	

Name - Surname	: Mr. Chetawan Anuntasomboon	
Age	: 68 years	
Present position in the company	: 2018 – Present	
	: Independent Director	
	: 2019 – Present	
	: Independent Director	
	: Audit Committee Member	
	: Corporate Governance, Nomination and Remuneration Committee Member	
Period of directorship	: 4 years	
Term of directorship	: 1 term and 1 year (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	: Having conflict of interest in Agenda 5 : To consider and elect the directors in replacement of those retiring by rotation.	

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. Tawil Praisont	
Age	: 85 years	
Present position in the company	: 2019 – Present : Independent Director : Audit Committee Member	
Period of directorship	: 2 years and 8 months	
Term of directorship	: 0 terms and 2 years and 8 months (1 term: 3 years)	
Present address	: No. 141/9 Soi Chuen Pracha, Chatuchak, Chatuchak, Bangkok 10900	
Education	: Master's degree in Public Administration Syracuse University, New York, USA : Master's degree in Public Administration (Honor D) National Institute of Development Administration : Bachelor's degree in Political Science Chulalongkorn University : Diploma in Public Administration Institute of Social Studies, Netherlands	
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 9.5) upon doing the following:

- (1) Fill and sign the proxy (Attached 9.5) 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 9.3) for his/her proxy may appoint the following:

1. Mr. Prasong Vara-ratanakul	Independent Director Audit Committee Chairman Corporate Governance, Nomination and Remuneration Chairman
2. Mr. Chetawan Anuntasomboon	Independent Director Audit committee Member Corporate Governance, Nomination and Remuneration Committee Member
3. Mr. Tawil Praisont	Independent Director Audit committee Member

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

Kindly present documents confirming such change

Ref.AIT/22 – 130/2

March 29, 2022

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 2022 Annual General Meeting of Shareholders to be held on Friday, April 29, 2022 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 9.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 74 Residing at No. 4/804, Dokmai sub-district, Prawet District, Bangkok 10250 or

 2) ☐ Mr. Chetawan Anuntasomboon Age 68 Residing at No. 59/72, Soi Nimitmai 28, Samwatawanok sub- district, Klongsamwa district, Bangkok 10510 or

 3) ☐ Mr. Tawil Praisont Age 85 Residing at No. 141/9 Soi Chuen Pracha, Chatuchak, Chatuchak, Bangkok 10900 or

Other person 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.....or

6)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 2022 Annual General Meeting of Shareholders on Friday, April 29, 2022 at 14.00 hours through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563, 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 9.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 74 Residing at No. 4/804, Dokmai sub-district, Prawet District, Bangkok 10250 or

2) ☐ Mr. Chetawan Anuntasomboon Age 68 Residing at No. 59/72, Soi Nimitmai 28, Samwatawanok sub-district, Klongsamwa district, Bangkok 10510 or

3) ☐ Mr. Tawil Praisont Age 85 Residing at No. 141/9 Soi Chuen Pracha, Chatuchak, Chatuchak, Bangkok 10900 or

Other person 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.....or

6).....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 2022 Annual General Meeting of Shareholders on Friday, April 29, 2022 at 14.00 hours through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563, 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 2021.

(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, 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 4: To consider and approve the allocation of the 2021 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. Prasong Vara-ratanakul

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director Mr. Chetawan Anuntasomboon

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director Mr. Krittawat Taechaubol

☐ 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 decrease 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.

- ☐ (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 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 10: 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 11: 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 2022 Annual General Meeting of Shareholders on Friday, April 29, 2022 at 14.00 hours through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563, 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 9.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 74 Residing at No. 4/804, Dokmai sub-district, Prawet District, Bangkok 10250 or

2) ☐ Mr. Chetawan Anuntasomboon Age 68 Residing at No. 59/72, Soi Nimitmai 28, Samwatawanok sub-district, Klongsamwa district, Bangkok 10510 or

3) ☐ Mr. Tawil Praisont Age 85 Residing at No. 141/9 Soi Chuen Pracha, Chatuchak, Chatuchak, Bangkok 10900 or

Other person 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.....or

6)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 2022 Annual General Meeting of Shareholders on Friday, April 29, 2022 at 14.00 hours through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563, 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 2021.

(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, 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 4: To consider and approve the allocation of the 2021 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. Prasong Vara-ratanakul
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director Mr. Chetawan Anuntasomboon
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director Mr. Kritawat Taechaubol
- ☐ 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 decrease 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.

- ☐ (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 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 10: 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 11: 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 2022 Annual General Meeting of Shareholders on Friday, April 29, 2022 at 14.00 hours through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563, 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.....

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- ☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

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