

(Translation)

Ref. AIT/22 – 130/1

March 29, 2022

Re: Invitation to the 2022 Annual General Meeting of Shareholders through Electronic Means (E-AGM)

To: All shareholders

- Attachments:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021.
 2. The Company's Annual Report of the Year 2021 (Form 56-1 One Report), including the consolidated Financial Statements for the fiscal year ended December 31, 2021, in QR code form.
 3. Profiles of the Directors to support the consideration in Agenda 5: To consider and elect the directors in replacement of those retiring by rotation.
 4. Definition of the independent directors to support the consideration of Agenda 5: To consider and elect the directors in replacement of those retiring by rotation.
 5. Supporting documents for consideration in Agenda 9, Capital Increase Report Form (F53-4).
 6. Information Memorandum in relation to the allotment and offering of newly issued ordinary shares to investors in private placement.
 7. 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
 8. Guidelines for attending the meeting of shareholders through Electronic Means by Inventech Connect. (Live Streaming)
 9. Supporting documents for attending the meeting:
 - 9.1 The Company's Article of Association which related to the Annual General Meeting of Shareholders.
 - 9.2 Rules and procedures for attending the meeting, granting the proxy and voting.
 - 9.3 Information of independent directors to support an appointment of proxy (in case independent director is appointed as a proxy).
 - 9.4 Documents and evidences which required to be presented at the meeting.
 - 9.5 Proxy.

JCK International Public Company Limited would like to notify that the Board of Directors No. 3/2022 calls for the 2022 Annual General Meeting of Shareholders to be held on Friday, April 29, 2022, 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.

According to the agendas of the 2022 Annual General Meeting of Shareholders, the Company has announced on the Company's website, inviting shareholders to submit the agenda in advance between November 15, 2021 to December 31, 2021. But when the time is due, there are not any agenda submitted to the Company. Therefore, the Company would like to notify the agendas of the meeting as follows:

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

Fact and Rational : The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 held on September 23, 2021 of which the copy of the Minutes of the Meeting is attached hereto as per Attached 1.

Board of Directors' Opinion : The Board of Directors has considered the matter and deemed that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 are truly and accurately recorded. It is therefore deemed appropriate for the Annual General Meeting of Shareholders to adopt such previous Minutes of the Meeting.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

Agenda 2 : To acknowledge the report of the Company's operating results in year 2021.

Fact and Rational : The report of the operating results in year 2021 of the Company as presented in the Annual Report of the Year 2021 (Form 56-1 One Report) in QR Code form in Attached 2 which has already been sent to the shareholders together with this Invitation Letter.

Board of Directors' Opinion : The Board of Directors has considered the matter and deemed appropriate for the meeting of shareholders to acknowledge the Company's operating results in year 2021 as submitted.

Vote required : This agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda 3 : To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2021.

Fact and Rational : The Financial Statements which comprise of the consolidated Statement of Financial Position, the related consolidated Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2021 which have been audited and certified true and correct by the auditor, and also have been reviewed by the Audit Committee. The results are presented in the Annual Report of the Year 2021 (Form 56-1 One Report) in QR Code form from page 155 to 250 as per document Attached 2.

Board of Directors' Opinion : The Board of Directors has considered the matter and deemed appropriate for the Annual General Meeting of Shareholders to approve the Consolidated Financial Statements for the fiscal year ended December 31, 2021. The details of information are stated in the Annual Report of the Year 2021 (Form 56-1 One Report) in QR Code form from page 155 to 250.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

Agenda 4 : To consider and approve the allocation of the 2021 profit, and the Omission of dividend payment.

Fact and Rational : According to Clause 41 of the Company's Articles of Association, the Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach no less than 10 percent of its registered capital. In addition, Clause 40 of the Company's Article of Association also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to the approval of the Shareholders' Meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the Shareholders' Meeting at a subsequent meeting.

The Company and subsidiaries will pay no fewer than 60 percent of net profit in a relevant year based on a separated financial statement as a dividend if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate. According to the profit and loss statement of the Company ended December 31, 2021, the Company has the net loss at Baht 336.28 million and still has the cumulative loss, therefore the Company could not pay the dividend for the 2021 operating result.

Details of Dividend payments of the past years appeared as follow:

Unit : Baht

Details of the Dividend payment	Year 2021	Year 2020
1. Net Profit (loss)	(336,275,399)	(420,624,712)
2. Numbers of shares	2,302,750,962	2,147,034,479
3. Total dividend per share (Baht)	-	-
3.1 Interim Dividend per share (Baht)	-	-
3.2 Annual Dividend per share (Baht)	-	-
3.2.1 Cash Dividend	-	-
3.2.2 Stock Dividend	-	-
4. Total Dividend paid	-	-
5. Percentage of Dividend Paid	-	-

Board of Directors' Opinion : Due to the Company's operation result shown a cumulative loss at the year ended 2021, the Board of Directors deems that it is appropriate for the Annual General Meeting of Shareholders to approve the omission of the legal reserve and dividend payment.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

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

Fact and Rational : According to Clause 17 of the Company's Article of Association, one-third of the directors shall be retired on rotation at the 2022 Annual General Meeting of

Shareholders. The Articles of Association require the approval vote by majority vote, and the Company will propose each person for shareholders to consider and elect. The directors who have been in the office for the longest period and shall resign are as follow:

- | | | |
|-----------------|----------------|---|
| 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 Member |
| 3. Mr. Kittawat | Taechaubol | Director
Executive Director
Director Deputy Managing Director |

The Corporate Governance, Nomination and Remuneration Committee, which excluded the member who have the related benefits, have considered the matter and deemed that the three directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 2535, including terms and conditions which related to the executive of listed company that were issued by the Securities and Exchange Commission. In addition, they are competent, have experiences that benefit the Company's business, visionary and have worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting. The Details of their backgrounds and performances are as follows and also in Attached 3.

- | | |
|---------------------------------|---|
| 1. 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 |

Number of Shareholding	: None
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, Nominating and Remuneration Committee Meeting	: Attendance the Meeting totaling 3 of 3 times
2. Mr.Chetawan Anuntasomboon	
Age	: 68 years
Present position in the Company	: 2018 – Present Independent Director 2019 – Present Audit Committee Member 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
Number of Shareholding	: None
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, Nominating and Remuneration Committee Meeting	: Attendance the Meeting totaling 3 of 3 times
3. 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
Number of Shareholding	: 42,800,000 shares (as of December 30, 2021)
Attendance the Meeting in 2021	
- The Board of Directors Meeting	: Attendance the Meeting totaling 9 of 9 times

Board of Directors' Opinion : The Board of Directors, which excluded the directors who have the related benefits, has considered this matter and deemed appropriate to propose the matter as raised by the Corporate Governance, Nomination and Remuneration Committee that the Annual General Meeting of Shareholders should re-elect the three directors, who retired on rotation, as the directors for another term. In order to promote the Corporate Governance pursuant to the Corporate Governance Policies and to demonstrate the impartiality treatment to all shareholders, in each year prior to the Annual General Meeting of Shareholders, the Company entitled the shareholders to nominate any person who are considered to have the appropriate qualification, competencies and knowledge to be the candidate for the position of the Company's directors. Consequently, there were not any shareholder nominate any person to be the candidate this year. Nevertheless, the directors who are nominated to be the directors this year have been considered by the Board of Directors of the Company that all of the three persons are appropriately qualified, knowledgeable and competent to benefit the Company's business.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

Agenda 6 : To determine directors' remuneration.

Fact and Rational : The remuneration which was approved by the 2021 Annual General Meeting of Shareholders is Baht 10,000,000 (Ten million Baht) per year as remunerations for all directors, whereby the Board of directors was authorized to allocate such remunerations to each director. In 2022, the Board of Directors has considered the remuneration based on what the Corporate Governance, Nomination and Remuneration Committee proposed by taking into consideration their responsibilities, scopes of work and duties as well as rationale and benefits the Company would get from the directors to attract and keep qualified directors as required. The Board therefore deems appropriate to propose the Annual General Meeting of Shareholders, the same directors' remuneration for a total of Baht 10,000,000 per year.

The details of the remuneration for each director and the scope of responsibility of the Board of Directors, Audit Committee and the Corporate Governance, Nomination and Remuneration Committee are stated on the page 121 to 122 of the Annual Report of the Year 2021 (Form 56-1 One Report) in QR Code form (in Attached 2) and by the details as follows:

Position	Year 2022				
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person			Other Benefit
		Director	AC ¹	CGNR ²	
Chairman	80,000	18,000			- None -
Director	45,000	13,000			
Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Committee Chairman	60,000	15,000	15,000	15,000	
Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee Member	45,000	13,000	10,000	10,000	

Remark: 1. The Audit Committee Meeting
2. The Corporate Governance, Nomination and Remuneration Committee Meeting

Position	Year 2021				
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person			Other Benefit
		Director	AC ¹	CGNR ²	
Chairman	80,000	18,000			- None -
Director	45,000	13,000			
Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Committee Chairman	60,000	15,000	15,000	15,000	
Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee Member	45,000	13,000	10,000	10,000	

Remark: 1. The Audit Committee Meeting
2. The Corporate Governance, Nomination and Remuneration Committee Meeting

Board of Directors' Opinion : It is deemed appropriate for the Shareholders' Meeting to approve the remuneration for the Directors for the Year 2022 of Baht 10,000,000 per year, and to assign the Board of Directors to allocate and distribute such remuneration to each director.

Vote Required : Not less than two-thirds of the total number of votes of the shareholders present at the meeting, pursuant to Section 90 of the Public Limited Company Act B.E.2535.

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

Fact and Rational : To comply with the Public limited Company Act B.E 2535 which requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the audit fee every year and by the recommendation from the Audit Committee, the Board of Directors deems appropriate to propose to the Annual General Meeting of Shareholders to appoint the auditors from EY Office Limited as an auditor of the Company and its subsidiaries for the year 2022 where either of the following auditors shall audit and express opinions to the Company's financial statements, and in the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

1. Ms. Siraporn Ouaanunkun CPA No. 3844 and/or
(as an auditor from 2020 until present, totally 2 year)
2. Ms. Supanee Triyanantakul CPA No. 4498 and/or
(as an auditor from 2018 until present, totally 4 year)
3. Mr. Preecha Arunnara CPA No. 5800
(as an auditor from 2018 until present, totally 4 year)

The auditor proposed the 2022 auditing fee for the Company in the amount of Baht 2,150,000.- per year, increasing Baht 440,000.- from the 2021 auditing fee which was Baht 1,710,000.- per year, and also offered the audit for 5 subsidiaries of the Company comprising of JCK Utilities Co., Ltd., SG Land Co., Ltd., Crown Development Co., Ltd., TFD Real Estate Management Co., Ltd. and Ratchadamri Real Estate Co., Ltd. In 2022, the total auditing fee of the Company and the subsidiaries is Baht 4,540,000.- per year, increasing Baht 590,000.- from the 2021 auditing fee which was Baht 3,950,000.- per year.

The accounting firm, EY Office Limited, is also known for its auditing experiences of various listed companies, its reliability and creditability both domestic and abroad. The firm also has adequate personnel to maintain its audit standard at an international level. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company nor does it have any interest with the Company, subsidiaries, executives or major shareholders or those related thereto in any manner, either.

For the Non-Audit fee, the Company did not receive any service from the auditor's audit office during the past fiscal year.

Board of Directors' Opinion : The Board of Directors by the suggestion from the Audit Committee deems appropriate to ask for the approval from the Shareholders' Meeting to appoint the EY Office Limited, auditing by :

- | | | |
|-----------------|---------------|---------------------|
| 1. Ms. Siraporn | Ouaanunkun | CPA No. 3844 and/or |
| 2. Ms. Supanee | Triyanantakul | CPA No. 4498 and/or |
| 3. Mr. Preecha | Arunnara | CPA No. 5800 |

as the auditor of the Company and subsidiaries in year 2022 with the total audit fee of Baht 4,540,000.- per year.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

Agenda 8 : 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.

Fact and Rational : 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 decrease the share capital by cancelling non allotment of the registered share capital prior to increase new registered share capital.

Board of Directors' Opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve 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 with 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 decrease of the registered share capital, by cancellation of the existent contents and use of the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 3,921,719,021	(Three Thousand Nine Hundred Twenty-One Million Seven Hundred Nineteen Thousand and Twenty-One Baht)
Divided into	3,921,719,021 shares	(Three Thousand Nine Hundred Twenty-One Million Seven Hundred Nineteen Thousand and Twenty-One shares)
Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	3,921,719,021 shares	(Three Thousand Nine Hundred Twenty-One Million Seven Hundred Nineteen Thousand and Twenty-One shares)
Preferred shares	- shares	(- shares)”

Therefore, 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 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 per share.

Vote Required : Not less than three-fourths of the total number of votes of the shareholders present at the meeting and are eligible to vote, pursuant to Clause 33 of the Company’s Articles of Association.

Agenda 9 : 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.

Fact and Rational : The Company needs to raise funds in order to be used as working capital, repaying debt, and for using in the current business operation and in the projects development of the Company and subsidiaries, as well as to support future expansion.

Therefore, the Company has the intention to increase the registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

Board of Directors' opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve to increase the 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 per share for the allotment to existing shareholders and to investors via Private Placement in General Mandate and to reserve for the exercise of the Convertible Debentures pursuant to details as shown in Capital Increase Report Form (Attached 5), 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 by cancellation of the existent contents and use of the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 5,157,392,952	(Five Thousand One Hundred Fifty-Seven Million Three Hundred Ninety-Two Thousand Nine Hundred and Fifty-Two Baht)
Divided into	5,157,392,952 shares	(Five Thousand One Hundred Fifty-Seven Million Three Hundred Ninety-Two Thousand Nine Hundred and Fifty-Two shares)
Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	5,157,392,952 shares	(Five Thousand One Hundred Fifty-Seven Million Three Hundred Ninety-Two Thousand Nine Hundred and Fifty-Two shares)
Preferred shares	- shares	(-)”

Vote Required : Not less than three-fourths of the total number of votes of the shareholders present at the meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

Agenda 10 : To consider and approve the allocation of the newly issued ordinary shares.

Facts and Rational: As aforementioned in Agenda 9 with respect to the plan of funding for working capital, repaying debt, for using in current business, for development of projects of the Company and subsidiaries, and support future expansion, according to the law, the Meeting is required to consider and approve the allocation of 1,235,673,931 newly issued ordinary shares with par value of Baht 1 per share.

Board of Directors' opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve the allocation of 1,235,673,931 newly issued ordinary shares with par value of Baht 1 per share with details as follows:

- (1) 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 (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 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 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 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 Convertible Debentures 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 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 per 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.

However, the allocation of issued ordinary shares which reserved for the conversion of the Convertible Debentures to specific investors, namely Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”) must be approved by the 2022 Annual General Meeting of Shareholders, and the Company has to be waived from issuing and offering newly issued ordinary shares of the Company to reserve for the conversion of the Convertible Debentures to the Office of the Securities and Exchange Commission (“SEC”) according to the Notification of Capital Market Supervisory Board TorChor. 17/2561 Re: Application for and Approval of Offer for Sale of Newly Issued Debt Securities, Clause 69(3) (a), in conjunction with Clause 70 and Clause 78(4).

(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.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

Agenda 11 : Other matters (if any).

The Company has listed the name of shareholders who have the rights to attend the meeting and exercising the votes at the 2022 Annual General Meeting of the Shareholders on April 8, 2022 (Record Date).

If any shareholder would like to appoint independent director as your proxy to attend the Meeting and vote on your behalf, kindly fill in, sign it together with a seal (if any) and affixing with Baht 20 duty stamp onto the proxy (Attached 9.5). Shareholder can download the proxy from www.jck.international, together with the documents and evidences as required (Attached 9.4) by addressing the envelope to the Company Secretary, JCK International Public Company Limited No. 18 Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 for inspection at least one day prior to the meeting.

For any shareholder who would like to attend the meeting by yourself or appoint a person who is not an independent director of the Company to attend the meeting through Electronic Means and vote on your behalf in this meeting, please consider the electronic registration as per Guidelines for attending the meeting of shareholders through Electronic Means by Inventech Connect (Live Streaming) (Attached 8). The electronic registration will be available from April 22, 2022 at 8.30 a.m. and will be closed on April 28, 2022 at 5.30 p.m.

By Order of the Board of Directors



(Ms. Siriporn Tamenant)

Director and Company Secretary