

## (Translation)

## Minutes of the Extraordinary General Meeting of Shareholders No.1/2022

## JCK International Public Company Limited

**Time and Place**

The Meeting was held on December 20, 2022 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 2<sup>nd</sup> 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.1/2022 through electronic means (“E-EGM”).

Subsequently, the Company Secretary introduced the Board members as follows;

Board members who attended the Meeting in the meeting room, totaling 7 members;

1. Mr. Apichai	Taechaubol	Chairman of the Board of Directors 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. Gumpol	Tiyarat	Director
5. Mr. Anukul	Ubonnuch	Vice Chairman Executive Director and Managing Director
6. Mr. Kittawat	Taechaubol	Director, Executive Director and Director Deputy Managing Director

7. Ms. Siriporn	Tamenant	Director, Executive Director, Director Deputy Managing Director, Administration and Information Technology and Company Secretary
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The proportion of directors who attended the Meeting was 77.78% of total 9 directors.

Associate attendee who attended the Meeting in the meeting room was Mr. Nirun Chamroonrat, Representatives from FIS Capital Company Limited which is the Company's financial advisor.

Associate attendees who attended the Meeting through electronic means were Mr. Theeeapan Petchsuwan, Representative from Far East Law Office (Thailand) Co., Ltd. which is the Company's legal advisor and the Shareholders Meeting's votes inspector, in order for the meeting to be in accordance with the law and the Company's Articles of Association.

Mr. Sawin Laoethakul, Representatives from S1WIN Consultants Co., Ltd. which is the investment advisor.

Due to the epidemic situation of COVID-19 in the country, there are the increasing numbers of severe infection and death rate. As the result of the climate change, cooperative activities of people, traveling and socializing. Including, some people began to relax wearing face mask.

The Company continues to comply with government policy measures, controlling and limiting the spread of the disease with awareness of the safety of all shareholders and attendees, therefore, the format of the Extraordinary General Meeting of Shareholders No.1/2022 was held through electronic means in accordance with the Emergency Decree on Electronic Meeting.

However, A quorum for the Extraordinary General 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 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”. Shareholders should inform name and surname for asking questions every time.

Subsequently, the Company Secretary invited the Chairman of the Board of Directors, Mr. Apichai Taechaubol, as the Chairman of the Meeting, opening the Meeting.

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

Mr. Anukul Ubonnuch, Vice Chairman Executive Director informed the Meeting that there are shareholders attended the Meeting themselves and by proxy totaling 57 shareholders, holding a total of 1,245,954,868 shares or equivalent to 38.0535 percent of 3,274,217,470 issued shares, which duly formed a quorum as stated in the Articles of Association.

**Agenda 1 : To adopt the Minutes of the 2022 Annual General Meeting of Shareholders.**

The Company Secretary proposed the Minutes of the 2022 Annual General Meeting of Shareholders was held on April 29, 2022 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.

**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 2022 Annual General Meeting of Shareholders held on April 29, 2022 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	1,246,052,568	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were 1 shareholder/proxy increasing from the start of the Meeting, together holding 97,700 shares. Total shareholders/proxies in this agenda are 58 persons, holding 1,246,052,568 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 Company Secretary 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 5,157,392,952 to Baht 3,373,398,552 by canceling non-allotment of 1,783,994,400 ordinary shares with par value of Baht 1 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 but not allocated within the period approved by the previous shareholders' meeting. and ordinary shares reserved for the exercise of warrants to purchase ordinary shares of the Company No. 6 (JCK-W6), then JCK-W6 will expired and delisting from the Stock Exchange of Thailand from November 12, 2022.

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 3,373,398,552	(Three Thousand Three Hundred and Seventy-Three Million, Three Hundred and Ninety-Eight Thousand, Five Hundred and Fifty-Two Baht)
Divided into	3,373,398,552 Shares	(Three Thousand Three Hundred and Seventy-Three Million, Three Hundred and Ninety-Eight Thousand, Five Hundred and Fifty-Two Shares)
Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	3,373,398,552 Shares	(Three Thousand Three Hundred and Seventy-Three Million, Three Hundred and Ninety-Eight Thousand, Five Hundred and Fifty-Two 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, 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 Company Secretary 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	1,246,052,568	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 58 persons, holding 1,246,052,568 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 Company Secretary 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 1,692,002,394 of the Company's registered capital, from Baht 3,373,398,552 to Baht 5,065,400,946 by issuing 1,692,002,394 newly issued ordinary shares with par value of Baht 1 per share for the allotment to existing shareholders (Right Offering) and to investors via Private Placement in General Mandate and to reserve for the conversion of convertible debentures, as per details in the capital increase report (according to Attached 2 of the Invitation Letter page 33 to page 42 (English Version) 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 5,065,400,946 (Five Thousand and Sixty-Five Million, Four Hundred Thousand, Nine Hundred and Forty-Six Baht)  
 Divided into 5,065,400,946 Shares (Five Thousand and Sixty-Five Million, Four Hundred Thousand, Nine Hundred and Forty-Six Shares)  
 Par value of Baht 1 (One Baht)  
 Divided as follows;  
 Ordinary shares 5,065,400,946 Shares (Five Thousand and Sixty-Five Million, Four Hundred Thousand, Nine Hundred and Forty-Six 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 not less than three-fourths of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, 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 Company Secretary 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	1,245,651,856	99.9678
2. Disapprove	400,712	0.0321
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 58 persons, holding 1,246,052,568 shares.

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

The Company Secretary 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 1,692,002,394 newly issued ordinary shares with par value of Baht 1 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 follows:

- (1) The amount not exceeding 653,642,292 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 326,821,146 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 Attached 3 of the Invitation Letter page 43 to page 47 (English Version) which have already been delivered to the shareholders)

- (3) The amount not exceeding 711,538,956 shares or equal to 21.77% 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 present the Convertible Debentures amount of Baht 570,000,000 has been issued and offered, the remaining Baht 430,000,000 that have not been issued and offered.

However, on the date of the Board of Directors' Meeting No. 10/2022 on November 14, 2022, which was the day that the Board of Directors resolved to call the Extraordinary General Meeting of Shareholders No. 1/2022, the Company had remaining 105,187,088 shares reserved for conversion of the Convertible Debentures, which is expected to be insufficient for conversion of the Convertible Debentures that have not yet been issued and offered, amounting to another Baht 430,000,000. The Company therefore proposed for approval from the Extraordinary General Meeting of Shareholders No. 1/2022 for the capital increase and allocating 711,538,956 newly issued ordinary shares to reserve for conversion of the Convertible Debentures that have not yet been issued and offered in the amount of Baht 430,000,000 as abovementioned.

In addition, as of the Extraordinary General Meeting of Shareholders No.1/2022 held on December 20, 2022, the Company had paid-up capital of Baht 3,294,836,026 divided into 3,294,836,026 ordinary shares. with par value of Baht 1 per share and the remaining ordinary shares to reserve for the conversion of Convertible Debentures to specific investors, namely Advance Opportunities

Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”), amount 78,562,526 shares.

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.

(Details of the Summary of the important terms and conditions of the convertible debentures to be issued by the Company as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021 according to Attached 4 of the Invitation Letter page 48 to page 52 (English Version) which have already been delivered to the shareholders)

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.

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 simple majority of total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, approve the allocation of the newly issued ordinary shares by the details as proposed by the Company Secretary 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	1,249,612,656	99.9679
2. Disapprove	400,712	0.0320
3. Abstain	0	0.0000

Remark: In this agenda, there were 1 shareholder/proxy increasing from the previous agenda, together holding 3,960,800 shares. Total shareholders/proxies in this agenda are 59 persons, holding 1,250,013,368 shares.

**Agenda 5 : Other matter (if any)**

The Company Secretary 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 Company Secretary then expressed her appreciation to the shareholders for attending the Meeting and invited the Chairman of the Meeting to adjourned the Meeting.

The Chairman of the meeting expressed his appreciation to the shareholders for attending the Meeting and declared the Meeting closed 14.41 hours.



(Mr. Apichai Taechaubol)  
Chairman of the Meeting

Annual Report of the Year 2022 (Form 56-1 One Report) and  
the consolidated Financial Statements for the fiscal year ended December 31, 2022,  
in QR Code Form



The Shareholders can download the documents via 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.

## Director's Resume

### JCK International Public Company Limited

Name - Surname	: Mr. Apichai Taechaubol	
Age	: 67 years	
Present position in the Company	: December 14, 2022 – Present Director Chairman Executive Chairman	
	: March 14, 2018 – August 31, 2022 Director Chairman Executive Chairman	
	: March 20, 2012 – March 14, 2018 Director Vice Chairman Executive Chairman	
Period of directorship	: 11 years and 10 months : 3 period with 2 years and 10 months (1 period : 3 years)	
Type of proposal directors	: Director	
Education	: Honorary Degree of Master of Business Administration in Department of General Management, Ramkhamhaeng University : Master's Degree in Political Science, Ramkhamhaeng University : Bachelor's Degree in Business Administration, North Central University, Arizona, U.S.A. : Bachelor's Degree in Political Science, Ramkhamhaeng University	
Director Training Program from IOD	: DAP, Class 39/2005 Program : Chairman 2000 Program : CGI, Class 3/2015 Program	
Number of Shareholding	: 364,204,456 shares or equal to 10.69% of total paid-up shares (as of March 30, 2023)	

## Present position in other companies

- |   |                             |  |
|---|-----------------------------|--|
| - Listed companies  | : Jan 13, 2023–Present      | Chairman and Executive Chairman<br>JCK Hospitality Public Company Limited. |
|   | : Jan 16, 2017–Aug 31, 2022 | Chairman and Executive Chairman<br>JCK Hospitality Public Company Limited. |
| - Non-listed companies  | : 2017 – Present            | Director<br>BGY & TFD Properties Co., Ltd.                                 |
|   | : 2019 – Present            | Director<br>AP Prime Property Co., Ltd.                                    |
|   | : 2011 – Present            | Director and Executive Chairman<br>JC Kevin Development Co., Ltd.          |
|   | : 2014 – Present            | Director and Executive Director<br>JC Kevin Food & Beverage Co., Ltd.      |
|   | : 2010 – Present            | Director<br>Fine Two Asset Co., Ltd.                                       |
|   | : 2018 – Present            | Director<br>High Active Consultant<br>Communication Co., Ltd.              |
|   | : 2016 – Present            | Director<br>Lobster Power Co., Ltd   |
|   | : 2015 – Present            | Director<br>Rim Nam Bangpakong Co., Ltd.                                   |
| - Companies that may cause any conflict of interests to the Company | : None                      |  |

## Attendance of the Meeting in 2022

- The Board of Directors Meeting : Attendance the Meeting totaling 8\* of 8 times

Noted : \* Dr. Apichai Taechaubol has resigned from the position, Director, Chairman and Executive Committee Chairman on August 31, 2022. Then Dr. Apichai Taechaubol has been reappointed to the position, Director, Chairman and Executive Committee Chairman according to the Board of Directors' Meeting No.11/2022 Resolutions, held on December 14, 2022.



## Independent Director's Resume

### JCK International Public Company Limited

Name - Surname : Mr. Chirdsak Kukiattinun

Age : 70 years

Present position in the Company : December 14, 2022 - Present

Independent Director

Audit Committee Member



Period of directorship : - year 4 months

: - period and 4 months (1 period : 3 years)

Type of proposal directors : Independent Director

Education : Master of System Analysis, Aston University, United Kingdom.

: Bachelor of Economics (Honours) in Accounting and Finance,  
The London School of Economics and Political Science,  
University of London, United Kingdom.

Director Training Program from IOD : DCP, Class 172/2013 Program

Number of Shareholding : None

Present position in other companies

- Listed companies

: 2022 – Present

Independent Director and  
Risk Management Director  
Thaifoods Group Public Company Limited.
- Non-listed companies

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

: None


Attendance of the Meeting in 2022

- The Board of Directors Meeting : Attendance the Meeting totaling -\* of - time
- The Audit Committee Meeting : Attendance the Meeting totaling -\* of - time

Noted : \* Mr. Chirdsak Kukiattinun has been appointed to the position, Audit Committee Member according to the Board of Directors' Meeting No.11/2022 Resolutions, held on December 14, 2022. In place of Mr. Tawil Praisont, who resigned from the position, Audit Committee Member on December 14, 2022

## Director's Resume

### JCK International Public Company Limited

Name - Surname	: Ms. Siriporn Tamenant	
Age	: 65 years	
Present position in the Company	: 2019 – Present	
	Director Executive Director Director Deputy Managing Director, Administration and Information Technology Company Secretary	
Period of directorship	: 3 years 10 months : 1 period and 10 months (1 period : 3 years)	
Type of proposal directors	: Director	
Education	: Master of Arts in English Naresuan University : Bachelor of Science in Business Administration (Finance) Roosevelt University, Chicago, U.S.A.	
Director Training Program from IOD	: Risk Management Program for Corporate Leaders (RCL), class 5/2016 : Ethical Leadership Program (ELP), class 2/2015 : Advanced Audit Committee Program (AAP), class 16/2014 : Director Accreditation Program (DAP), class SEC/2014 : Role of the Chairman Program (RCP), class 34/2014 : Effective Minutes Taking (EMT), class 8/2007 : Company Secretary Program (CSP), class 13/2005 and 22/2007 : Role of The Compensation Committee (RCC), class 1/2006	
Number of Shareholding	: None	
Present position in other companies		
- Listed companies	: None	
- Non-listed companies	: None	
- Companies that may cause any conflict of interests to the company	: None	
Attendance of the Meeting in 2022		
- The Board of Directors Meeting	: Attendance the Meeting totaling 11 of 11 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.

## Guidelines for attending of Electronic Meeting 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://con.inventech.co.th/JCK141230R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 steps
  - Step 1 Fill in the information shown on the registration page
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

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 21, 2023 at 8:30 a.m. and shall be closed on April 27, 2023 at 5.30 p.m.
3. The electronic conference system will be available on April 28, 2023 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 Independent Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, the Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 27, 2023 at 5.00 p.m.

JCK International Public Company Limited  
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



02-931-9151



@inventechconnect



The system available during 21 – 28 April 2023 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**



**Report a problem**  
@inventechconnect

## Step voting process (e-Voting)

### Use Cases PC/Laptop and Mobile/iPad

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 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



- Select which agenda
- Click on “Question” button

### Ask a question

- Type the question then click “Send”

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

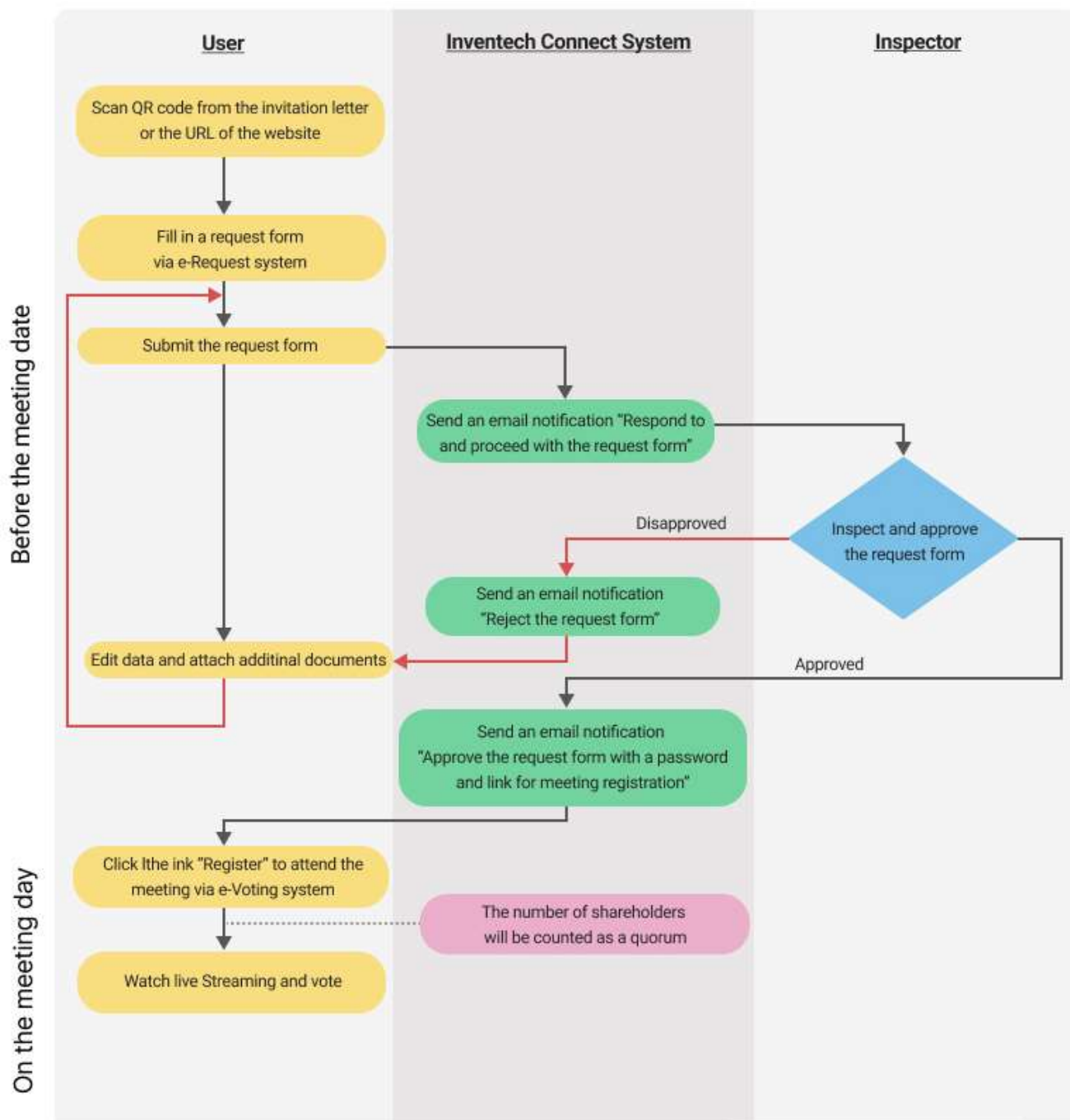
\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

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 Chrome (Recommend) / Safari / Microsoft Edge

**\*\* The system does not support internet explorer.**



## Guidelines for attending of Electronic Meeting



### System Usage Conditions

#### **In case of merging / changing accounts**

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account, he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

#### **In case of leaving the meeting**

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinished agenda items meeting base.

**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 the 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)**

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Name - Surname	: Mr. Prasong Vara-ratanakul	
Age	: 75 years	
Present position in the company	: 1999 – Present Independent Director Audit Committee Chairman Corporate Governance, Nomination and Remuneration Chairman	
Period of directorship	: 24 years	
Term of directorship	: 8 terms (1 term: 3 years)	
Present address	: No. 4, Dogmai Sub-district, Pravet District, Bangkok 10250	
Education	: Master of Public Administration Chulalongkorn University	
	: Bachelor of Commerce Chulalongkorn University	
	: Bachelor of Law Ramkhamhaeng University	

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Name - Surname	: Mr. Chetawan Anuntasomboon	
Age	: 69 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	: 5 years	
Term of directorship	: 1 term and 2 years (1 term : 3 years)	
Present address	: No. 59/72, Soi Nimitmai 28, Samwa Tawan Ok sub-district, Khleng Samwa district, Bangkok 10510	
Education	: Barrister at Law, Institute of Legal Education of the Thai Bar Association	
	: Bachelor of Law Ramkhamhaeng University	

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## 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 (Attachment 6.5) upon doing the following:

- (1) Fill and sign the proxy (Attachment 6.5) 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 (Attachment 6.3) for his/her proxy may appoint the following:

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

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

Kindly present documents confirming such change



Ref. AIT/23 – 107

April 5, 2023

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** 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 2023 Annual General Meeting of Shareholders to be held on Friday, April 28, 2023 at 14.00 hours.**

Please be informed accordingly.

Faithfully yours,



(Ms. Siriporn Tamenant)

Director and Company Secretary

Proxy (Form A)

Stamp Duty  
20 Baht

Written at.....

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

Shareholder's Registration No.....

1. I/We .....  
Nationality.....Residence at No.....  
Road.....Sub-district.....  
District.....Province.....

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  
No. of preferred 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 attachment 6.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 75 Residing at No. 4, Dokmai sub-district, Prawet District, Bangkok 10250  
or

2) ☐ Mr. Chetawan Anuntasomboon Age 69 Residing at No. 59/72, Soi Nimitmai 28, Samwatawanok  
sub-district, Klongsamwa district, Bangkok 10510 or

Other person 3) .....Age.....Years  
Reside at No.....Road.....Sub-district.....  
District.....Province.....Postal Code.....or

4) .....Age.....Years  
Reside at No.....Road.....Sub-district.....  
District.....Province.....Postal Code.....or

5) .....Age.....Years  
Reside at No.....Road.....Sub-district.....  
District.....Province.....Postal Code.....

to be my/our proxy to attend and vote for me/us and on my/our behalf at the 2023 Annual General Meeting of  
Shareholders on Friday, April 28, 2023 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 (Form B)**

Stamp Duty  
20 Baht

Written at.....

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

1. I/We .....  
Nationality.....Residence at No.....  
Road.....Sub-district.....  
District.....Province.....

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  
No. of preferred 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 attachment 6.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 75 Residing at No. 4, Dokmai sub-district, Prawet District, Bangkok 10250  
or

2) ☐ Mr. Chetawan Anuntasomboon Age 69 Residing at No. 59/72, Soi Nimitmai 28, Samwatawanok  
sub-district, Klongsamwa district, Bangkok 10510 or

Other person 3) .....Age.....Years  
Reside at No.....Road.....Sub-district.....  
District.....Province.....Postal Code.....or

4) .....Age.....Years  
Reside at No.....Road.....Sub-district.....  
District.....Province.....Postal Code.....or

5).....Age.....Years  
Reside at No.....Road.....Sub-district.....  
District.....Province.....Postal Code.....

to be my/our proxy to attend and vote for me/us and on my/our behalf at the 2023 Annual General Meeting of Shareholders on Friday, April 28, 2023 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.1/2022**

- ☐ (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 2022.**

(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, 2022.**

- ☐ (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 2022's net 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. Apichai Taechaubol
- ☐ Approve
 ☐ Disapprove
 ☐ Abstain
- Name of Director Mr. Chirdsak Kukiattinun
- ☐ Approve
 ☐ Disapprove
 ☐ Abstain
- Name of Director Ms. Siriporn Tamenant
- ☐ 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: 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. 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 2023 Annual General Meeting of Shareholders on Friday, April 28, 2023 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, venue and means/method.

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

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

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

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

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- ☐ Approve ☐ Disapprove ☐ Abstain

Proxy (Form C)

Stamp Duty  
20 Baht

Written at.....

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

1. I/We .....  
Nationality.....Residence at No.....  
Road.....Sub-district.....  
District.....Province.....  
Postal Code.....

Shareholder's Registration No.....

acting as the custodian for.....

Being a shareholder of JCK International Public Company Limited,

Holding shares in the total amount of.....shares and having.....votes, which consist of

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

No. of preferred 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 attachment 6.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 75 Residing at No. 4, Dokmai sub-district, Prawet District, Bangkok 10250 or  
2) ☐ Mr. Chetawan Anuntasomboon Age 69 Residing at No. 59/72, Soi Nimitmai 28, Samwatawanok sub-district, Klongsamwa district, Bangkok 10510 or

Other person 3) .....Age.....Years  
Reside at No.....Road.....Sub-district.....  
District.....Province.....Postal Code.....or

4) .....Age.....Years  
Reside at No.....Road.....Sub-district.....  
District.....Province.....Postal Code.....or

5).....Age.....Years  
Reside at No.....Road.....Sub-district.....  
District.....Province.....Postal Code.....

to be my/our proxy to attend and vote for me/us and on my/our behalf at the 2023 Annual General Meeting of Shareholders on Friday, April 28, 2023 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 should be postponed to the date, time, place and 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:

Ordinary share.....shares, entitling to vote.....votes

Total entitling to vote.....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 consider and certify the Minutes of the Extraordinary General Meeting of Shareholders**

**No. 1/2022**

☐ (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.....shares ☐ Disapprove.....shares ☐ Abstain.....shares

**Agenda 2: To acknowledge the report of the Company's operating results in year 2022.**

(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, 2022.**

- ☐ (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.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares

**Agenda 4: To consider and approve the allocation of the 2022's net 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.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares

**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.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares
- ☐ Approve the election of certain proposed directors as follows:
- Name of Director Mr. Apichai Taechaubol
- ☐ Approve.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares
- Name of Director Mr. Chirdsak Kukiattinun
- ☐ Approve.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares
- Name of Director Ms. Siriporn Tamenant
- ☐ Approve.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares
- Name of Director \_\_\_\_\_
- ☐ Approve.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares
- Name of Director \_\_\_\_\_
- ☐ Approve.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares

**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.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares

**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.....shares    ☐ Disapprove.....shares    ☐ Abstain.....shares

**Agenda 8: 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 counted 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 2023 Annual General Meeting of Shareholders on Friday, April 28, 2023 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, venue and means/method.

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