

(Translation)

Ref. AIT/23 – 106

April 5, 2023

Re: Invitation to the 2023 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.1/2022 on December 20, 2022
 2. The Company's Annual Report of the Year 2022 (Form 56-1 One Report), including the consolidated Financial Statements for the fiscal year ended December 31, 2022, 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. Guidelines for attending the meeting of shareholders through Electronic Means by Inventech Connect. (Zoom One)
 6. Supporting documents for attending the meeting:
 - 6.1 The Company's Article of Association which related to the Annual General Meeting of Shareholders.
 - 6.2 Rules and procedures for attending the Meeting, granting the proxy and voting.
 - 6.3 Information of independent directors to support an appointment of proxy (in case independent director is appointed as a proxy).
 - 6.4 Documents and evidences which required to be presented at the meeting.
 - 6.5 Proxy.

JCK International Public Company Limited would like to notify that the Board of Directors No. 2/2023 calls for the 2023 Annual General Meeting of Shareholders to be held on Friday, April 28, 2023, 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. By broadcast from the meeting room on the 2nd floor of TFD Building, located at 18 Soi Sathorn 11, Yeak 9, Yannawa Subdistrict, Sathorn District, Bangkok.



According to the agendas of the 2023 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, 2022 to December 31, 2022. 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.1/2022.

Fact and Rational : The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022 held on December 20, 2022 of which the copy of the Minutes of the Meeting is attached hereto as per Attachment 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.1/2022 are truly and accurately recorded. It is therefore deemed appropriate for the 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 2022.

Fact and Rational : The report of the operating results in year 2022 of the Company as presented in the Annual Report of the year 2022 (Form 56-1 One Report) in QR Code form in Attachment 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 2022 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, 2022.

Fact and Rational : The Financial Statements which comprise of the consolidated Financial Statements, the consolidated Statement of Comprehensive Income, the Statements of Changes in Shareholders' Equity and the consolidated Statement of Cash Flow for the fiscal year ended December 31, 2022 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 2022 (Form 56-1 One Report (Thai Version)) in QR Code form, from page 157 to 253 as per document Attachment 2.

Board of Directors' Opinion : The Board of Directors has considered the matter and deemed appropriate for the Meeting of Shareholders to approve the consolidated Financial Statements for the fiscal year ended December 31, 2022. The details of information are stated in the Annual Report of the Year 2022 (Form 56-1 One Report (Thai Version)) in QR Code form, from page 157 to 253.

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 2022's net 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, 2022, the Company has the net loss at Baht 208.73 million and still has the cumulative loss, therefore the Company could not pay the dividend for the 2022 operating result.

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

Unit : million Baht

Details of the Dividend payment	Year 2022	Year 2021
1. Net Profit (loss)	(208.73)	(336.28)
2. Numbers of shares (million share)	3,305.65	2,302.75
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 2022, the Board of Directors deems that it is appropriate for the 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 2023 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 follows:



1. Dr. Apichai	Taechaubol	Chairman Executive Chairman
2. Mr. Chirdsak	Kukiattinun	Independent Director Audit Committee Member
3. Ms. Siriporn	Tamenant	Director Executive Director Director Deputy Managing Director, Administration and Information Technology Company Secretary

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 Attachment 3.

1. Dr. Apichai Taechaubol

Age	: 67 years
Present position in the Company	: 2012 - Present Director Chairman Executive Chairman
Period of directorship	: 11 years and 10 months
Number of terms as a director	: 3 period with 2 years and 10 months (1 period : 3 years)
Type of proposal directors	: Director
Number of Shareholding	: 364,204,456 shares (as of March 30, 2023)
Attendance 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 according to the Board of Directors' Meeting No.11/2022 Resolutions, held on December 14, 2022.



2. Mr. Chirdsak Kukiattinun

Age	: 70 years
Present position in the Company	: December 14, 2022 – Present Independent Director Audit Committee Member
Period of directorship	: 4 months
Number of terms as a director	: - period and 4 months (1 period : 3 years)
Type of proposal directors	: Independent Director
Number of Shareholding	: None
Attendance 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, Director, Independent Director and Audit Committee Member, according to the Board of Directors' Meeting No.11/2022 Resolutions on December 14, 2022. In place of Mr. Tawil Praisont, who resigned from the position, Audit Committee Member on December 14, 2022.

3. 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 and 8 months
Number of terms as a director	: 1 period and 8 months (1 period : 3 years)
Type of proposal directors	: Director
Number of Shareholding	: None
Attendance the Meeting in 2022	
- The Board of Directors Meeting	: Attendance the Meeting totaling 11 of 11 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 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 2022 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 2023, 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 of Directors therefore deems appropriate to propose the 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 123 to 124 of the Annual Report of the year 2022 (Form 56-1 One Report (Thai Version)) in QR Code form (in Attachment 2) and by the details as follows:

Position	Year 2023				
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person			Other Benefit
		Director	AC ¹	CGNR ²	
Chairman	80,000	18,000			- None -
Vice Chairman	60,000	15,000	10,000		
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 2022				
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person			Other Benefit
		Director	AC ¹	CGNR ²	
Chairman	80,000	18,000			- None -
Vice Chairman	60,000	15,000	10,000		
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 Meeting of Shareholders to approve the remuneration for the Directors for the Year 2023 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 2023 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. Mr. Kittiphun Kiatsomphop CPA No. 8050 and/or
(as an auditor for the first year)
2. Ms. Supanee Triyanantakul CPA No. 4498 and/or
(as an auditor from 2018 until present, totally 6 years)
3. Mr. Preecha Arunnara CPA No. 5800
(as an auditor from 2018 until present, totally 6 years)

The auditor proposed the 2023 auditing fee for the Company in the amount of Baht 2,360,000.- per year, increasing Baht 210,000.- from the 2022 auditing fee which was Baht 2,150,000.- 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 2023, the total auditing fee of the Company and the subsidiaries is Baht 4,690,000.- per year, increasing Baht 150,000.- from the 2022 auditing fee which was Baht 4,540,000.- 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.

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. Mr. Kittiphun	Kiatsomphop	CPA No. 8050 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 2023 with the total audit fee of Baht 4,690,000.- 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 : 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 2023 Annual General Meeting of the Shareholders on March 30, 2023 (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 (Attachment 6.5). Shareholder can download the proxy from www.jckinternational, together with the documents and evidences as required (Attachment 6.4) 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 date.

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 (Zoom One) (Attachment 5). The electronic registration will be available from April 21, 2023 at 8.30 a.m. and will be closed on April 27, 2023 at 5.30 p.m.

By Order of the Board of Directors

(Ms. Siriporn Tamenant)
Director and Company Secretary