

(Translation)

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023**

**JCK International Public Company Limited**

**Time and Place**

The Meeting was held on September 8, 2023 at 2.00 p.m. (“**E-EGM**”), via electronic conference 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

**Preliminary**

Ms. Poontarika Chayaputi, the Assistant Company Secretary, welcoming shareholders, proxies and attendees who are attending the Extraordinary General Meeting of Shareholders No. 1/2023 through E-EGM.

Currently, the COVID-19 disease situation is relatively stable, but there are still deaths, most are 607 group, who have not received the vaccine, the stimulation needle or received the stimulation needles for more than 3 months. The Ministry of Public Health emphasizes to every province to encourage such at-risk groups to receive the COVID-19 vaccination along with the influenza vaccine to increase immunity, reduce the risk of severe symptoms and death including communicating disease prevention and control guidelines to the public continuously.

The Company is aware of the safety of all shareholders and attendees, therefore, the method of the Extraordinary General Meeting of Shareholders No. 1/2023 was held through E-EGM in accordance with the Emergency Decree on Electronic Meeting.

However, A quorum for the Shareholders’ Meeting shall be formed, as required by law and the Company’s Article of Association, by at least 25 shareholders or not less than half of the total number of shareholders attending the meeting, holding an aggregate number of shares of no less than 1/3 (one-third) of the total number of shares distributed shall form a quorum. 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 Shareholders’ Meeting.

The Assistant Company Secretary explained the criteria and procedures for voting on each agenda and answering questions in the meeting room as follows:

### Procedures for voting

In this Shareholders' Meeting, each shareholder is entitled to one vote per share. In conducting the meeting on each agenda, if no shareholder vote disapproves or abstain it shall be deemed that the shareholders approve unanimously as proposed by the Chairman.

Any shareholder who has a special interest in any agenda will not have the right to vote in that agenda.

For shareholders who gave proxies to others to attend and represent the form of voting in the meeting according to the wishes of the shareholders, the Company has scored approve, disapprove or abstain according to the shareholders' wishes, collectively recorded in the registration for voting according to each agenda. For proxies which the shareholders had specified their votes in the proxy form, the Company has already recorded the votes as specified in the proxy form. Therefore, the proxies shall not vote in the system.

For vote counting, the Company will deduct disapprove votes and abstain votes from the total number of votes. The remaining votes will be considered as approve votes.

### Voting Methods

For voting, shareholders shall select agenda to vote. Then press the "Vote" button and the system will show the voting status; Approve, Disapprove and Abstain.

For shareholders or many proxies, the system will display all names of proxies and voting separately for each user account.

If the shareholder wants to cancel the latest vote, press "Cancel the latest vote" button. For any shareholder who does not vote within the specified time, the Company will assume that the shareholder agrees with the agenda. Additionally, shareholders can amend their votes until that agenda is closed for voting.

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. The system will not remove votes from the meeting.

If a shareholder wishes to leave the meeting before the voting for any agenda is closed, their vote will not be counted towards the quorum for that agenda, and their vote will not be immediately counted for any remaining agenda. However, leaving the meeting and not being counted towards

the quorum for any agenda will not disqualify the shareholder's rights or proxies to return to the meeting and vote on the next agenda in the system.

Shareholders have one minute after being notified of opening of voting for each agenda item to vote, and when voting results in each agenda have been closed, the results of that agenda will be announced to the meeting.

Resolution of this meeting consists of the following votes:

Agenda 1, 5, 6 must be approved by a majority vote of the shareholders present at the meeting and eligible to vote.

Agenda 2 and 4 must be approved by a vote of not less than three-fourths of the total number of votes of shareholders present at the meeting and eligible to vote.

Agenda 3, 7 must be approved by a vote of not less than three-fourths of the total number of votes of shareholders present at the meeting and eligible to vote, excluding votes of the shareholders having an interest.

#### Answering questions

Before voting on each agenda, shareholders or proxies will be given an opportunity to ask questions or provide additional suggestions regarding that agenda.

The shareholders or proxies can ask questions by pressing the "Question" button, selecting agenda which to ask questions and typing questions, and then pressing the "Send Question" button. Shareholders should inform name and surname and status of being a shareholder or proxy before asking questions every time.

Shareholders or proxies can submit questions into the system gradually at any time. The Company will answer questions during the Meeting in relation to the agenda that the question pertains to. The Company reserves the right to select questions that are deemed appropriate.

Subsequently, the Assistant Company Secretary introduced the Board of Directors, the executives and associate attendees as follows;

Directors in attendance, totaling 8 directors;

- |                |            |   |
|----------------|------------|---|
| 1. Dr. Apichai | Taechaubol | Director, Chairman of the Board of Directors and Executive Chairman |
|----------------|------------|---|

2. Mr. Gumpol	Tiyarat	Independent Director and Audit Committee Chairman
3. Mr. Tawil	Praisont	Independent Director and Audit Committee Member
4. Dr. Varnadharma	Kanchanasuvarna	Independent Director and Audit Committee Member
5. Mrs. Rachanee	Siwawej	Director and Director Deputy Managing Director, Finance
6. Mr. Anukul	Ubonnuch	Vice Chairman, Executive Director and Managing Director
7. Mr. Krittawat	Taechaubol	Director, Executive Director and Director Deputy Managing Director
8. Ms. Siriporn	Tamenant	Director, Executive Director and Director Deputy Managing Director, Administration and Information Technology and Company Secretary

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

The executives 2 persons, namely;

1. Mr. Chaiya	Larpwarakitchai	Assistant Managing Director, Finance
2. Mr. Vichaya	Sirirattna	Assistant Managing Director, Business Development

Associate attendees, namely;

Representative from Far East Law Office (Thailand) Co., Ltd. which is the legal advisor, namely Mr. Theerapan Petchsuwan. Representative from Araya & Partners Co., Ltd. which is the legal advisor, namely Ms. Araya Putthipongthorn and Mr. Witthawin Korboonsongserm. Representative from FIS Capital Company Limited which is the financial advisor, namely Mr. Nirun Chamroonrat. Representative from FynnCorp Advisory Company Limited which is the financial advisor, namely Mr. Pornbhuda Rijiravanich and Ms. Achiraya Chaiyapa. Representative from Avantgarde Capital Company Limited which is independent financial advisor, namely Mr. Worawas Wassanont, Mr. Putchara Phumkuman, Ms. Jirata Kunwattanaporn, Mr. Thanon Thamvorapol. Representatives from EY Office Limited which are the auditors, consisting of Ms. Siraporn Ouuanunkun and Ms. Pavinee Krachangwongchai and Internal auditor, namely Mr. Theerachai Meekaew.

The Assistant Company Secretary invited the Chairman, Dr. Apichai Taechaubol, as the Chairman of the Meeting (“**Chairman**”), opening the Meeting.

Then the Chairman of the Meeting open the Meeting and assigned Ms. Araya Putthipongthorn, a legal advisor from Araya & Partners Company Limited (“**Meeting Conductor**”) as the person conducting this Shareholders' Meeting.

Meeting Conductor informed the meeting that there are shareholders attended the meeting themselves and by proxy totaling 73 shareholders, holding a total of 1,402,664,634 shares or equivalent to 40.4712 percent of 3,465,833,184 issued shares, which duly formed a quorum as stated in the Articles of Association.

The Meeting Conductor proposed the shareholder meeting to consider agendas of the Meeting as follows:

**Agenda 1: To consider and certify the minutes of the 2023 Annual General Meeting of Shareholders held on April 28, 2023.**

The Meeting Conductor proposed to the meeting that the Board of Directors considered the Minutes of the 2023 Annual General Meeting of Shareholders was held on April 28, 2023, and certify that the minutes of the said meeting were recorded correctly. Therefore, it was proposed that the Shareholders' Meeting to consider and certify the said meeting minutes.

In this regard, the Meeting Conductor inquired whether any shareholders who attended the meeting would have any question and express their opinion. As there was no further question and opinion from the shareholders or proxies.

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.

**Resolved** The Meeting, having considered the matter and deemed that the Minutes of the 2023 Annual General Meeting of Shareholders were correct, therefore the Meeting resolved with majority votes of the total number of votes of the shareholders presented at the meeting and eligible to vote, certify the Minutes of the 2023 Annual General Meeting of Shareholders held on April 28, 2023, as proposed, 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	1,320,085,634	93.2010
2. Disapprove	0	0.0000
3. Abstain	96,300,000	6.7989

Remark: In this agenda, there were 1 shareholder/proxy increasing from the start of the Meeting, together holding 13,721,000 shares. Total shareholders/proxies in this agenda are 74 persons, holding 1,416,385,634 shares.

**Agenda 2: To consider and approve the reduction of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.**

The Meeting Conductor proposed to the meeting that the Company has to completely decrease registered capital of the Company by canceling registered shares that have not yet been issued of the Company and to amend Clause 4 of the Memorandum of Association of the Company prior to any increase of its capital in compliance with the provisions of the Public Limited Company Act that requires the Company to decrease the share capital by canceling registered shares that have not yet been issued of the Company prior to any increase of its capital. In this regard, The Board of Directors deemed it appropriated to propose to the Shareholders' Meeting to consider approving the reduction of the Company's registered capital in the amount of THB 1,599,567,762.00 from the original registered capital of THB 5,065,400,946.00 to the registered capital of THB 3,465,833,184.00 by canceling registered shares that have not yet been issued of the Company in the amount of 1,599,567,762 shares, which are ordinary shares in the amount of 980,463,438 shares, at a par value of THB 1.00 per share. These are shares reserved for the allocation to existing shareholders (Right Offering) and shares issued for the allocation to Private Placement under the General Mandate which has not yet been issued, according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 on December 20, 2022, and by cutting ordinary shares remaining to support the exercise of convertible debentures issued and offered to specific investors, namely Advance Opportunities Fund and Advance

Opportunities Fund 1 in the amount of 619,104,324 shares with a par value of THB 1.00 per share.

Including the approval of the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital as follows:

“Clause 4	Registered capital	3,465,833,184.00 Baht	(Three billion, four hundred and sixty-five million, eight hundred thirty-three thousand, one hundred and eighty-four Baht)
	Divided into	3,465,833,184 shares	(Three billion four hundred and sixty-five million eight hundred thirty-three thousand one hundred and eighty-four shares)
	Par value	1.00 Baht	(One Baht)
	Divided into		
	Ordinary shares	3,465,833,184 shares	(Three billion four hundred and sixty-five million eight hundred thirty-three thousand one hundred and eighty-four shares)
	Preferred shares	- shares	(- share)”

Including proposing to the Shareholders’ Meeting to consider and approve the authorization of the Board of Directors and/or Managing Director and/or the persons designated by the Board of Directors and/or Managing Director as the authorized person to determine the criteria, conditions, and other details relevant to such capital decrease. As well as, to change words or phrases of the Minutes of the Shareholders’ Meeting, the Company’s Memorandum of Association, and/or any application and/or any proceeding to comply with the registrar in order to file the registration of such capital decrease and amendment of the Company’s Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

In this regard, the Meeting Conductor inquired whether any shareholders who attended the meeting would have any question and express their opinion. As there was no further question and opinion from the shareholders or proxies.

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders presented at the meeting and eligible to vote.

**Resolved** The Meeting, having considered, resolved with a vote of not less than three-fourths of the total number of votes of the shareholders presented at the meeting and eligible to vote, approve the reduction of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital, including the relevant authorization, as proposed, 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	1,320,085,634	93.2010
2. Disapprove	0	0.0000
3. Abstain	96,300,000	6.7989

Remark: In this agenda, there were - shareholder/proxy increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 74 persons, holding 1,416,385,634 shares.

**Agenda 3: To consider and approve the Company or its subsidiaries by entering into the acquisition asset and the connected transaction by entering into the asset acquisition transaction by investing in JC Kevin Sathorn Bangkok Hotel.**

The Meeting Conductor proposed to the meeting that Agenda 3, Agenda 5, Agenda 7 are regarding with consider and approve the Company's acquisition asset and the connected transaction, allocation of newly issued ordinary shares for offering to existing shareholders in proportion to their shareholding (Right Offering) and the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the Shareholders' Meeting (Whitewash) related and conditional upon each other, and invited Mr. Pornbhuda Rijiravanich, which is financial advisor from FynnCorp Advisory Company Limited and Mr. Worawas Wassanont, which is independent financial advisor from Avantgarde Capital Company Limited, to proposing

information and provide opinions to the Shareholders' Meeting for consideration of all 3 agenda at the same time.

Mr. Pornbhuda Rijiravanich, which is financial advisor from FynnCorp Advisory Company Limited, proposed to the meeting that the investment transaction in the hotel of JC Kevin Development Company Limited (“**JCKD**”) this time will benefit the Company for the following important reasons:

- (1) The Hotel, which is currently open for service as a hotel under the name of JC Kevin Sathorn Bangkok Hotel, is located at Yannawa Subdistrict, Sathorn District, Bangkok, which is a dense community and commercial areas and shopping centers in the heart of Bangkok. Apart from the Company will receive benefits from the increase in land value continuously every year since it is in an already outstanding business area. The Company has also benefited from the recovery of the Hotel business from the oversupply situation during the outbreak of the coronavirus disease (COVID-19) from various supporting factors, such as the full opening of Thailand. The loosening of strict restrictions on travel, especially China, which is the most important tourism market in Thailand. The ongoing government measures to stimulate tourism will strengthen the growth of revenue and profit for the company in line with the company's target, which is expected to generate reasonable returns to shareholders in the long run.
- (2) The Company will have a business with continuous cash flow.
- (3) The Company can use the acquired tangible assets as collateral for the loan.

In this regard, the Board of Directors (excluding interested directors and/or directors who are connected persons) resolved to approve this transaction by considering that the Acquisition of the Asset from JCKD is reasonable and beneficial to the Company and shareholders of the Company. As the value of consideration for the purchase of assets from JCKD at the price of THB 3,055 million is lower than the fair price range when compared to the asset appraisal prices appraised by 2 independent asset appraisers. The Board of Directors is of the opinion that the aforesaid asset appraisal prices are reasonable for entering into the Hotel Investment Transaction which is beneficial to the Company and shareholders of the Company. In addition, when considering the benefits that the Company will receive from entering into the aforementioned transactions in comparison to entering into transactions with other persons who are not connected

persons. The Board of Directors also has an opinion that entering into the hotel investment transaction by purchasing the Asset from JCKD is appropriate.

The Board of Directors (excluding votes of the directors having an interest) deemed it appropriated to propose to the Shareholders' Meeting to consider approving the Company or its subsidiaries ("**The Group of the Company**") to enter into the acquisition of asset in the "Sathorn Heritage Residences" condominium building B, C (partial) under the name "JC Kevin Sathorn Bangkok Hotel" ("**the Hotel**"). This acquisition is the purchase of 318 commercial and residential condominiums, No. 36, 36/301 – 36/617, 1st – 37th floors, within the "Sathorn Heritage Residences" building B, C (partial) under the name "JC Kevin Sathorn Bangkok Hotel", which is at Narathiwas Rajanagarindra Road, Yannawa Subdistrict, Sathorn District, Bangkok (collectively referred to as "**the Asset**") from JC Kevin Development Company Limited ("**JCKD**"), which is a connected person of the Company, equivalent to a total value not exceeding THB 3,055.00 million (referred to as "**Hotel Investment Transaction**" or "**Acquisition of the Asset from JCKD**").

The Group of the Company will pay for the purchase of the Asset from JCKD in the amount of not exceeding THB 3,000.00 million, together with interest in the amount of not more than THB 55.00 million, totaling not exceeding THB 3,055.00 million in cash, divided into three installments of the purchase price as follows:

**1st Installment:** The Group of the Company will pay THB 1,200.00 million, equivalent to 40.00% of the purchase price of the Asset of JCKD, which will be paid no later than September 30, 2023, with the condition that the Group of the Company will receive the right to operate the hotel and be able to earn the revenue immediately after receive the transfer of hotel license payment of the 1st Installment has been completed and the Company will pay with cash from operating cash flow. In this regard, the Group of the Company will receive the transfer of hotel license from JCKD within the date the 1st Installment has been paid (or any other date as agreed by the parties in writing to extend the period).

However, if there is no transfer of ownership by March 31, 2024 (or any other date as agreed by the parties in writing to extend the period). The contract will be terminated and JCKD is obligated to return the full amount of the advance payment to the Group of the Company with interest at the rate of 7.5% per annum from the date JCKD receives the amount of THB 1,200.00 million within 15 days from the date of termination of the contract. If the payment is not returned according to the contract, The Group of the

Company will have the right to file a lawsuit in court to compel JCKD to return the advance payment in accordance with the terms of the contract.

**2nd Installment:** The Group of the Company will pay THB 800.00 million, equivalent to 26.67% of the purchase price of the Asset of JCKD. Consequently, JCKD will proceed to register and transfer full ownership of the Asset to the Group of the Company within the day that the 2nd Installment has been completed, which will be paid no later than March 2024. The Company will pay with the money from the issuance and offering of newly issued ordinary shares to the existing shareholders proportionately (Right Offering). However, in the event that the Company is unable to issue and offer all newly issued ordinary shares. The Company will consider additional sources of funding from financial institutions loans.

**3rd Installment:** The Group of the Company will pay the remaining amount of THB 1,000.00 million, equivalent to 33.33% of the purchase price of the Asset of JCKD. The Group of the Company will pay in installments in cash completely within 5 years from the date of registration of ownership transfer (or within the period that the seller and the Group of the Company have agreed to extend such period further) with an interest rate of 1.00 per year on the outstanding principal that calculated from the date of registration of ownership transfer of the Asset until the date of full payment, as an interest in the amount not exceeding THB 55.00 million. The Group of the Company will pay the 3rd Installment for the first time within December, 2024 and the minimum payment amount must not be less than THB 100.00 million per year. The Company will pay with cash from operating cash flow or loan from financial institutions in case of insufficient operating cash flow.

The Company expects that the settlement will not affect the liquidity and working capital of the Company and its subsidiaries. Since the Company and its subsidiaries has sufficient funding sources of funds for entering into this transaction from operating cash flow and/or the issuance and offering of newly issued ordinary shares and/or loans from financial institutions.

The Acquisition of the Asset from JCKD is regarded as an asset acquisition transaction of the Company or its subsidiaries pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008 (as amended) 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 Acquisition

or Disposition of Assets B.E. 2547 (as amended) (collectively called “**Notifications on Acquisition or Disposal**”). The size of such transaction is equal to 34.47% according to the total value of consideration criteria from which the maximum transaction size is obtained according to the Company’s reviewed consolidated financial statements ended March 31, 2023. In the previous six months, the Company did not execute any asset acquisition transactions.

The Acquisition of Assets from JCKD has the size of such transaction equal to 15% or higher but lower than 50% and is classified as a Class 2 Transaction according to the Notifications on Acquisition or Disposal. The Company has a duty to report and disclose the transaction with required minimum information under Schedule (1) pursuant to the Notifications on Acquisition or Disposal as follows:

- 1) Disclose information related to the transaction to SET according to Schedule (1) attached to the Notifications on Acquisition or Disposal of Assets (**Enclosure 2**).
- 2) Send a circular letter to the shareholders regarding the acquisition and disposition of the Company's assets within 21 days from the date of disclosure of the information of such transaction.

However, The Board of Directors has agreed that the asset acquisition transaction is considered a significant transaction, which is the transaction is a connected transaction of the Company. (Details of connected transactions are described below) which the Company must also obtain approval from the Shareholders’ Meeting. Accordingly, the Board of Directors of the Company has resolved to approve the proposal for the asset acquisition transaction to the Shareholders’ Meeting of the Company to consider and approve.

In addition, the Acquisition of the Asset from JCKD constitutes a connected transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Entering into Connected Transactions, dated August 31, 2008, (as amended) 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, dated November 19, 2003, (as amended) (“**Notifications on Connected Transactions**”). This is because JCKD and the Company have a mutual major shareholder, namely Mr. Apichai Taechaubol, who held 364,204,456 shares in the Company as of July 26, 2023, representing 10.51% of the Company’s total issued and paid-up capital. When combined with a connected person

of Mr. Apichai Taechaubol, which is a major shareholder, related person, and close relatives, holding shares in the Company in the total amount of 743,882,817 shares, representing 21.46%. As of May 10, 2023, Mr. Apichai Taechaubol, Related Persons and Close Relatives<sup>1</sup> held 10,000,000<sup>2</sup> shares in JCKD (including spouse and children of Mr. Apichai Taechaubol (“**Related Person**”)), representing 100.00% of JCKD’s total issued and paid-up. The total value of consideration for the connected transaction is not exceeding THB 3,055.00 million and the maximum size of this transaction is equal to 210.22% of the Company’s net tangible assets (NTA) (as of March 31, 2023, the Company’s NTA amounted to THB 1,453.26 million), according to its reviewed consolidated financial statements ended March 31, 2023. During the previous six months, the Company did not enter into any connected transactions.

Therefore, the Acquisition of the Asset from JCKD is considered a connected transaction with the size of such the Acquisition of the Asset from JCKD is greater than 3% of the Company’s NTA and the transaction value is more than THB 20.00 million. The Company is accordingly required to obtain approval from the Board of Directors and to prepare and disclose an information memorandum on the transaction to the SET pursuant to the Notifications on Connected Transactions. It must also obtain an approval from the Shareholders’ Meeting with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest, and must appoint an independent financial advisor (IFA), which must be on the SEC’s approved list of financial advisors (The details of the transaction to the Acquisition of the Asset from JCKD appear in the Information Memorandum on Asset Acquisition and Connected Transaction in the Investment in JC Kevin Sathorn Bangkok Hotel and Opinion of the Independent Financial Advisor on the Connected Transaction and a Request for a Waiver from Making a Tender Offer for All Securities of the Business by Virtue of the Resolution of the Shareholders’ Meeting (Whitewash) (**Enclosure 2 and 7**)), which has been sent to all shareholders along with the invitation to this meeting.

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<sup>1</sup> Major Shareholder, Related Persons and Close Relatives means Mr. Apichai Taechaubol, Mrs. Chalida Taechaubol, Mr. Kittawat Taechaubol, Mr. Chotiwit Taechaubol, Mr. Noppavee Taechaubol, Miss Waraporn Taechaubol and Miss Oranut Taechaubol.

<sup>2</sup> Mr. Apichai Taechaubol directly holds 3,125,000 shares, equivalent to 31.25% of the total issued shares of JCKD and indirectly holds through his spouse and his children totaling 6,875,000 shares, equivalent to 68.75% of the total issued shares of JCKD (refer to the copy of the list of shareholders (BOJ. 5) of JCKD).

In addition, the Board of Directors agreed to propose to the Shareholders' Meeting to consider and approve the authorization of the Board of Directors and/or Managing Director and/or persons authorized by the Board of Directors and/or Managing Director to consider and determine the criteria, conditions, and other details as necessary and relevant to the Hotel Investment Transaction, which compulsory and appropriate under relevant laws and is authorized to take any relevant actions concerning this Hotel Investment Transaction, including, but not limited to, negotiating and entering into sales contracts and related documents, including signing documents and amending related documents.

Mr. Worawas Wassanont, which is independent financial advisor from Avantgarde Capital Company Limited, proposed to the meeting that the Acquisition of the Asset from JCKD will benefit the diversify risks from the Company's core business operations and is an expansion of the Company's income recognition channels, since the Hotel's location has potential and is likely to have higher value in the future. In addition, The Group of the Company can use acquired tangible assets as collateral for future loans.

However, the Group of the Company will have obligations to acquire assets, from the repayment of JCKD debt, including interest, from the agreement between the Company and JCKD in the amount of THB 55.00 million and may have an impact on the Dilution Effect because shares are issued to existing shareholders in proportion to their shareholding (Right Offering). Nevertheless, if every shareholder exercises their rights in full, there will be no effect on the shareholding proportion of existing shareholders.

Regarding the risk associated with entering into transactions, the Group of the Company faces potential challenges with respect to the successful fulfillment of conditions precedent for these transactions or there may be a delay and risks of the source of funds used to enter into the transaction, in the event that existing shareholders do not fully exercise their rights, the Group of the Company might encounter a shortfall in cash flow necessary for the Acquisition of Assets from JCKD and shall seek additional sources of funding through borrowing. This may cause the transaction to be unsuccessful or delay, including risks from business expansion into new businesses. Due to investment in the Hotel is an investment in a new business that the Group of the Company has not operated before. However, Mr. Apichai Taechaubol who is the joint major shareholder and has experience and expertise in management, therefore, it may be possible to reduce the risk of operations that will occur. This is because the Group of the Company

will have personnel with knowledge, ability, and employees who can continue to operate the business from the original operation.

In this regard, entering into transactions with connected persons will make negotiating to enter into a transaction potentially more convenient and faster than compared to negotiating with third parties and will help coordinate various aspects efficiently and make the Group of the Company have business partners (Strategic Partnership) and have resources that are beneficial to the business operations of the Group of the Company. Additionally, such transactions can come with favorable debt repayment conditions, allowing for gradual payments with low interest rates.

However, the Company will have its obligations to engaging with connected person and may cause potential conflicts of interest in negotiating various conditions, lacking independence in negotiations.

In the process of entering into this transaction, Mr. Apichai Taechaubol has expressed his intention to subscribe for the said newly issued ordinary shares in proportion to his shareholding and oversubscribe in excess of his rights according to the criteria specified above. This may cause Mr. Apichai Taechaubol (including related persons) to have a shareholding proportion in the Company that must make a tender offer for all securities of the business (Mandatory Tender Offer) (shareholding proportion reaching or crossing 25% of the total number of shares with voting rights of the Company). However, it must not exceed 50% of the total number of shares with voting rights of the Company (after the capital increase for the issuance and allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Right Offering)). Mr. Apichai Taechaubol has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the Shareholders' Meeting (Whitewash), which is one of the steps to ensure the success of the transaction and this will reduce the burden of external financing and reduce the obligation to pay interest. Furthermore, the Company will not lose all power to control the business and the Company's existing shareholders will still be able to maintain control over more than half of the voting rights of all ordinary shares after issuing new ordinary shares to existing shareholders in proportion to their shareholding.

However, existing shareholders will lose the opportunity to exercise their rights to sell the Company's ordinary shares, which could potentially higher than the market price of the Company's ordinary shares at that time and the Applicant (including related persons)

will be a major shareholder holding more than 25.00% of the Company's shares, which a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the Shareholders' Meeting (Whitewash), carries the risk of not gaining approval by the shareholder meeting this time.

Regarding the transaction price, it is evident that the transaction price is lower than the price appraised by the income method and the Hotel market price comparison method and the independent financial advisor assessed the Hotel's value using the discounted cash flow method. The transaction price is between the fair price according to the discounted cash flow method range between THB 2,899.49 million to THB 3,306.05 million. Taking into account a comprehensive analysis of the pros and cons, risks and appropriateness of the price of entering into this transaction, the independent financial advisor is of the opinion that entering into this transaction is both reasonable and advantageous for the shareholders and recommended that shareholders shall approve the transaction.

In this regard, the Meeting Conductor inquired whether any shareholders and proxies who attended the meeting would have any question and express their opinion. It appeared that there was shareholders and proxies who wanted to ask questions and/or express opinions as follows:

1. Miss Vanida Daentraithot, shareholder who attended the Meeting, inquired whether Acquisition of the Asset from JCKD is similar and related with the investment made in acquiring the 2 hotels in Chiang Rai or not?

Mr. Pornbhuda Rijiravanich, which is financial advisor from FynnCorp Advisory Company Limited, clarified that the investment involving the purchase of the 2 hotels in Chiang Rai is a transaction of JCK Hospitality Public Company Limited. The hotel that JCK enters into this transaction is a hotel located in Bangkok, which is reputable and accepted among foreign visitors, including targeting different group of customers different from the hotels in Chiang Rai, which are customers who are tourists from other provinces.

2. Miss Vanida Daentraithot, shareholder who attended the Meeting, inquired whether after Acquisition of the Asset from JCKD, the Company's share price is anticipated to rise or not?

Mr. Pornbhuda Rijiravanich, which is financial advisor from FynnCorp Advisory Company Limited, clarified that the Company's share price will be contingent upon

the Company's future performance. Shareholders can monitor the Company's performance after the Acquisition of the Asset from JCKD to assess whether the share price aligns with the Company's operational results or not.

3. Mr. Srakorn Keowsom, Thai Investors Association, expressed the view that hotels generally require major periodic renovations and maintenance to keep the hotel remain in good condition and stay modern and remain competitive with other hotels and inquired whether the Company has estimated costs related to hotel improvements and maintenance as part of the hotel valuation in this transaction or not?

Mr. Worawas Wassanont, which is independent financial advisor from Avantgarde Capital Company Limited, clarified that the valuation of the hotel this time based on the current condition of the hotel, taking into account assumptions related to income from room fees and regular hotel maintenance expenses. This valuation does not include costs associated with future renovation and repair plans, which are the Company's future plans.

4. Mr. Srakorn Keowsom, Thai Investors Association, asked the Company to provide an explanation regarding the reasonableness of the Average Revenue per Room (ADR) estimate used in valuing the hotel, and the reasonableness for the revenue growth rates set at 5.93% for 2026 and 2027, and 5% for 2028.

Mr. Worawas Wassanont, which is independent financial advisor from Avantgarde Capital Company Limited, clarified that the average occupancy ratio for 2023 is based on the performance observed in Quarter 1 throughout the entire year. For the years 2024 to 2025, there is an expected increase in occupancy. In 2024, the average will be derived from the years 2023 to 2025. In 2025, the valuation uses the average pre-COVID occupancy rate (without considering inflation), which will cause an estimated growth rate of approximately 5.93% between 2026 and 2027 and from 2028, will use the average room rate growth rate of 5% onwards, which aligns with hotel industry criteria.

5. Mr. Srakorn Keowsom, Thai Investors Association, asked for additional information regarding the Company's perspective on utilizing the funds acquired from this fundraising to repay some of the principal amount of the debentures that will be maturing next year to reduce the financial costs incurred by the Company.

Mr. Pornbhuda Rijiravanich, which is financial advisor from FynnCorp Advisory Company Limited, clarified that the Company's approach to repaying the debentures from the Company's cash flow generated flow from land and other asset sales, which are expected to occur and be completed in the third quarter, fourth quarter of 2023 and the first quarter of 2024.

6. Miss Vanida Daentraithot, shareholder who attended the Meeting, inquired for further details regarding the method of payment for the first installment (THB 1,200 million) for the Acquisition of Assets from JCKD.

Mr. Pornbhuda Rijiravanich, which is financial advisor from FynnCorp Advisory Company Limited, clarified that the Group of Company intends to pay this consideration of THB 1,200 million for the Acquisition of Assets from JCKD in cash, which is sourced from the cash flow generated by the Company's operations. The Group of Company has sufficient financial resources to enter into this transaction.

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders presented at the meeting and eligible to vote. Excluding shareholders' equity that has a vested interest.

**Remark:** Shareholders who have an interest have no right to vote in this agenda are:

- (1) Mr. Apichai Taechaubol holds 364,204,456 shares in the Company, representing 10.51% of the total issued shares of the Company<sup>1/</sup> and holds a position as a director of the Company. Mr. Apichai Taechaubol holds 3,125,000 shares in JCKD or 31.25% of the issued and paid-up capital of JCKD<sup>2/</sup> and holds a position as a director of JCKD.
- (2) Mrs. Chalida Taechaubol, holds 278,079,966 shares in the Company, representing 8.02% of the total issued shares of the Company<sup>1/</sup>. Mrs. Chalida Taechaubol holds 2,375,000 shares in JCKD or 23.75% of the issued and paid-up capital of JCKD<sup>2/</sup>
- (3) Mr. Kittawat Taechaubol, holds 44,095,000 shares in the Company, representing 1.27% of the total issued shares of the Company<sup>1/</sup> and holds a position as a director of the Company. Mr. Kittawat Taechaubol holds 750,000 shares in JCKD or 7.50% of the issued and paid-up capital of JCKD<sup>2/</sup>.
- (4) Mr. Chotiwit Taechaubol holds 36,720,859 shares in the Company, representing 1.06% of the total issued shares of the Company<sup>1/</sup>. Mr. Chotiwit Taechaubol holds 750,000 shares in JCKD or 7.50% of the issued and paid-up capital of JCKD<sup>2/</sup> and holds a position as a director of the JCKD.

- (5) Mr. Noppawee Taechaubol holds 15,710,800 shares in the Company, representing 0.45% of the total issued shares of the Company<sup>1/</sup>. Mr. Noppawee Taechaubol holds 750,000 shares in JCKD or 7.50% the issued and paid-up capital of JCKD<sup>2/</sup> and holds a position as a director of the JCKD.
- (6) Miss Oranat Taechaubol holds 2,300,000 shares in the Company, representing 0.07% of the total issued shares of the Company<sup>1/</sup>. Miss Oranat Taechaubol holds 750,000 shares in JCKD or 7.50% the issued and paid-up capital of JCKD<sup>2/</sup>.

**Remark:** <sup>1/</sup> The information as of July 26, 2023

<sup>2/</sup> The information as of May 10, 2023 according to list of shareholders (BOJ. 5) of JCKD

**Resolved** The Meeting, having considered, resolved with a vote of not less than three-fourths of the total number of votes of the shareholders presented at the meeting and eligible to vote, excluding shareholders' equity that has a vested interest, approve the Company or its subsidiaries by entering into the acquisition asset and the connected transaction by entering into the asset acquisition transaction by investing in JC Kevin Sathorn Bangkok Hotel, in amount of not exceeding THB 3,055 million, including the relevant authorization, as proposed, 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	569,639,841	84.3567
2. Disapprove	7,540,712	1.1166
3. Abstain	98,094,000	14.5265

**Remark:** In this agenda, there were - shareholder/proxy increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 74 persons, holding 1,416,385,634 shares.

**Agenda 4: To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.**

The Meeting Conductor proposed to the meeting that the Company needs to raise funds in order to be used for payment for the Hotel Investment Transaction as detailed

in Agenda 3 and used for working capital, improve financial structure by repaying some debts to the financial institutions and reimbursement to the financial institutions, repay loan debt to increase liquidity and to support the business of real estate development. Therefore, the Board of Directors deemed it appropriated to propose to the Shareholders' Meeting to consider approving the increase of the Company's registered by THB 4,505,583,138.00 from the existing registered capital of THB 3,465,833,184.00 to the new registered capital of THB 7,971,416,322.00 by issuing 4,505,583,138 new ordinary shares with a par value of THB 1.00 per share to offer to existing shareholders in proportion to their shareholding (Right Offering) in the amount of not exceed 3,465,833,184 shares and supports the issuance and offering of capital increase shares under General Mandate in the amount of not exceeding 1,039,749,954 shares. The details appear in the Capital Increase Report Form (F53-4) (Enclosure 4), which has been sent to all shareholders along with the invitation to this meeting.

Including the approval of the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as follows:

“Clause 4	Registered capital	7,971,416,322.00 Baht	(Seven thousand nine hundred seventy-one million four hundred sixteen thousand three hundred and twenty-two Baht)
	Divided into	7,971,416,322 shares	(Seven thousand nine hundred seventy-one million four hundred sixteen thousand three hundred and twenty-two shares)
	Par value	1.00 Baht	(One Baht)
	Divided into		
	Ordinary shares	7,971,416,322 shares	(Seven thousand nine hundred seventy-one million four hundred sixteen thousand three hundred and twenty-two shares)
	Preferred shares	- shares	(- share)”

Including proposing to the Shareholders' Meeting to consider and approve the authorization of the Board of Directors and/or Managing Director and/or persons authorized by the Board of Directors and/or Managing Director to have the power to consider and determine the criteria, conditions, and other details related to such capital increase, as well as to change words or phrases in minutes of Shareholders' Meeting, Memorandum of Association, and/or various registration documents and/or any procedures in order to comply with the registrar's order in filing the registration for the increase of registered capital and amendments of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

In this regard, the Meeting Conductor inquired whether any shareholders who attended the meeting would have any question and express their opinion. As there was no further question and opinion from the shareholders or proxies.

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders presented at the meeting and eligible to vote.

**Resolved** The Meeting, having considered, resolved with a vote of not less than three-fourths of the total number of votes of the shareholders presented at the meeting and eligible to vote, approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, including the relevant authorization, as proposed, 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	1,320,084,922	93.2009
2. Disapprove	712	0.0000
3. Abstain	96,300,000	6.7989

Remark: In this agenda, there were - shareholder/proxy increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 74 persons, holding 1,416,385,634 shares.

**Agenda 5: To consider and approve the allocation of newly issued ordinary shares of the Company, to offer to existing shareholders in proportion to their shareholdings (Right Offering).**

The Meeting Conductor proposed to the meeting that, to comply with the law, the Board of Directors shall propose to the Shareholders' Meeting to consider and approve the allocation of newly issued ordinary shares in the amount not exceeding 3,465,833,184 shares, with a par value of THB 1.00 per share to be offered to existing shareholders in proportion to their shareholding (Right Offering) at an allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share at the offering price of THB 0.30 per share, representing the issuance of newly issued ordinary shares in the amount not exceeding THB 1,039,749,955.20.

Since the Company has accumulated losses shown in the financial statements ending March 31, 2023, the Company is able to set the offering price of the newly issued ordinary shares of the Company lower than the par value of the Company upon approval from the Shareholders' Meeting, according to Section 52 of the Public Companies Act, which must not be less than THB 0.01 per share (as stipulated in Section 52 of the Public Limited Companies Act, any company having been in operation for not less than one year, if suffering a loss, may offer its shares for sale at a price lower than the registered value, but must obtain an approval from the Shareholders' Meeting and determine a definite discount rate).

The shareholders may subscribe for the newly issued ordinary shares in excess of their rights at the ratio specified above (Oversubscription) where the existing shareholders who subscribe for shares in excess of the rights will receive the allocation of shares subscribed more than their rights only if there are shares remaining from the allocation to the existing shareholders of the Company, which has already subscribed to all rights. In the allocation of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering), in the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, the Company will allocate the remaining to the shareholders who oversubscribe their rights in proportion to their shareholdings in the same price as the shares that have been allocated according to their rights. The details are as follow:

- 1) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio (Right Offering) in the first round, more than or equals to the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to all those who oversubscribe and pay for all such shares according to the amount of oversubscription notifications.
- 2) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio (Right Offering) in the first round, less than the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to the shareholders who oversubscribe their rights as follows:
  - The Company will allocate according to the proportion of existing shareholders who oversubscribe their rights in proportion to their shareholdings by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who oversubscribe will have the right to be allocated. In this regard, the number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.
  - In the case that there are remaining shares after the allocation, the allocation will be made to those who oversubscribe their rights and still have not received the allocation in full according to the original shareholding ratio of those who oversubscribe their rights, by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who oversubscribe will have the right to be allocated. The number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. In this regard, the shares will be allocated to those who oversubscribe their rights under this Clause 2) until there are no shares remaining from the allocation.
  - In the event that, there are shares remaining from the allocation to the shareholders, according to the shareholding proportion and allocation to shareholders who subscribe more than their rights in offering for sale at the

same time or at different times. The Company may offer to sell the remaining shares at the same time or at different times to the existing shareholders of the Company, according to the shareholding proportion with above details, and/or the Company will proceed to propose the reduction of the registered capital by cutting off the shares that have not been allocated to the Shareholders' Meeting.

The allocation of shares to the existing shareholders of the Company that oversubscribe their rights in any case, it must not cause any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of such shareholder) to hold shares of the Company in the following manner:

- In the manner that crosses the tender offer point as specified in the Notification TorChor. 12/2554, except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorChor. 12/2554 or
- In a manner that violates the foreign shareholding restrictions as specified in the Company's regulations.

The details appear in the Information Memorandum on Issuance, Offering, and Allocation of Newly Issued Ordinary Shares of JCK International Public Company Limited (Enclosure 3), which has been sent to all shareholders along with the invitation to this meeting.

Allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Right Offering) as detailed above. However, if after the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Right Offering), Mr. Apichai Taechaubol (including Related Person) holds shares in the Company in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification TorChor. 12/2554. Mr. Apichai Taechaubol has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the Shareholders' Meeting (Whitewash), which will seek approval from the Company's shareholders at the same time as the issuance, offering and allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Right Offering) this time and which is the related agenda, as the detail appears in the Details of the Request for a Waiver from Making a Tender Offer for All Securities of the Business by Virtue of

the Resolution of the Shareholders' Meeting (Whitewash) (Enclosure 5), which has been sent to all shareholders along with the invitation to this meeting.

In this respect, resolve to proposing to the Shareholders' Meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Executive Chairman and/or the Managing Director and/or the person designated by the Board of Directors, the Executive Committee and/or the Executive Chairman to take any actions relating to the allocation of the newly issued ordinary shares in accordance with the related laws and regulations and the resolutions of the Shareholders' Meeting, including the following actions:

- (1) To determine details of the allocation of the newly issued ordinary shares for rights offering to the Company's existing shareholders (Right Offering);
- (2) To determine or change the method of the allocation of the newly issued ordinary shares, e.g., allocation wholly in one time or in several times, the offering ratio, the date for determining the list of shareholders who are entitled to be allocated the newly issued ordinary shares (Record Date) (under the rule of law), the date of share subscription and payment, the offering period, the offering price, the payment methods, and other details of the allocation and offering;
- (3) To sign the applications for approval, applications for waiver, notices, or any documents relating to the allocation of the newly issued ordinary shares, including to contact and file the documents with the official or representative of any agency concerned and to list the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand; and
- (4) To perform any actions necessary for and relating to the allocation of the newly issued ordinary shares in all respects in order to execute the rights offering to the existing shareholders under the applicable laws and regulations.

The Record Date to determine the list of the shareholders entitled to subscribe for the newly issued ordinary shares under rights offering to the existing shareholders (Record Date), including the share subscription and payment for the newly issued ordinary shares, the Board of Directors will determine later. The detail appears in the Capital Increase Report Form (F53-4) (Enclosure 4), which has been sent to all shareholders along with the invitation to this meeting.

In this regard, the Meeting Conductor inquired whether any shareholders who attended the meeting would have any question and express their opinion. As there was no further question and opinion from the shareholders or proxies.

This agenda must be approved by simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote.

**Resolved** The Meeting, having considered, resolved with majority votes of the total number of votes of the shareholders presented at the meeting and eligible to vote, approve the allocation of newly issued ordinary shares of the Company, to offer to existing shareholders in proportion to their shareholdings (Right Offering) at an allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share at the offering price of THB 0.30 per share, representing the issuance of newly issued ordinary shares in the amount not exceeding THB 1,039,749,955.20, including the relevant authorization, as proposed, 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	1,312,544,922	92.6686
2. Disapprove	7,540,712	0.5323
3. Abstain	96,300,000	6.7989

Remark: In this agenda, there were - shareholder/proxy increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 74 persons, holding 1,416,385,634 shares.

**Agenda 6: To consider and approve the allocation of newly issued ordinary shares of the Company, to support the issuance and allocation of capital increase shares under General Mandate.**

The Meeting Conductor proposed to the meeting that, to comply with the law, the Board of Directors shall propose to the Shareholders' Meeting to consider and approve the allocation of newly issued ordinary shares in the amount not exceeding 1,039,749,954 shares, with a par value of THB 1.00 per share to support the issuance and offering of capital increase shares under General Mandate as follows:

- 1) Allocation of not more than 693,166,636 newly issued ordinary shares with a par value of THB 1.00 per share, representing no more than 20% of the issued and paid-up capital of the Company on the date of the Board of Directors' Meeting No. 7/2023, which was held on August 2, 2023, to offer for sale to existing ordinary shareholders in proportion to their shareholdings (Right Offering) under General Mandate. This may be issued and offered for sale at one time in full or in part and may be offered for sale at the same time or from time to time, and not allocated to shareholders that would make the Company have duties under foreign law.
- 2) Allocation of not more than 346,583,318 newly issued ordinary shares with a par value of THB 1.00 per share, representing no more than 10% of the issued and paid-up capital of the Company on the date of the Board of Directors' Meeting No. 7/2023, which was held on August 2, 2023, to offer for sale to specific persons (Private Placement) under General Mandate. This may be issued and offered for sale at one time in full or in part and may be offered for sale at the same time or from time to time. In this regard, this allocation of newly issued ordinary shares to specific investors will not be an offering of shares at a low price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement dated December 28, 2022 (as amended). In this respect, the specific investors must not be deemed as connected persons with the Company and shall have the power to determine the offering price of shares according to market conditions during the offering of shares to investors, whereby the market price shall be calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date of determination of the offering price. However, the Board of Directors may set the offering price with a discount but not more than 10% of the said market price.

The allocation of such newly issued ordinary shares in total does not exceed 1,039,749,954 shares or 30% of the Company's issued and paid-up capital as of the date on which the Board of Directors resolved to approve the capital increase under the General Mandate under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Disclosure of Information and any practices of listed companies B.E. 2560.

Since the Company has accumulated losses shown in the financial statements ending March 31, 2023, the Company is able to set the offering price of the newly issued ordinary shares of the Company lower than the par value of the Company upon approval from the Shareholders' Meeting, according to Section 52 of the Public Companies Act, which must not be less than THB 0.01 per share (as stipulated in Section 52 of the Public Limited Companies Act, any company having been in operation for not less than one year, if suffering a loss, may offer its shares for sale at a price lower than the registered value, but must obtain an approval from the Shareholders' Meeting and determine a definite discount rate).

In this respect, also approved authorizing the Board of Directors to take any actions relating to the allocation of the newly issued ordinary shares under General Mandate in accordance with the related laws and regulations and the resolutions of the Shareholders' Meeting, including the following actions.

- (1) To determine details of the allocation of the newly issued ordinary shares under General Mandate;
- (2) To determine or change the method of the allocation of the newly issued ordinary shares, e.g. allocation wholly in one time or in several times, the offering ratio, recruitment of investors in the private placement, the date for determining the list of shareholders who are entitled to be allocated the newly issued ordinary shares (Record Date) (under the rule of law), the date of share subscription and payment, the offering period, the offering price, the payment methods, and other details of the allocation and offering;
- (3) To sign the applications for approval, applications for waiver, notices, or any documents relating to the allocation of the newly issued ordinary shares, including to contact and file the documents with the official or representative of any agency concerned and to list the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand; and
- (4) To perform any actions necessary for and relating to the allocation of the newly issued ordinary shares in all respects in order to execute the rights offering to the existing shareholders under the applicable laws and regulations.

In this regard, the allocation of newly issued ordinary shares under the General Mandate above must be completed within the date that the Company will hold the Annual General Meeting of Shareholders for the year 2024. Please consider other

details as shown in the Capital Increase Report Form (F53-4) (**Enclosure 4**), which has been sent to all shareholders along with the invitation to this meeting.

In this regard, the Meeting Conductor inquired whether any shareholders who attended the meeting would have any question and express their opinion. As there was no further question and opinion from the shareholders or proxies.

This agenda must be approved by simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote.

**Resolved** The Meeting, having considered, resolved with simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote, approve the allocation of newly issued ordinary shares, in the amount not exceeding 1,039,749,954 shares, with a par value of THB 1.00 per share, to support the issuance and offering of capital increase shares under General Mandate to existing ordinary shareholders in proportion to their shareholdings (Right Offering), in the amount not exceeding 693,166,636 shares, and to specific persons (Private Placement) in the amount not exceeding 346,583,318 shares, including the relevant authorization, as proposed, 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	1,310,750,922	92.5419
2. Disapprove	7,540,712	0.5323
3. Abstain	98,094,000	6.9256

Remark: In this agenda, there were - shareholder/proxy increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 74 persons, holding 1,416,385,634 shares.

**Agenda 7: To consider and approve the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the Shareholders' Meeting (Whitewash).**

The Meeting Conductor proposed to the meeting that to ensure that the Company will provide sufficient funds from the capital increase to be issued and offered to the

existing shareholders in proportion to their shareholdings (Right Offering) as specified in Agenda 3, to meet the needs of funds for entering into the Acquisition of the Asset from JCKD. Mr. Apichai Taechaubol has informed his intention to subscribe for the newly issued ordinary shares in proportion to his shareholding and subscribe for more than their rights in accordance with the above-mentioned criteria. This may cause Mr. Apichai Taechaubol (including Related Person) holds shares in the Company in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification No. TorChor. 12/2554 (Shareholding proportion reaching or crossing 25% of the total number of shares with voting rights of the Company).

The Board of Directors considered the reasonableness and the necessity of financing from the capital increase by the issuing and offering to the existing shareholders in proportion to their shareholding (Right Offering) and the benefits that the Company shall be received from the subscription of such newly issued ordinary shares in proportion to their holdings and the oversubscription in accordance with relevant laws. The Board of Directors considered that this capital increase and the allocation of shares will serve to fortify and stabilize the financial position of the Company. It will be a part of the source of funds for the purchase of assets from JCKD, which will foster new avenues for growth in the future, be a source of reserves to be used as working capital to support the Company's operations and increase the opportunity to generate returns and help diversify the Company's risk. However, since the a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) is a waiver in the event that Mr. Apichai Taechaubol receives shares from the exercise of the right to subscribe for newly issued ordinary shares according to his right and in excess of his right, therefore, the number of shares and the shareholding proportion in the Company that the applicant will still be uncertain, resulting in Mr. Apichai Taechaubol notifying his intention to subscribe for the newly issued ordinary shares in proportion to his holding and subscribe for more than their rights in accordance with the above-mentioned criteria In total, Mr. Apichai Taechaubol (including related persons) may hold shares in the Company. In the proportion that must be made to make a mandatory tender offer, therefore, the Board of Directors deems that such reasons are reasonable and resolved to approve the request for a waiver of the said tender offer in order to have sufficient funding sources for entering into the Acquisition of the Asset from JCKD. In this regard, the Board of Directors deemed it appropriated to propose to the Shareholders' Meeting to consider approving the request for a waiver from making a tender offer for all securities of the

business by virtue of the resolution of the Shareholders' Meeting (Whitewash). As a result of the issuance, offering, and allocation of newly issued ordinary shares, whether one time or several times, in proportion to their shareholdings (Right Offering), in the amount not exceeding 3,465,833,184 shares with a par value of THB 1.00 per share, at an allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share at the offering price of THB 0.30 per share, representing the issuance of newly issued ordinary shares in the amount not exceeding THB 1,039,749,955.20. The shareholders may subscribe for the newly issued ordinary shares in excess of their rights at the ratio specified above (Oversubscription) where the existing shareholders who subscribe for shares in excess of the rights will receive the allocation of shares subscribed more than their rights only if there are shares remaining from the allocation to the existing shareholders of the Company, which has already subscribed to all rights. In the allocation of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering), in the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, the Company will allocate the remaining to the shareholders who oversubscribe their rights in proportion to their shareholdings.

This is to ensure that the Company will provide sufficient funds from the capital increase to be issued and offered to the existing shareholders in proportion to their shareholdings (Right Offering) to meet the needs of funds for entering into the Acquisition of the Asset from JCKD. Mr. Apichai Taechaubol has informed his intention to subscribe for the newly issued ordinary shares in proportion to his holding and oversubscribe according to his rights in accordance with the criteria specified above. If after the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Right Offering), Mr. Apichai Taechaubol (including Related Person) holds shares in the Company in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification No. TorChor. 12/2554 (shareholding proportion reaching or crossing 25% of the total number of shares with voting rights of the Company). However, it must not exceed 50% of the total number of shares with voting rights of the Company (after the capital increase for the issuance and allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Right Offering)). In this regard, Mr. Apichai Taechaubol (including related persons under Section 258) will acquire newly issued ordinary shares in the maximum amount not exceeding 2,822,855,595

shares and will hold shares in the company (including related persons under Section 258) in the total amount not exceeding 3,465,140,017 shares, representing 49.99% of the Company's issued and paid-up capital after this capital increase. (Under the assumption that the Company can offer all newly issued ordinary shares at this time)

Mr. Apichai Taechaubol, who is a connected person of the Company according to the Notifications on Connected Transactions (Mr. Apichai Taechaubol is a major shareholder and director of the Company), has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the Shareholders' Meeting of the Company (Whitewash) pursuant to the Notification of the Office of the Securities and Exchange Commission No. SorKor. 29/2561 Re: Rules for the Application for a Waiver from the Requirement to Make a Tender Offer for All Securities of the Business by Virtue of the Resolution of the Shareholders' Meeting, dated May 31, 2018, (as amended) ("**Notification SorKor. 29/2561**") which is a connected transaction according to the Notifications on Connected Transactions. The meeting of the Board of Directors resolved to approve to propose to the Extraordinary General Meeting of Shareholders at the same time, which the waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the Shareholders' Meeting is subject to an approval from the Shareholders' Meeting with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes cast by the related persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) ("**Related Persons under Section 258**") of the Applicant or the concert parties of the Applicant, and the Related Persons under Section 258 of the foregoing persons.

Please see details appear in Details of the Request for a Waiver from Making a Tender Offer for All Securities of the Business by Virtue of the Resolution of the Shareholders' Meeting (Whitewash) and Request Form for Shareholders' Meeting Resolution to Approve Acquisition of New Securities without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) (**Enclosure 5 and 6**), which has been sent to all shareholders along with the invitation to this meeting.

In this regard, the Meeting Conductor inquired whether any shareholders who attended the meeting would have any question and express their opinion. As there was no further question and opinion from the shareholders or proxies.

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders presented at the meeting and eligible to vote, and such resolution shall not include Related Persons under Section 258 of the Applicant or the concert parties of the Applicant, and the Related Persons under Section 258 of the foregoing persons.

**Remark:** Shareholders who have an interest have no right to vote in this agenda are:

**(1) Applicant**

- Mr. Apichai Taechaubol, holds 364,204,456 shares in the Company, representing 10.51% of the total issued shares of the Company<sup>1/</sup> and holds a position as a director of the Company. Mr. Apichai Taechaubol holds 3,125,000 shares in JCKD or 31.25% of the issued and paid-up capital of JCKD<sup>2/</sup> and holds a position as a director of JCKD.

**(2) Persons under section 258 of the person requesting a waiver**

- Mrs. Chalida Taechaubol, holds 278,079,966 shares in the Company, representing 8.02% of the total issued shares of the Company<sup>1/</sup>. Mrs. Chalida Taechaubol holds 2,375,000 shares in JCKD or 23.75% of the issued and paid-up capital of JCKD<sup>2/</sup>.

(There is no person who acts together (concert party) with the applicant and Related Persons under Section 258 of persons acting jointly (concert party) with the applicant holding shares in the Company)

**Remark:** <sup>1/</sup> The information as of July 26, 2023

<sup>2/</sup> The information as of May 10, 2023 according to the list of shareholders (BOJ. 5) of JCKD

**Resolved** The Meeting, having considered, resolved with a vote of not less than three-fourths of the total number of votes of the shareholders presented at the meeting and eligible to vote, excluding votes of the shareholders having an interest, approve the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the Shareholders' Meeting (Whitewash), according to the issuing and offering to the existing shareholders in proportion to their shareholding (Right Offering) to Mr. Apichai Taechaubol, who is a connected person of the Company, and since Mr. Apichai Taechaubol is a major shareholder and director of the Company, as proposed, 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	676,006,500	87.3279
2. Disapprove	96,300,712	12.4403
3. Abstain	1,794,000	0.2317

Remark: In this agenda, there were - shareholder/proxy increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 74 persons, holding 1,416,385,634 shares.

**Agenda 8: Consider other matters (if any).**

The Meeting Conductor inquired the Meeting, 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 and proxies, the Meeting Conductor invited the Chairman, Dr. Apichai Taechaubol to adjourn the Meeting.

The Chairman expressed his appreciation to the shareholders for attending the Meeting and adjourned the Meeting.

The Meeting adjourned at 15.11 hours.



(Dr. Apichai Taechaubol)  
Chairman of the Meeting

Annual Report of the Year 2023 (Form 56-1 One Report) and  
the consolidated Financial Statements for the fiscal year ended December 31, 2023,  
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. Anukul Ubonnuch	
Age	: 65 years	
Present position in the Company	: Year 2022 – Present Vice Chairman Year 2019 – Present Managing Director Year 2017 – Present Executive Director Year 2002 – Present Director	
Period of directorship	: 22 years	
Number of terms as a director	: 7 periods and 1 year (1 period : 3 years)	
Type of proposal directors	: Director	
Education	: Master's Degree in Business Administration Kasetsart University : Barrister at Law Institute Legal Education Thai Bar Association : Bachelor's Degree in Law Ramkhamhaeng University	
Director Training Program from IOD	: DCP, Class 7/2001 : Directors Diploma Examination : Chartered Director, Class 5/2009	
Number of Shareholding	: 900,000 shares equal to 0.02% of total paid-up shares (as of January 10, 2024)	
Present position in other companies		
- Listed companies	: None	
- Non-listed companies	: November 1, 2023 – Present Director JCK Corporation Co., Ltd. Year 2020 – Present Director Ratchadamri Real Estate Co., Ltd. Year 2017 – Present Director BGY & TFD Properties Co., Ltd. Year 2010 – Present Director Mitrman Marketing and Engineering Co., Ltd. Year 2009 – Present Director SG Land Co., Ltd.	
- Companies that may cause any conflict of interests to the Company	: None	
Attendance of the Meeting in 2023		
- The Board of Directors Meeting	: Attendance the Meeting totaling 12 of 12 times	
- The Executive Boards' Meeting	: Attendance the Meeting totaling 3 of 3 times	

## Independent Director's Resume

### JCK International Public Company Limited

Name - Surname	: Mr. Gumpol Tiyarat	
Age	: 70 years	
Present position in the Company	: June 28, 2023 - Present Independent Director and Audit Committee Chairman Year 2022 – Present Director	
Period of directorship	: 22 years	
Period of Independent directorship	: - year 10 months	
Number of terms as a director	: 7 periods and 1 year (1 period : 3 years)	
Type of proposal directors	: Independent Director	
Education	: Master's Degree of Business Administration Kasetsart University : Bachelor's Degree of Economics Thammasat University : Bachelor's Degree of Accounting Dhurakij Pundit University : Bachelor's Degree of Law Chulalongkorn University	
Director Training Program from IOD	: Role of the Chairman, Class 22/2009 : DCP Refresher, Class 2/2006 : DCP, Class 30/2003 : AACP, Class 21/2015	
Number of Shareholding	: None	
Present position in other companies		
- Listed companies	: Year 2023 – Present	Independent Director, Vice Chairman and Audit Committee Chairman JCK Hospitality Public Company Limited
- Non-listed companies	: Year 2011 – Present	Director STAR BIZ COLLECTION Co., Ltd.
- Companies that may cause any conflict of interests to the Company	: None	
Attendance of the Meeting in 2023		
- The Board of Directors Meeting	: Attendance the Meeting totaling 12 of 12 times	
- The Audit Committee Meeting	: Attendance the Meeting totaling 4 of 4 times	

Noted : \* Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, on June 28, 2023 (according to the Board of Directors' Meeting No. 5/2023).

## Director's Resume

### JCK International Public Company Limited

Name - Surname	: Pol.Capt. Noppawee Taechaubol	
Age	: 27 years	
Present position in the Company	: January 17, 2024 – Present Director and Executive Director	
Period of directorship	: 3 months	
Number of terms as a director	: - period and 3 months (1 period : 3 years)	
Type of proposal directors	: Director	
Education	: Master of Science, Major: Leadership and Development KING'S COLLEGE LONDON  : Bachelor of Science, with Honours Major: Business Management CASS Business School (City University London)	
Director Training Program from IOD	: DAP, Class 169/2020 FSD, Class 48/2023	
Hotel Management Training Programs	: June 2022  : February – April 2023	Certificate of Achievement “Hotel General Managers Programme” Dusit Thani College, Bangkok Certificate of Achievement “Hotel Management Training Course” The Committee for Promotion and Supervision of the Hotel Business
Number of Shareholding	: 65,710,800 shares equal to 1.73% of total paid-up shares (as of January 10, 2024)	
Present position in other companies	<ul style="list-style-type: none"> <li>- Listed companies : None</li> <li>- Non-listed companies : December 2023 – Present    Director JCK Corporation Co., Ltd.</li> <li>- Companies that may cause any conflict of interests to the Company : None</li> </ul>	
Attendance of the Meeting in 2023	<ul style="list-style-type: none"> <li>- The Board of Directors Meeting : Attendance the Meeting totaling - of – times *</li> </ul>	

Noted : \* Pol.Capt. Noppawee Taechaubol has been appointed to the position, Director and Executive Director, on January 17, 2024 (according to the Board of Directors' Meeting No. 1/2024) which was an appointment to replace Mr. Tseng, Kuo-Chan, who resigned from the position of director on December 1, 2023.

## **Definition of Independent Director**

The Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) determined the requirements about the qualifications regarding the rules of the Independent Director of the Board of Directors of a listed company to have at least 3 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 of the Company, its subsidiaries, and affiliates, the qualifications of which are as follows:

### **Qualifications of JCK's independent director**

1. Holding no more than 1% of total shares with voting right of the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling parties of the Company including the shareholding of persons related to the independent directors.
2. Not currently be or never been the Company's executive director, worker, employee, salaried consultant, or controlling parties of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholders, or controlling parties of the Company 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 an official or an advisor of the government sector that is the major shareholders or controlling party of the Company.
3. Not by blood or legally registered, under the status of father, mother, spouse, brothers and sisters, and children including spouses of daughters and sons, with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the Company or subsidiaries.
4. Not currently having or never had any relations with the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling parties of the Company in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling parties of the Company 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. Not currently being or never been the auditor of the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling parties of the Company. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm of the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling parties of the Company unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services receiving a fee more than THB 2 million per year from the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling parties of the Company. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
7. Not currently a director appointed to represent the Company's directors, major shareholders, or the shareholder related to major shareholder.
8. Not currently be operating under similar business nature and significant competition to the Company or subsidiaries; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the Company and subsidiaries.
9. Not under any conditions that may impede the person from having independent views towards the Company's operations.

Such independent director may be assigned by the Board of Directors to make the decision in respect of collective decision on business operation of the of the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling parties of the Company.

CAPITAL INCREASE REPORT FORM (F53-4)  
JCK INTERNATIONAL PUBLIC COMPANY LIMITED  
March 19, 2024

We, JCK International Public Company Limited (“the Company”) hereby report the resolutions of the Board of Directors’ meeting No. 4/2024, held on March 19, 2024 in respect of capital decrease, capital increase and share allotment as follows:

**1. Capital Decreasing and Capital Increasing**

**1.1 Capital Decreasing**

The Board of Directors’ meeting passed a resolution approving to propose the 2024 Annual General Meeting of Shareholders (“the Annual General Meeting of Shareholders”) to consider and approve the decrease of the Company’s registered capital by Baht 4,168,668,971.00 from the existing registered capital of Baht 7,971,416,322.00 to the new registered capital of Baht 3,802,747,351.00 by canceling 4,168,668,971 unissued ordinary shares with a par value of Baht 1.00 per share, which are the shares allocated to accommodate the issuance and offering to the existing shareholders (Right Offering) under specifying the purpose of utilizing proceeds and the shares allocated to accommodate the issuance and offering to the existing shareholders and private placement under General Mandate that have not yet been sold according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 on September 8, 2023.

**1.2 Capital Increasing**

The Board of Directors’ meeting passed a resolution approving to propose the Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital by Baht 1,140,824,205.00 from the existing registered capital of Baht 3,802,747,351.00 to the new registered capital of Baht 4,943,571,556.00 by issuing not exceeding 1,140,824,205 newly issued ordinary shares with a par value of Baht 1.00 per share. Details of each type of capital increase are as follows:

Type of capital increase	Type of share	Number of shares	Par value (Baht/share)	Total (Baht)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General mandate	Ordinary	Not exceeding 1,140,824,205	1.00	1,140,824,205
	Preferred	-	-	-

## 2. Allotment of the newly issued ordinary shares

### 2.1 General Mandate

Allocation to	Type of securities	Number of shares	Percentage to paid-up capital <sup>1/</sup>	Remark
Existing Shareholder	Ordinary shares	Not exceeding 760,549,470	20	Please see Note below
	Preferred shares	-	-	-
Private Placement	Ordinary shares	Not exceeding 380,274,735	10	Please see Note below
	Preferred shares	-	-	-

**Noted :** <sup>1/</sup> Percentage to paid-up capital on the date of the Board of Directors' meeting resolved to approve the capital increase under the General Mandate, approve the allotment of newly issued ordinary shares of not exceeding 1,140,824,205 shares with a par value of Baht 1.00 per share to accommodate the issuance and offering of the newly issued ordinary shares under General Mandate. Details of the share allotment are as follows:

- (a) The allocation of newly issued ordinary shares of not exceeding 760,549,470 shares with a par value of Baht 1.00 per share, representing no more than 20 percent of the issued and paid-up capital of the Company on the date of the Board of Directors' meeting No. 4/2024, held on March 19, 2024, in order to offer to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate. This may be issued and offered at one time in full or in part and may be offered at the same time or from time to time.
- (b) The allocation of newly issued ordinary shares of not exceeding 380,274,735 shares with a par value of Baht 1.00 per share, representing no more than 10 percent of the issued and paid-up capital of the Company on the date of the Board of Directors' meeting No. 4/2024, held on March 19, 2024, to offer to specific persons (Private Placement) under General Mandate. This may be issued and offered for sale at one time in full or in part and may be offered for sale at the same time or from time to time. In this regard, this allocation of newly issued ordinary shares to specific investors will not be an offering of shares at a low price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2022 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement dated December 28, 2022 (including additional amendments). In this respect, the specific investors must not be deemed as connected persons with the Company and shall have the power to determine the offering price of shares according to market conditions during the offering of shares to investors, whereby the market price shall be calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date of determination of the offering price.

However, the Board of Directors may set the offering price with a discount but not more than 10 percent of such market price.

The allocation of such newly issued ordinary shares in total does not exceed 1,140,824,205 shares or equivalent to 30 percent of the issued and paid-up capital of the Company on the date of the Board of Directors' meeting resolved to approve the capital increase under the General Mandate under the Regulations of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company 2017.

Therefore, as the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2023, the Company shall be able to determine such offering price lower than its par value upon obtaining an approval from the shareholders' meeting in accordance with Section 52 of the Public Limited Company Act, 1992, but cannot be lower than Baht 0.01 per share (as stipulated in Section 52 of the Public Limited Company Act, 1992, any company having been in operation for not less than one year, if suffering a loss, may offer its shares for sale at a price lower than the registered value, but must obtain an approval from the shareholders' meeting and determine a definite discount rate).

In this respect, also approved authorizing the Board of Directors to take any actions relating to the allocation of the newly issued ordinary shares under General Mandate in accordance with the related laws and regulations and the resolutions of the shareholders' meeting, including the following actions:

- (a) To determine details of the allocation of the newly issued ordinary shares under General Mandate;
- (b) To determine or change the method of the allocation of the newly issued ordinary shares, e.g. allocation wholly in one time or in several times, the offering ratio, seeking investors under private placement, the date for determining the list of shareholders who are entitled to be allocated the newly issued ordinary shares (Record Date) (under the rule of law), the date of share subscription and payment, the offering period, the offering price, the payment methods, and other details of the allocation and offering;
- (c) To sign the applications for approval, applications for waiver, notices, or any documents relating to the allocation of the newly issued ordinary shares, including to contact and file the documents with the official or representative of any agency concerned and to list the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand; and
- (d) To perform any actions necessary for and relating to the allocation of the newly issued ordinary shares in all respects in order to execute the rights offering to the existing shareholders under the applicable laws and regulations.

Therefore, the allocation of newly issued ordinary shares under the General Mandate above must be completed within the date that the Company will hold the 2025 Annual General Meeting of Shareholders.

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

Any remaining shares shall be disregarded.

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

The 2024 Annual General Meeting of Shareholders shall be held on April 30, 2024 at 2.00 p.m. through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563. The Record Date shall be determined on April 2, 2024 for the right to attend the meeting and exercising votes at the 2024 Annual General Meeting of Shareholders.

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

4.1 The shareholders' meeting of the Company resolves to approve the capital decrease and issuance, offering and allocation the newly issued ordinary shares to accommodate for (1) Offering to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate and (2) Offering to specific persons (Private Placement) under General Mandate.

4.2 The Company shall receive the shareholders' meeting of the Company resolution to approve the capital decrease and the capital increase.

4.3 The Company shall register the capital decrease and the capital increase, the amendment of the memorandum of association, and the change in paid-up capital to the Department of Business Development, Ministry of Commerce.

4.4 The Company shall submit form for the approval from the Stock Exchange of Thailand for the listing of the following securities;

- 1) The allocated newly ordinary shares to reserve for the issuance and offering to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate.
- 2) The allocated newly ordinary shares to reserve for the issuance and offering to specific persons (Private Placement) under General Mandate.

### **5. Objectives of the capital increase and capital utilizing plans**

The Company has the objectives of the capital increase and the details of capital utilizing plans as follows:

Allotted Shares / Objectives of the capital increase	Estimate capital earning ** (Million Baht)	Estimate capital utilizing period
<b>1. Right Offering : RO under General Mandate*</b>  To be used as a working capital, debt repayment, and to be used in the current operation of the Company and development of current Company and its subsidiaries' projects and to be reserved for the future investment expansion plan.	182.53	Year 2024-2025
<b>2. Private Placement : PP under General Mandate*</b>  To be used as a working capital, debt repayment, and to be used in the current operation of the Company and development of current Company and its subsidiaries' projects and to be reserved for the future investment expansion plan.	91.27	Year 2024-2025
<b>Total</b>	<b>273.80</b>	

**Notes :** \* Such plans are subject to change depending on available cash and assets which liquidity currently held by the Company, operating results, cash flow, business plans, investment plans, other necessities and appropriateness as the Board of Directors deems appropriate by taking into account of the important benefits of the Company and shareholders.

\*\* The amount of capital increase expected to be received above is a preliminary estimate. The offering price of RO and PP with percentage of 10 discount from the market price of the Company's share, which equals to Baht 0.24 per share. The market price of the Company's shares is calculated from the weighted average trading price of the Company's shares on the Stock Exchange of Thailand retrospectively, for a period of 15 business days before the Board of Directors' meeting resolved to propose an agenda to the shareholders' meeting to request approval of an increase in the Company's registered capital between February 27, 2024 – March 18, 2024, which is equal to Baht 0.27 per share (information from SETSMART). Therefore, the actual capital value that the Company will receive may change depending on the offering price and the number of shares that can be offered in the future.

The details of the calculation of the weighted average trading price of the Company's shares on the Stock Exchange of Thailand are as follows:

No.	Date	Trading Volume (Shares)	Trading Value (Baht '000)
1	27 February 2024	8,736,211	2,404.62
2	28 February 2024	3,683,761	998.08
3	29 February 2024	6,992,642	1,845.02
4	1 March 2024	5,753,305	1,535.38
5	4 March 2024	4,825,999	1,276.19

No.	Date	Trading Volume (Shares)	Trading Value (Baht '000)
6	5 March 2024	2,078,600	540.69
7	6 March 2024	2,067,610	537.88
8	7 March 2024	1,661,670	432.12
9	8 March 2024	644,506	167.75
10	11 March 2024	3,411,340	908.33
11	12 March 2024	3,452,500	929.05
12	13 March 2024	862,700	228.62
13	14 March 2024	2,986,961	780.74
14	15 March 2024	315,700	82.23
15	18 March 2024	3,878,8008	1,008.05
<b>Total</b>		<b>51,351,513</b>	<b>13,674.75</b>
<b>15 business days weighted average market price</b>			<b>0.27</b>
<b>90 percent of 15 business days weighted average market price</b>			<b>0.24</b>

The amount of capital increase expected to be received is only a preliminary estimate. The actual amount of capital that the Company will receive is subject to the offering price, which shall be determined by the Board of Directors of the Company in the future.

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

- 6.1 To enhance the Company's liquidity and to use as the Company's working capital.
- 6.2 To have additional sufficient capital for the operation and project development of the Company and its subsidiaries including to reserve for the future expansion investment which will result the Company to enable for the profitability and the tendency for the better performance in the future.
- 6.3 To strengthen the Company's financial position, and to help reduce the burden of loan borrowings from financial institutions which will make the Company to lower its financing costs.

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

##### 7.1 Policy of Paying Dividend

The Company will pay the dividend at a rate not less than 60 percent of net profit based on a separated financial statement and in case if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate, and it shall be reported to the shareholders at the next shareholders meeting.

## 7.2 Rights in Dividend for Subscribers of Capital Increase

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

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

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

### 8.1 Price Dilution

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

Nevertheless, in case that the calculation of the offering price of RO and PP with percentage of 10 discount from market price of the Company's shares which is Baht 0.24 per share, compare with the market price which is weighted average price of the Company's share in Market for the Stock Exchange of Thailand (SET) for 15 days prior to the date of the Board of Directors' Meeting has resolved to propose the Shareholders' Meeting to approve the increase of the Company's registered capital February 27, 2024 - March 18, 2024, which is equal to Baht 0.27 per share (information from SETSMART), the Price Dilution shall be as follows:

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

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

Whereas

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

$$= \frac{(0.27 \times 3,802,747,351) + (0.24 \times 760,549,470)}{(3,802,747,351 + 760,549,470)}$$

$$= \text{Baht } 0.265 / \text{share}$$

$$= \frac{(0.27 - 0.265)}{0.27}$$

$$= 1.85\%$$

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

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

Whereas

$$\begin{aligned} * \text{ Market price after the offering} &= \frac{(\text{Market price} \times \text{Paid-up shares}) + (\text{Offering price} \times (\text{RO shares} + \text{PP Shares}))}{(\text{Paid up shares} + \text{RO shares} + \text{PP shares})} \\ &= \frac{(0.27 \times 3,802,747,351) + (0.24 \times (760,549,470 + 380,274,735))}{(3,802,747,351 + 760,549,470 + 380,274,735)} \\ &= \text{Baht } 0.263 / \text{share} \\ &= \frac{(0.27 - 0.263)}{0.27} \\ &= 2.56\% \end{aligned}$$

- (c) In case there were no any share offering to existing shareholders, and the Company offer newly issued ordinary shares via Private Placement

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

Whereas

$$\begin{aligned} * \text{ Market price after the offering} &= \frac{(\text{Market price} \times \text{Paid-up shares}) + (\text{Offering price} \times \text{PP shares})}{(\text{Paid up shares} + \text{PP shares})} \\ &= \frac{(0.27 \times 3,802,747,351) + (0.24 \times 380,274,735)}{(3,802,747,351 + 380,274,735)} \\ &= \text{Baht } 0.267 / \text{share} \\ &= \frac{(0.27 - 0.267)}{0.27} \\ &= 1.01\% \end{aligned}$$

## 8.2 Control Dilution

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

The existing shareholders shall not have any control dilution.

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

$$\begin{aligned}
 &= \frac{\text{shares offering to RO} + \text{shares offering to PP}}{(\text{Paid-up shares} + \text{shares offering to RO} + \text{shares offering to PP})} \\
 &= \frac{760,549,470 + 380,274,735}{(3,802,747,351 + 760,549,470 + 380,274,735)} \\
 &= 23.08\%
 \end{aligned}$$

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

$$\begin{aligned}
 &= \frac{\text{Number of shares offering to PP}}{(\text{Paid-up shares} + \text{shares offering to PP})} \\
 &= \frac{380,274,735}{(3,802,747,351 + 380,274,735)} \\
 &= 9.09\%
 \end{aligned}$$

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

$$\begin{aligned}
 &= \frac{\text{Number of shares offering to PP}}{(\text{Paid-up shares} + \text{shares offering to RO} + \text{shares offering to PP})} \\
 &= \frac{380,274,735}{(3,802,747,351 + 760,549,470 + 380,274,735)} \\
 &= 7.69\%
 \end{aligned}$$

### 8.3 Earnings per share Dilution

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

Whereas

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

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

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

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

No.	Procedure	Date
1	The Board of Directors' meeting No. 4/2024	March 19, 2024
2	Determination of the list of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date)	April 2, 2024
3	The 2024 Annual General Meeting of Shareholders	April 30, 2024
4	Registration of the resolution of capital decrease, capital increase and related matters at Ministry of Commerce	Within 14 days after the 2024 Annual General Meeting of Shareholders approves the capital reduction/increase
5	Date to allot the newly issued ordinary shares to existing shareholders and investors via Private Placement (General Mandate)	will be determined after obtained the approval from the 2024 Annual General Meeting of Shareholders

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



Signature..... Authorized Company Director

( Mr. Anukul Ubonnuch )





Signature..... Authorized Company Director

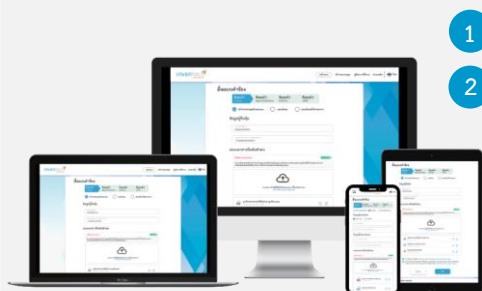
( Ms. Siriporn Tamenant )

## 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://serv.inventech.co.th/JCK173262R/#/homepage> or scan QR Code  and follow the steps as shown in the picture.



1 Click link URL or scan QR Code in the Invitation Letter

2 Choose type request for request form to 4 steps

Step 1 Fill in the information shown on the registration

Step 2 Fill in the information for verification

Step 3 Verify via OTP

Step 4 Successful transaction, the system will display information again to verify the exactitude of the information

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

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 themselves or someone who is not the Company's provided independent director, please note that the electronic registration will be available from April 23, 2024 at 8:30 a.m. and shall be closed on April 30, 2024 Until the end of the meeting (Specifically excludes holidays and public holidays).
3. The electronic conference system will be available on April 30, 2024 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 their 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 29, 2024 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



02-931-9145



@inventechconnect



Report a problem

@inventechconnect

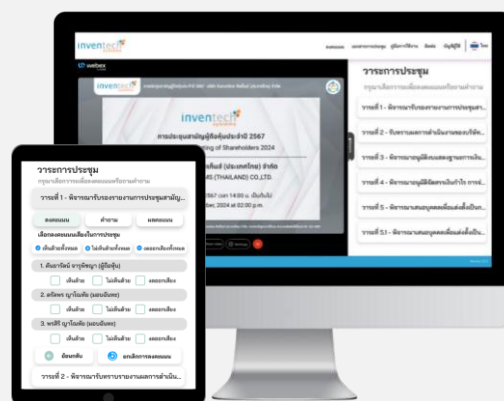


The system available during April 23 – 30, 2024 at 8.30 a.m. - 5.30 p.m.

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

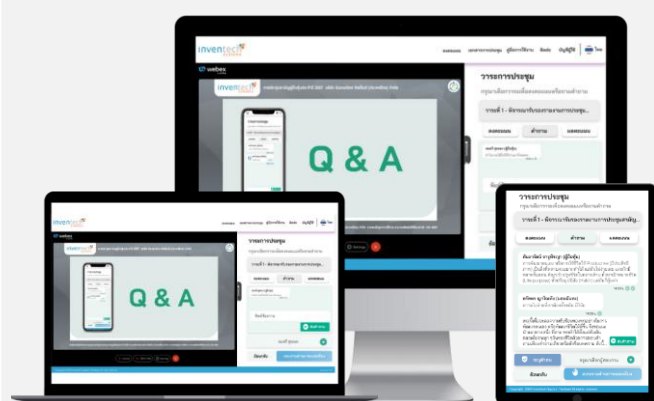
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Fill email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 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). The shareholders can edit the voting until the system closes for voting for that agenda.

## 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

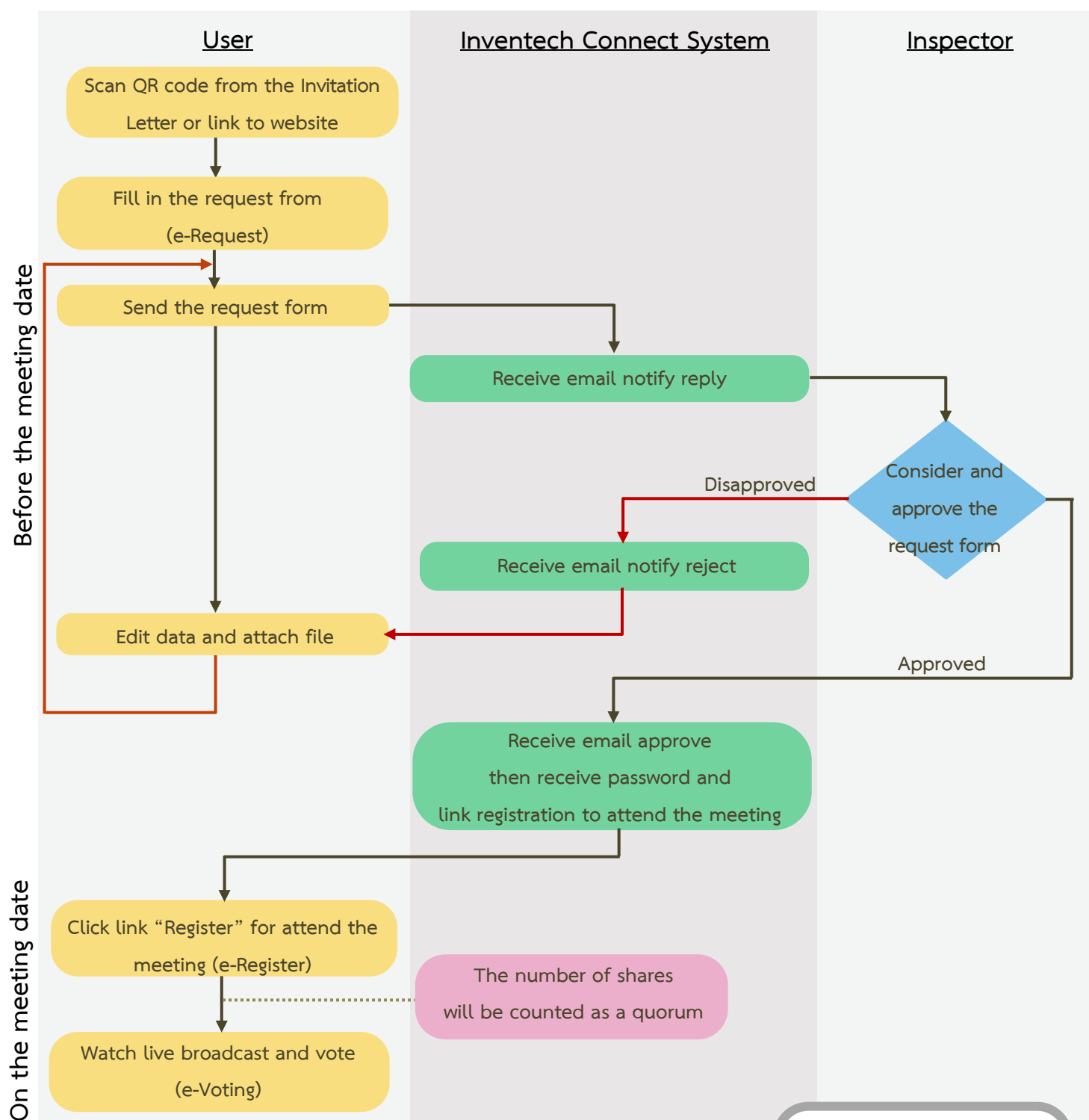


Video of using Inventech Connect

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

1. Internet speed requirements
  - High-Definition Video: Must have internet speed at 2.5 Mbps (Recommended internet speed).
  - High Quality Video: Must have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must 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



### Condition of use

#### In case Merge account/change account

In the case that the user files several request forms by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

#### In case Exit the meeting

Attendees can click on "Register to leave the quorum" button, the number of your shares will be deducted from the voting base in every agenda that has not been processed.

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

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

Voting shall be conducted openly unless otherwise requested by the least five shareholders and the meeting resolved to be conducted secretly. The secret voting method shall be taken in such a manner as directed by the 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. Gumpol Tiyarat	
Age	: 70 years	
Present position in the company	: February 1, 2002 – Present Director June 28, 2023 – Present Independent Director Audit Committee Chairman	
Period of directorship	: 22 years	
Number of terms being as a director	: 7 periods and 1 year (1 period : 3 years)	
Present address	: No. 152, Soi Siam Rattana, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310	
Education	: Master's Degree of Business Administration, Kasetsart University Bachelor's Degree of Economics, Thammasat University Bachelor's Degree of Accounting, Dhurakij Pundit University Bachelor's Degree of Law, Chulalongkorn University	
Conflict of interest on the meeting's agenda	: Agenda 5 To consider and elect the directors in replacement of those retiring by rotation.	

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Name - Surname	: Mr. Tawil Praisont	
Age	: 87 years	
Present position in the company	: May 25, 2023 – Present Independent Director Audit Committee Member	
Period of directorship	: 11 months	
Number of terms being as a director	: - period and 11 months (1 period : 3 years)	
Present address	: No. 141/19, Soi Chuen Pracha, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900	
Education	: Master's Degree in Public and Administration, Syracuse University, USA Master's Degree in Political Science (Honor), National Institute of Development Administration Bachelor's Degree in Political Science, Chulalongkorn University Certificate in Political and Administrative Science, Institute of Social Studies, Netherland	
Conflict of interest on the meeting's agenda	: None	

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Name - Surname : Dr. Varnadharm Kanchanasuvarna  
Age : 53 years  
Present position in the company : June 28, 2023 – Present  
Independent Director  
Audit Committee Member  
Period of directorship : 10 months  
Term of directorship : - term and - year 10 months (1 term : 3 years)  
Present address : No. 118/88 Moo 1, Ban Klang Sub-District,  
Mueang Pathum Thani District, Pathum Thani 12000  
Education : Doctor of Public Administration (Public Administration),  
Ubon Ratchathani University  
: Master of Political Science,  
Chulalongkorn University  
: Bachelor of Arts (Political Science),  
Ramkhamhaeng University  
Conflict of interest on the : None  
meeting's agenda

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

### 1. Shareholder attending the Meeting

Shareholder must present their 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 7.5) upon doing the following:

- (1) Fill and sign the proxy as per the Attachment 7.5 as well as affix it with Baht 20 stamp duty
  - In case of a natural person: kindly attach copy of ID Card/Passport (in case of foreigner) of the person appointing the proxy and sign it to certify the true copy thereof
  - In case of juristic person: kindly attach copy of certificate of incorporation and copy of ID Card/Passport (in case of foreigner) of the authorized director who has signed the proxy and sign the documents to certify the true copy thereof

- (2) Any shareholder wishes to appoint the Company's independent director, the information of the independent directors as per the Attachment 7.3, for their proxy may appoint the following:

1. Mr. Gumpol Tiyarat	Independent Director Audit Committee Chairman
2. Mr. Tawil Praisont	Independent Director Audit Committee Member
3. Dr. Varnadharma Kanchanasuvarna	Independent Director Audit Committee Member

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

Kindly present documents confirming such change.

Ref. AIT/24 – 152

April 3, 2024

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 in order to facilitate and provide the opportunity for the grantor to choose one of the following forms:

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 have custodians 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 for granting another person to attend the 2024 Annual General Meeting of Shareholders on Tuesday, April 30, 2024 at 14.00 hours.**

Please be informed accordingly.

Faithfully yours,



(Ms. Siriporn Tamenant)

Director and Company Secretary

Proxy (Form A.) (SIMPLE FORM)  
According to Regulation of Department of Business Development  
Re: Form of Proxy (No. 5) B.E. 2550

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 7.3):

Independent director 1) ☐ Mr. Gumpol Tiyarat, Age 70 years, Residing at No. 152, Soi Siam Rattana, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or

2) ☐ Mr. Tawil Praisont, Age 87 years, Residing at No. 141/19, Soi Chuen Pracha, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900 or

3) ☐ Dr. Varnadharma Kanchanasuvarna, Age 53, Residing at 118/88 Moo 1, Ban Klang Sub-District, Mueang Pathum Thani District, Pathum Thani 12000 or

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

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

to be my/our proxy to attend and vote for me/us and on my/our behalf at the 2024 Annual General Meeting of Shareholders on Tuesday, April 30, 2024 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.) (SPECIFIC DETAILS FORM)**  
**According to Regulation of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550**

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 7.3):

Independent director 1) ☐ Mr. Gumpol Tiyarat, Age 70 years, Residing at No. 152, Soi Siam Rattana, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or

2) ☐ Mr. Tawil Praisont, Age 87 years, Residing at No. 141/19, Soi Chuen Pracha, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900 or

3) ☐ Dr. Varnadharma Kanchanasuvarna, Age 53, Residing at 118/88 Moo 1, Ban Klang Sub-District, Mueang Pathum Thani District, Pathum Thani 12000 or

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

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

to be my/our proxy to attend and vote for me/us and on my/our behalf at the 2024 Annual General Meeting of Shareholders on Tuesday, April 30, 2024 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. 1/2023.**

☐ (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 2023.**

(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, 2023.**

☐ (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 2023'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. Anukul Ubonnuch**

- ☐ Approve      ☐ Disapprove      ☐ Abstain

Name of Director     **Mr. Gumpol Tiyarat**

- ☐ Approve      ☐ Disapprove      ☐ Abstain

Name of Director      Pol.Capt. Noppawee Taechaubol

- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

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

- ☐ Approve      ☐ Disapprove      ☐ Abstain

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

- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda 6: To determine directors' remuneration.

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

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

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

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

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

Agenda 9: To consider and approve to increase the registered capital of the Company and to amend Clause 4. Registered capital of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

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

**Agenda 10: To consider and approve the allocation of newly issued ordinary shares for reservation of the issuance and offering under General Mandate.**

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

**Agenda 11: Other matters (If any).**

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

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

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

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

Signed.....Grantor  
( )

Signed.....Grantee  
( )

Signed.....Grantee  
( )

Signed.....Grantee  
( )

Remarks:

1. 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 2024 Annual General Meeting of Shareholders on Tuesday, April 30, 2024 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.

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

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

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

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

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

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

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

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

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

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

**Proxy (Form C.) (FOR FOREIGN SHAREHOLDER  
APPOINTING CUSTODIAN IN THAILAND)**  
**According to Regulation of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550**

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 7.3):

Independent director 1) ☐ Mr. Gumpol Tiyarat, Age 70 years, Residing at No. 152, Soi Siam Rattana, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or

2) ☐ Mr. Tawil Praisont, Age 87 years, Residing at No. 141/19, Soi Chuen Pracha, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900 or

3) ☐ Dr. Varnadharma Kanchanasuvarna, Age 53, Residing at 118/88 Moo 1, Ban Klang Sub-District, Mueang Pathum Thani District, Pathum Thani 12000 or

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

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

to be my/our proxy to attend and vote for me/us and on my/our behalf at the 2024 Annual General Meeting of Shareholders on Tuesday, April 30, 2024 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 adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023.**

☐ (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 2023.**

(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, 2023.**

- ☐ (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 2023'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. Anukul Ubonnuch
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director Mr. Gumpol Tiyarat
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director Pol.Capt. Noppawee Taechaubol
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director \_\_\_\_\_
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director \_\_\_\_\_
- ☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

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

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

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

**Agenda 9: To consider and approve to increase the registered capital of the Company and to amend Clause 4. Registered capital of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.**

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

**Agenda 10: To consider and approve the allocation of newly issued ordinary shares for reservation of the issuance and offering under General Mandate.**

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

**Agenda 11: Other matters (If any).**

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

5. The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not 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 2024 Annual General Meeting of Shareholders on Tuesday, April 30, 2024 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.

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

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

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

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- ☐ Approve                      ☐ Disapprove                      ☐ Abstain