

( Translation )

Ref. AIT/24 – 151

April 3, 2024

Re: Invitation to the 2024 Annual General Meeting of Shareholders through Electronic Means (E-AGM)

To: All shareholders

- Attachments:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2023 on September 8, 2023
  2. The Company's Annual Report of the Year 2023 (Form 56-1 One Report), including the consolidated Financial Statements for the fiscal year ended December 31, 2023, in QR code form.
  3. Profiles of the Directors to support the consideration in Agenda 5: To consider and elect the directors in replacement of those retiring by rotation.
  4. Definition of the independent directors to support the consideration of Agenda 5: To consider and elect the directors in replacement of those retiring by rotation.
  5. Capital Increase Report Form (F53-4)
  6. Guidelines for attending the meeting of shareholders through Electronic Means by Inventech Connect.
  7. Supporting documents for attending the meeting:
    - 7.1 The Company's Articles of Association which related to the Annual General Meeting of Shareholders.
    - 7.2 Rules and procedures for attending the Meeting, granting the proxy and voting.
    - 7.3 Information of independent directors to support an appointment of proxy (in case the independent director is appointed as a proxy).
    - 7.4 Documents and evidences which required to be presented at the meeting.
    - 7.5 Proxy.

JCK International Public Company Limited ("the Company") would like to notify that the Board of Directors No. 4/2024 resolved to call for the 2024 Annual General Meeting of Shareholders to be held on Tuesday, April 30, 2024, at 14.00 hours through only an electronic media platform pursuant to the Emergency Decree on Electronic Meetings, B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563, by broadcast from the meeting room on the 5<sup>th</sup> floor of TFD Building, located at 18 Soi Sathorn 11, Yeak 9, Yannawa Subdistrict, Sathorn District, Bangkok.



According to the agendas of the 2024 Annual General Meeting of Shareholders, the Company has announced on the Company's website, inviting shareholders to submit the agenda in advance between November 15, 2023 to December 31, 2023. But when the time is due, there was no any agenda submitted to the Company. Therefore, the Company would like to notify the agendas of the meeting as follows:

**Agenda 1 :** To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023.

**Fact and Rational :** The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on September 8, 2023 of which the copy of the Minutes of the Meeting is attached hereto as per **Attachment 1**.

**Board of Directors' Opinion :** The Board of Directors has considered the matter and deemed that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 are truly and accurately recorded. It is therefore deemed appropriate for the Meeting of Shareholders to adopt such Minutes of the Meeting.

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

**Agenda 2 :** To acknowledge the report of the Company's operating results in year 2023.

**Fact and Rational :** The report of the operating results in year 2023 of the Company as presented in the Annual Report of the year 2023 (Form 56-1 One Report) in QR Code form (**Attachment 2**) which has already been sent to the shareholders together with this Invitation Letter.

**Board of Directors' Opinion :** The Board of Directors has considered the matter and deemed appropriate for the Meeting of Shareholders to acknowledge the Company's operating results in year 2023 as proposed.

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

**Agenda 3 :** To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2023.

**Fact and Rational :** The Financial Statements which comprise of the consolidated Financial Statements, the consolidated Statement of Comprehensive Income, the Statements of Changes in Shareholders' Equity and the consolidated Statement of Cash Flow for the fiscal year ended December 31, 2023 which have been audited and certified true and correct by the auditor, and also have been reviewed by the Audit Committee. The results are presented in the Annual Report of the year 2023 (Form 56-1 One Report (Thai Version)) in QR Code form from page 165 to 252 as per the **Attachment 2**.

**Board of Directors' Opinion :** The Board of Directors has considered the matter and deemed appropriate for the Meeting of Shareholders to approve the consolidated Financial Statements for the fiscal year ended December 31, 2023. The details of information are stated in the Annual Report of the year 2023 (Form 56-1 One Report (Thai Version)) in QR Code form from page 165 to 252.

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

**Agenda 4 :** To consider and approve the allocation of the 2023's net profit, and the omission of dividend payment.

**Fact and Rational :** According to Clause 41. of the Company's Articles of Association, the Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach not less than 10 percent of its registered capital. In addition, Clause 40. of the Company's Articles of Association also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to the approval of the shareholders' meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the shareholders' meeting at a subsequent meeting.

For the dividend payment policy, the Company and subsidiaries will pay no fewer than 60 percent of net profit based on a separated financial statement as a dividend if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate. According to the profit and loss statement of the Company ended December 31, 2023, the Company has the net profit based on a separated financial statement at Baht 683.51 million but still has the cumulative loss. Therefore, the Company is unable to pay dividend for operating performance in year 2023.

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

Unit : Baht million

Details of the Dividend payment	Year 2023	Year 2022
1. Net Profit (loss)	683.51	(208.73)
2. Numbers of shares (million share)	3,802.75	3,305.65

Details of the Dividend payment	Year 2023	Year 2022
3. Total dividend per share (Baht)	-	-
3.1 Interim Dividend per share (Baht)	-	-
3.2 Annual Dividend per share (Baht)	-	-
3.2.1 Cash Dividend	-	-
3.2.2 Stock Dividend	-	-
4. Total Dividend paid	-	-
5. Percentage of Dividend Paid	-	-

**Board of Directors' Opinion :** Due to the Company's operation result shown a cumulative loss at the year ended 2023, the Board of Directors deemed that it is appropriate for the Meeting of Shareholders to approve the omission of the dividend payment and legal reserve.

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

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

**Fact and Rational :** According to Clause 17. of the Company's Articles of Association, one-third of the directors shall be retired on rotation at the 2024 Annual General Meeting of Shareholders. The Articles of Association require the approval vote by majority vote, and the Company will propose each person for shareholders to consider and elect. The directors who have been in the office for the longest period and shall resign are as follows:

1. Mr. Anukul                      Ubonnuch                      Director, Vice Chairman, Executive Director and Managing Director
2. Mr. Gumpol                      Tiyarat                      Director, Independent Director and Audit Committee Chairman
3. Pol.Capt. Noppawee              Taechaubol                      Director and Executive Director

In this regard, the election process for the Company's director positions has not been considered by the Corporate Governance, Nomination and Remuneration Committee since the prior of the Corporate Governance, Nomination and Remuneration Committee resigned on June 28, 2023. The Board of Directors has not yet appointed the new Corporate Governance, Nomination and Remuneration Committee to replace the directors who resigned. However, the Board of Directors, which excluded the member who have the related benefits, has considered the matter and deemed that the three directors who are to retire on rotation are fully qualified according to Public Limited Company Act, B.E. 2535 including terms and conditions which related to the executive of listed company that were issued by the Securities and Exchange Commission. In addition, they are competent, have

experiences that benefit the Company’s business, have visionary and worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting, therefore, proposed to nominate such three directors. The details of their backgrounds and performances are as follows and also in **Attachment 3**.

1. 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 with 1 year (1 period : 3 years)
Type of proposal directors	: Director
Number of Shareholding	: 900,000 shares
	equal to 0.02% of total paid-up shares (as of January 10, 2024)
Attendance 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

2. Mr. Gumpol Tiyarat

Age	: 70 years
Present position in the Company	: June 28, 2023 - Present
	Independent Director and Audit Committee Chairman
	Year 2002 – 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
Number of Shareholding	: None
Attendance 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)

3. 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  
Number of Shareholding : 65,710,800 shares  
equal to 1.73% of total paid-up shares  
(as of January 10, 2024)

Attendance the Meeting in 2023

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

Noted: \* Pol.Capt. Noppawee Tachabul 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 the replacement of Mr. Tseng, Kuo-Chan, who resigned from the position, Director, on December 1, 2023.

**Board of Directors' Opinion :** The Board of Directors, which excluded the directors who have the related benefits, has considered this matter and deemed appropriate to propose the Meeting of Shareholders to approve the re-election of such three directors, who retired on rotation, as the directors for another term. In order to promote the Corporate Governance pursuant to the Corporate Governance Policies and to demonstrate the impartiality treatment to all shareholders, in each year prior to the Annual General Meeting of Shareholders, the Company entitled the shareholders to nominate any person who are considered to have the appropriate qualification, competencies and knowledges to be the candidate for the position of the Company's directors. Consequently, there were no any shareholder nominating any person to be the candidate this year. Nevertheless, the persons who are nominated to be the directors this year have been considered by the Board of Directors of the Company that all of the three persons are appropriately qualified, knowledgeable and competent to benefit the Company's business.

Therefore, Mr. Gumpol Tiyyarat, who has been nominated to be re-elected as an independent director, the Board of Directors, which excluded the directors who have the related benefits, has considered this matter and deemed appropriate that the proposed person to be nominated to be an independent director has qualification in accordance with the law regarding the requirements of independent directors and be able to express opinions independently and perform duty in adherence to relevant laws, regulations, and rules for the highest benefit of every shareholder.

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

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

**Fact and Rational :** The remuneration which was approved by the 2023 Annual General Meeting of Shareholders is Baht 10,000,000 (Ten million Baht) per year as remunerations for all directors, whereby the Board of directors was authorized to allocate and distribute such remuneration to each director. In 2024, the Board of Directors has considered the remuneration by taking into consideration their responsibilities, scopes of work and duties as well as rationale and benefits the Company would get from the directors to attract and keep qualified directors as required. The Board of Directors therefore deemed appropriate to propose the Meeting of Shareholders to determine the directors' remuneration to remain the same for a total of Baht 10,000,000.- per year.

The details of the allocation of the remuneration for each director including the scope of responsibility of the Board of Directors, Audit Committee and the Corporate Governance, Nomination and Remuneration Committee are stated on the page 130 to 131 of the Annual Report of the year 2023 (Form 56-1 One Report (Thai Version)) in QR Code form in **Attachment 2** and by the details as follows:

Position	Year 2024				
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person			Other Benefit
		Director	AC <sup>1</sup>	CGNR <sup>2</sup>	
Chairman	80,000	18,000			- None -
Vice Chairman	60,000	15,000	10,000		
Director	45,000	13,000			
Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Committee Chairman	60,000	15,000	15,000	15,000	
Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee Member	45,000	13,000	10,000	10,000	

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

Position	Year 2023				
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person			Other Benefit
		Director	AC <sup>1</sup>	CGNR <sup>2</sup>	
Chairman	80,000	18,000			- None -
Vice Chairman	60,000	15,000	10,000		
Director	45,000	13,000			
Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Committee Chairman	60,000	15,000	15,000	15,000	

Position	Year 2023				
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person			Other Benefit
		Director	AC <sup>1</sup>	CGNR <sup>2</sup>	
Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee Member	45,000	13,000	10,000	10,000	

Remark: 1. The Audit Committee Meeting

2. The Corporate Governance, Nomination and Remuneration Committee Meeting

**Board of Directors' Opinion :** It is deemed appropriate for the Meeting of Shareholders to approve the remuneration for the Directors for the Year 2024 of Baht 10,000,000.- per year, and to assign the Board of Directors to allocate and distribute such remuneration to each director.

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

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

**Fact and Rational :** To comply with the Public limited Company Act, B.E. 2535 which requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the auditor's fees every year and by the recommendation from the Audit Committee, the Board of Directors deemed appropriate to propose to the Annual General Meeting of Shareholders to appoint the auditors from EY Office Company Limited as an auditor of the Company and its subsidiaries for the year 2024 where either of the following auditors shall audit and express opinions to the Company's and its subsidiaries' financial statements, and in the event that those auditors are unable to perform their duties, EY Office Company Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's and its subsidiaries' financial statements in their places as follows.

1. Mr. Kittiphun            Kiatsomphob                    CPA No. 8050 and/or  
(Being the Company's auditor since 2023, for a total of 2 years)
2. Ms. Supanee            Triyanantakul                    CPA No. 4498 and/or  
(Being the Company's auditor since 2018, for a total of 7 years)
3. Mr. Preecha            Arunnara                            CPA No. 5800  
(Being the Company's auditor since 2018, for a total of 7 years)

The auditor proposed the 2024 auditor's fee for the Company in the amount of Baht 2,700,000.- per year, increasing Baht 340,000.- from the 2023 auditor's fee which was Baht 2,360,000.- per year, and also proposed to be the auditor for 4 subsidiaries of the Company comprising of JCK Utilities Co., Ltd., SG Land Co., Ltd., Crown Development Co., Ltd., and





Ratchadamri Real Estate Co., Ltd.. Therefore, the year 2024 auditor's fees of the Company and its subsidiaries is totaling Baht 4,580,000.- per year, decreasing Baht 110,000.- from the 2023 auditor's fee which was Baht 4,690,000.- per year.

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

In this regard, the auditor of the Company and its subsidiaries is affiliated with the same audit firm which the Board of Directors will ensure that the financial statements can be prepared in time.

The auditor's fees in year 2024 does not include other service fees (Non-Audit Services Fee). In 2022 - 2023, the Company did not receive any other services from the audit firm that the auditor is affiliated with.

**Board of Directors' Opinion :** The Board of Directors by the recommendation from the Audit Committee deemed appropriate to propose for the approval from the shareholders' meeting to appoint :

- |                  |               |                     |
|------------------|---------------|---------------------|
| 1. Mr. Kittiphun | Kiatsompob    | CPA No. 8050 and/or |
| 2. Ms. Supanee   | Triyanantakul | CPA No. 4498 and/or |
| 3. Mr. Preecha   | Arunnara      | CPA No. 5800        |

from EY Office Company Limited as the auditors of the Company and its subsidiaries in year 2024 with the total audit fee of Baht 4,580,000.- per year.

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

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

**Fact and Rational :** The Company has to completely decrease registered capital of the Company by canceling unissued ordinary shares and to amend Clause 4. Registered capital 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 registered capital by canceling non allotment of the registered ordinary shares prior to increase new registered share capital.

**Board of Directors’ Opinion :** The Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve to decrease the registered capital of the Company 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 of shares for rights offering to the existing shareholders in proportion to their shareholdings (Right Offering) under specifying the purpose of utilizing proceeds and the issuance of shares for rights offering to the existing shareholders in proportion to their shareholdings (Right Offering) and specific persons (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, and approve 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 as follows:

“Clause 4.	Registered capital amount	3,802,747,351.00	Baht	(Three billion eight hundred and two million, seven hundred forty-seven thousand and three hundred and fifty-one Baht)
	divided into	3,802,747,351	shares	(Three billion eight hundred and two million, seven hundred forty-seven thousand and three hundred and fifty-one shares)
	Par value	1.00	Baht	(One Baht)
	separated into :			
	Common stock	3,802,747,351	shares	(Three billion eight hundred and two million, seven hundred forty-seven thousand and three hundred and fifty-one shares)
	Preferred stock	-	share	(- share)”

Moreover, the Company authorized 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 conditions and details of the relevant procedures regarding the 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 orders of the registrar in order to file the registration of the decrease of capital and the amendment of the Company’s Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

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

**Agenda 9**

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

**Fact and Rational :** To use as the working capital, as the debt repayment, for the current operation of the Company, for development of the current Company's and its subsidiaries' projects, and to reserve for supporting the future investment expansion plan. Therefore, the Company has the intention 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.

**Board of Directors' opinion :** The Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve to increase the registered capital of the Company in the amount of 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 1,140,824,205 newly ordinary 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 of not exceeding 1,140,824,205 shares, details are shown in the Capital Increase Report Form (F53-4) (**Attachment 5**), and approve 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 as follows:

“Clause 4.	Registered capital	4,943,571,556.00 Baht	(Four billion nine hundred and forty-three million, five hundred seventy-one thousand, five hundred fifty-six Baht)
	amount		
	divided into	4,943,571,556 shares	(Four billion nine hundred and forty-three million, five hundred seventy-one thousand, five hundred fifty-six shares)
	Par value	1.00 Baht	(One Baht)
	separated into :		
	Common stock	4,943,571,556 shares	(Four billion nine hundred and forty-three million, five hundred seventy-one thousand, five hundred fifty-six shares)
	Preferred stock	- share	(- share)”



Moreover, the Company authorized 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 conditions and details of the relevant procedures regarding the capital increase. 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 orders of the registrar in order to file the registration of the increase of capital and the amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

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

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

**Facts and Rational :** To comply with the law, the Company is required to propose to the Meeting of Shareholders to consider and approve the allocation of not exceeding 1,140,824,205 newly issued ordinary 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.

**Board of Directors' opinion :** The Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve the allocation of not exceeding 1,140,824,205 newly issued ordinary 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 with details as follows:

- 1) 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 not 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.
- 2) The allocation of newly issued ordinary shares of not exceeding 380,274,735 newly issued ordinary shares with a par value of Baht 1.00 per share, representing not 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



persons 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 via Private Placement dated December 28, 2022 (including additional amendments). In this respect, the specific persons must not be deemed as connected persons with the Company. Therefore, authorized the Board of Directors to 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 equals 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, B.E. 2560.

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, B.E. 2535 but cannot be lower than Baht 0.01 per share (as stipulated in Section 52 of the Public Limited Company Act, B.E. 2535 that 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 the 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. the allocation wholly in one time or in several times, offering ratio, the seeking for 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 under the applicable laws and regulations.

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

Please consider other details as shown in the Capital Increase Report Form (F53-4) ([Attachment 5](#)).

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

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

The Company has listed the name of shareholders who have the rights to attend the meeting and exercising the votes at the 2024 Annual General Meeting of the Shareholders (Record Date) on Tuesday, April 2, 2024.

If any shareholder would like to appoint independent director as thier proxy to attend the Meeting and vote on thier behalf, kindly fill in, sign it together with a seal (if any) and affix with Baht 20 duty stamp onto the Proxy ([Attachment 7.5](#)). Shareholders can download the proxy from [www.jck.international](http://www.jck.international), together with the documents and evidences as required ([Attachment 7.4](#)) by addressing the envelope to the Company Secretary, JCK International Public Company Limited No. 18 Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 for inspection at least one day prior to the Meeting date.

For any shareholder who would like to attend the meeting by yourself or appoint a person who is not an independent director of the Company to attend the Meeting through Electronic Means and vote on their behalf in this Meeting, please consider the electronic registration as per Guidelines for attending the 2024 Annual General Meeting of the Shareholders through Electronic Means by Inventech Connect ([Attachment 6](#)). The electronic registration will be available from April 23, 2024 at 8.30 a.m. and will be closed on April 30, 2024 until the end of the meeting (specifically excludes holidays and public holidays).

By Order of the Board of Directors



(Ms. Siriporn Tamenant)

Director and Company Secretary