

( Translation )

Ref. AIT/26 – 098

April 1, 2026

Re: Invitation Letter to the 2026 Annual General Meeting of Shareholders through Electronic Means (E-AGM)

To: All shareholders

- Enclosures:
1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders on April 30, 2025
  2. The Company's Annual Report of the Year 2025 (Form 56-1 One Report), including the consolidated Financial Statements for the fiscal year ended December 31, 2025, 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. Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of the Company to specific persons (Private Placement)
  7. Guidelines for attending the 2026 Annual General Meeting of Shareholders through Electronic Means by Inventech Connect
  8. Supporting documents for attending the meeting:
    - 8.1 The Company's Articles of Association which related to the Annual General Meeting of Shareholders
    - 8.2 Rules and procedures for attending the Meeting, granting the proxy and voting
    - 8.3 Information of independent directors to support an appointment of proxy (in case the independent director is appointed as a proxy)
    - 8.4 Documents and evidences which required to be presented at the meeting
    - 8.5 Proxy

JCK International Public Company Limited ("the Company") would like to notify that the Board of Directors No. 1/2026 resolved to call for the 2026 Annual General Meeting of Shareholders to be held on Wednesday, April 29, 2026, 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, TFD Building, located at 18 Soi Sathorn 11, Yeak 9, Yannawa Subdistrict, Sathorn District, Bangkok.

เลขที่ 18 ซอยสาทร 11 แยก 9 อาคารทีเอฟดี แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120

โทรศัพท์: (66) 2676 4031-6, (66) 2676 3836-9 โทรสาร Fax : (66) 2676 4038-9 [http ://www.jck.international](http://www.jck.international) ทะเบียนเลขที่ 0107537000475 (เดิมเลขที่ บมจ.294)

18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 Thailand.

Tel : (66) 2676 4031-6, (66) 2676 3836-9 Fax : (66) 2676 4038-9 [http ://www.jck.international](http://www.jck.international) Registration No. 0107537000475 (former: BorMor.Jor.294)



According to the agendas of the 2026 Annual General Meeting of Shareholders, the Company has announced on the Company's website, inviting shareholders to submit the agenda in advance between November 14, 2025 to December 31, 2025. 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 2025 Annual General Meeting of Shareholders.

**Fact and Rational :** The Company has prepared the Minutes of the 2025 Annual General Meeting of Shareholders held on April 30, 2025 of which the copy of the Minutes of the Meeting is attached hereto as per **Enclosure 1**.

**Board of Directors' Opinion :** The Board of Directors has considered the matter and deemed that the Minutes of the 2025 Annual General Meeting of Shareholders 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 2025.

**Fact and Rational :** The report of the operating results in year 2025 of the Company as presented in the Annual Report of the year 2025 (Form 56-1 One Report) in QR Code form (**Enclosure 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 2025 as proposed.

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

**Agenda 3 :** To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2025.

**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, 2025 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 2025 Annual Report (Form 56-1 One Report (Thai Version)) in QR Code form, "Part 3: Financial Statements" (**Enclosure 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, 2025. The details of information are



stated in the 2025 Annual Report (Form 56-1 One Report (Thai Version)) in QR Code form, “Part 3: Financial Statements”

**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 2025’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, 2025, the Company has the net loss of Baht 333.22 million and still has the cumulative loss. Therefore, the Company is unable to pay dividend for operating performance in year 2025.

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

Unit : Baht million

Details of the Dividend payment	Year 2025	Year 2024
1. Net Profit (loss)	(333.22)	79.24
2. Numbers of shares (million share)	3,802.75	3,802.75
3. Total dividend per share (Baht)	-	-
3.1 Interim Dividend per share (Baht)	-	-
3.2 Annual Dividend per share (Baht)	-	-
3.2.1 Cash Dividend	-	-
3.2.2 Stock Dividend	-	-
4. Total Dividend paid	-	-
5. Percentage of Dividend Paid	-	-

**Board of Directors' Opinion :** Due to the Company's operation result shown a cumulative loss at the year ended 2025, 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 2026 Annual General Meeting of Shareholders. The Articles of Association require the approval vote by majority vote, and the Company will propose each person for shareholders to consider and elect. The directors who have been in the office for the longest period and shall resign are as follows:

- |  |  |
|--|--|
| 1. Dr. Apichai Taechasirithiwapakdi<br>(Former Name: Dr. Apichai Taechaubol) | Director, Chairman<br>and Executive Chairman   |
| 2. Mr. Tawil Praisont  | Director, Independent Director<br>and Audit Committee Member   |
| 3. Ms. Siriporn Tamenant   | Director, Executive Director<br>Director Deputy Managing Director,<br>Administration and Information Technology<br>and Company Secretary |

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 **Enclosure 3.**

- |   |                               |
|---|-------------------------------|
| 1. Dr. Apichai Taechasirithiwapakdi (Former Name: Dr. Apichai Taechaubol) |                               |
| Age   | : 69 years                    |
| Present position in the Company   | : December 14, 2022 - Present |
|   | Director                      |
|   | Chairman                      |
|   | Executive Chairman            |
| Period of directorship  | : 3 years and 3 months        |
| Number of terms as a director   | : 1 period and 3 months       |
|   | (1 period : 3 years)          |

Type of proposal directors : Director  
 Number of Shareholding : 354,184,456 shares (as of December 30, 2025)  
 Attendance the Meeting in 2025  
 - The Board of Directors Meeting : Attendance the Meeting totaling 10 of 10 times

2. Mr. Tawil Praisont

Age : 88 years  
 Present position in the Company : May 25, 2023 – Present  
 Director  
 Independent Director  
 Audit Committee Member  
 Period of directorship : 2 years 10 months  
 (Position of a director and an independent Director)  
 Number of terms as a director : - periods with 2 years 10 months (1 period : 3 years)  
 Type of proposal directors : Independent Director  
 Number of Shareholding : None  
 Attendance the Meeting in 2025  
 - The Board of Directors Meeting : Attendance the Meeting totaling 10 of 10 times  
 - The Audit Committee Meeting : Attendance the Meeting totaling 5 of 5 times

3. Ms. Siriporn Tamenant

Age : 68 years  
 Present position in the Company : June 10, 2019 – Present  
 Director  
 Executive Director  
 Director Deputy Managing Director,  
 Administration and Information Technology  
 and Company Secretary  
 Period of directorship : 6 years and 8 months  
 Number of terms as a director : 2 period and 8 months (1 period : 3 years)  
 Type of proposal directors : Director  
 Number of Shareholding : None  
 Attendance the Meeting in 2025  
 - The Board of Directors Meeting : Attendance the Meeting totaling 10 of 10 times

**Board of Directors' Opinion :** The Board of Directors, which excluded the directors who have the related benefits, has considered this matter and deemed appropriate to propose the 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. Tawil Praisont, 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 2025 Annual General Meeting of Shareholders is Baht 12,000,000.- per year as remunerations for all directors, whereby the Board of directors was authorized to allocate and distribute such remuneration to each director. In 2026, 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, as well as compared to the similar industries of comparable size, to attract and keep qualified directors as required. The Board of Directors therefore deemed appropriate to propose to the Meeting of Shareholders to determine the directors' remuneration for the year 2026 to remain unchanged at a total of Baht 12,000,000.- per year.

The details of the allocation of the remuneration for each director including the scope of responsibility of the Board of Directors and the Audit Committee are stated in the 2025 Annual Report (Form 56-1 One Report (Thai Version)) in QR Code form "7.4.3 (1.1) Directors' Remuneration", "6.1.1 (3) (3.1) Scope of Scope of Duties and Authorities of the Board of Directors", and "6.1.1 (3) (3.2) Scope of Scope of Duties and Authorities of the Sub-Committee", respectively (**Enclosure 2**) and by the details as follows:

Position	Year 2026			
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person		Other Benefit
		Director	AC <sup>1</sup>	
Chairman	120,000	18,000		- None -
Vice Chairman	80,000	15,000	10,000	
Director	50,000	13,000		
Audit Committee Chairman	80,000	15,000	15,000	
Audit Committee Member	50,000	13,000	10,000	

Remark: <sup>1/</sup> The Audit Committee Meeting

Position	Year 2025			
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person		Other Benefit
		Director	AC <sup>1</sup>	
Chairman	120,000	18,000		- None -
Vice Chairman	80,000	15,000	10,000	
Director	50,000	13,000		
Audit Committee Chairman	80,000	15,000	15,000	
Audit Committee Member	50,000	13,000	10,000	

Remark: <sup>1/</sup> The Audit 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 2026 to remain unchanged of Baht 12,000,000.- 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 Section 120 of the Public Limited Companies Act, B.E.2535 (including amendments) which stipulate that the Annual General Meeting of Shareholders shall appoint the auditor and determine an audit fee of the Company each year. In appointing the auditor, the former auditor may be re-appointed. In addition, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has performed duties in reviewing, auditing and providing opinion to the Company's financial statements for a total period of 7 accounting periods, whether it is consecutive or not. The Company is allowed to appoint

such auditor to be the auditor of the Company when at least 5 consecutive accounting periods have passed.

**The Audit Committees' Opinion** : The Audit Committee has considered the appropriateness of the scope of work, performance, and audit fees, and deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of the appointment of the following auditors from ANS Audit Co., Ltd., the Company's existing auditor, as the auditors of the Company and its subsidiaries for the year 2026 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, ANS Audit Co., Ltd. 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. Sathien Vongsnan CPA No. 3495 and/or  
(has served as the Company's auditor since 2025, for a total period of two years)
2. Mr. Atipong Atipongsakul CPA No. 3500 and/or  
(has served as the Company's auditor since 2025, for a total period of two years)
3. Ms. Kultida Pasurakul CPA No. 5946 and/or  
(has served as the Company's auditor since 2025, for a total period of two years)
4. Ms. Panita Chotesaengmaneekul CPA No. 9575 and/or  
(has served as the Company's auditor since 2025, for a total period of two years)
5. Ms. Wanpen Sakpibunrat CPA No. 11015  
(has served as the Company's auditor since 2025, for a total period of two years)

The auditor proposed the 2026 auditor's fee for the Company in the amount of Baht 1,945,000.- per year, decreasing Baht 295,000.- from the 2025 auditor's fee which was Baht 1,650,000.- per year, and also proposed to be the auditor for 5 subsidiaries of the Company comprising of JCK Utilities Co., Ltd., SG Land Co., Ltd., Crown Development Co., Ltd., Ratchadamri Real Estate Co., Ltd., and JCK Sathorn Hotel Co., Ltd.. Therefore, the year 2026 auditor's fees of the Company and its subsidiaries is totaling Baht 2,820,000.- per year, decreasing Baht 550,000.- from the 2025 auditor's fee which was Baht 3,370,000.- per year.

The accounting firm, ANS Audit Co., Ltd., has experience in auditing many listed companies, has various types of businesses, including real estate and hotel businesses. It is reliable and has personnel who are ready to support the work efficiently, works according to generally accepted accounting standards. Therefore, it has good performance, which will make the auditing standards of the Company and its subsidiaries at an international level, including the audit fee offered at a reasonable price, and has no relationship or transactions that may cause a conflict of interest with the Company or its subsidiaries. In addition, there is no

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 2026 does not include other service fees (Non-Audit Services Fee).

In 2025, the Company did not receive any other services from ANS Audit Co., Ltd.

**Board of Directors' Opinion :** The Board of Directors is of the opinion consistent with the opinion of the Audit Committee in all respects and deemed appropriate to propose to the shareholders' meeting to appoint :

1. Mr. Sathien Vongsnan CPA No. 3495 and/or  
(has served as the Company's auditor since 2025, for a total period of two years)
2. Mr. Atipong Atipongsakul CPA No. 3500 and/or  
(has served as the Company's auditor since 2025, for a total period of two years)
3. Ms. Kultida Pasurakul CPA No. 5946 and/or  
(has served as the Company's auditor since 2025, for a total period of two years)
4. Ms. Panita Chotesaengmaneekul CPA No. 9575 and/or  
(has served as the Company's auditor since 2025, for a total period of two years)
5. Ms. Wanpen Sakpibunrat CPA No. 11015  
(has served as the Company's auditor since 2025, for a total period of two years)

from ANS Audit Co., Ltd. as the auditors of the Company and its subsidiaries for the year 2026 with the total audit fee of Baht 2,820,000.- 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 the decrease of 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 complete the decrease of the registered capital of the Company and amendment of Clause 4. of the Memorandum of Association of the Company prior to any increase of its capital in compliance with the provisions of the Public Limited Company Act that requires the Company to reduce the share capital by cancellation of registered shares that have not been issued prior to the increase registered capital.

**Board of Directors' Opinion:** The Board of Directors deemed that the Meeting of Shareholders should consider and approve the decrease of the Company's registered capital by Baht 1,900,000,000.00 from the existing registered capital of Baht 5,702,747,351.00

to the new registered capital of Baht 3,802,747,351.00, by cancelling 1,900,000,000 unissued ordinary shares with a par value of Baht 1.00 per share which are ordinary shares reserved to accommodate (1) the exercise of conversion rights of convertible debentures to be issued and offered to the existing shareholders of the Company who are entitled to an allocation in proportion to their shareholding (Right Offering) in the amount of 100,000,000 shares, and (2) the exercise of conversion rights of the Warrants of the Company No. 7 (JCK-W7), in the amount of 1,800,000,000 shares, which the Company has not yet allocated to the existing shareholders of the Company who subscribed for and were allocated the convertible debentures, since the Company has not issued and offered such convertible debentures, which was approved by the Company's Extraordinary General Meeting of Shareholders No. 1/2025 held on January 28, 2025, and approved 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	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)
	amount			
	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)”

Including the approval of the authorization to be granted to 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 decreased of capital and amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

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

**Agenda 9 :** To consider and approve the increase of 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 :** The Company has a necessity to raise funds to be used as working capital, debt repayment, and the operation of the Company and development of the Company and its subsidiaries' existing projects, 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 the increase of the Company's registered capital by Baht 2,053,483,570.00 from the existing registered capital of Baht 3,802,747,351.00 to the new registered capital of Baht 5,856,230,921.00 by issuing 2,053,483,570 newly ordinary shares with a par value of Baht 1.00 per share and approval 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	5,856,230,921.00 Baht	(Five billion eight hundred and fifty-six million, two hundred thirty thousand, nine hundred, and twenty-one Baht)
	amount		
	divided into	5,856,230,921 shares	(Five billion eight hundred and fifty-six million, two hundred thirty thousand, nine hundred, and twenty-one shares)
	Par value	1.00 Baht	(One Baht)
	separated into :		
	Common stock	5,856,230,921 shares	(Five billion eight hundred and fifty-six million, two hundred thirty thousand, nine hundred, and twenty-one shares)
	Preferred stock	- share	(- share)”

Including the approval of the authorization to be granted to 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 increased of capital and amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

Details are shown in the Capital Increase Report Form (F53-4) (**Enclosure 5**).

**Voting Required:** Not less than three-fourths of the total number of votes of shareholders present at the meeting and 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 of the Company.

**10.1** To consider and approve the allocation of newly issued ordinary shares of the Company for offering to a private placement.

**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 912,659,365 newly issued ordinary shares with a par value of Baht 1.00 per share, at one time or several times, for offering to specific persons (Private Placement) 4 investors (collectively referred to as the "PP Investors") at an offering price of Baht 0.13 per share, representing a total value of Baht 118,645,717.45, with the details as follows (the "PP Transaction"):

**Board of Directors' opinion :** The Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares for offering to specific persons (Private Placement), at one time or several times, at the amount of 912,659,365 shares with a par value of Baht 1.00 per share, for offering to 4 investors, as specified below, at an offering price of Baht 0.13 per share, representing a total value of Baht 118,645,717.45.

No.	Name of PP	Number of Shares Allocated (Shares)	Total Value of Shares Allocated (Baht)
1	Mr. Luo Guichuan	152,109,894	19,774,286.22
2	Ms. Zanelle Lim Jinn Tonn	266,192,315	34,605,000.95
3	Mr. Yanyong Thanompichaithamrong	190,137,368	24,717,857.84
4	Pol.Col Ruamnakorn Tubtimthongchai	304,219,788	39,548,572.44
<b>Total</b>		<b>912,659,365</b>	<b>118,645,717.45</b>



The PP Investors are not connected persons of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (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, 2003 (as amended) (“the Notification of the Connected Transactions”). In addition, the PP Investors have no relationship among themselves in the nature of acting in concert (Concert Party), nor do they have any relationship that would constitute persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), which would result in an obligation to make a mandatory tender offer for all securities of the Company following the allocation of the Company’s newly issued ordinary shares.

In this regard, the PP Transaction constitutes an offering of newly issued shares to a private placement, whereby the Board of Directors has clearly resolved to determine the offering price for submission to the shareholders’ meeting for consideration and approval. Such offering does not fall within the scope of an offering of newly issued shares at a price lower than 90 percent of the market price pursuant to the rules prescribed under the Notification of Capital Market Supervisory Board TorChor. 28/2022 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement (as amended) (the “Notification TorJor. 28/2022”). For this purpose, the market price is calculated based on the weighted average price of the Company’s ordinary shares traded on the Stock Exchange of Thailand (the “SET”) for 15 consecutive business days prior to the date of the Board of Directors’ Meeting No. 1/2026, held on February 26, 2026 resolved to propose the PP Transaction for shareholders’ approval, during the period of February 5 – 25, 2026, which equals Baht 0.14 per share (source: SETSMART at [www.setsmart.com](http://www.setsmart.com)).

Therefore, such offering price of newly issued ordinary shares is lower than the Company’s par value as the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2025. 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 Companies Act 1992 (as amended) (as stipulated in Section 52 of the Public Limited Companies 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).

Since the offering price of the newly issued ordinary shares under the PP Transaction does not fall within the scope of an offering of newly issued shares at a price lower than 90 percent of the market price pursuant to the Notification TorJor. 28/2565, the Company is not subject to the silent period requirement. Accordingly, the Company is not required to impose any restriction prohibiting the PP Investors who receive shares from such private placement from selling all of the shares so allocated within the prescribed period under



the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Newly Issued Ordinary or Preferred Shares as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).

Notwithstanding the foregoing, the allocation of shares as detailed above shall, in any event, not result in any PP Investor holding shares of the Company in such a manner that increases its shareholding to or beyond the threshold requiring a mandatory tender offer, as prescribed under the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended). In addition, following this capital increase, none of the PP Investors will assume any position as director and/or executive of the Company, nor appoint any representative to serve as a director and/or executive of the Company.

In this regard, the Notification TorJor. 28/2565 stipulates that a listed company must complete the offering of newly issued shares within the period approved by the shareholders' meeting, which shall not exceed three (3) months from the date on which the shareholders' meeting resolves to approve such offering. Alternatively, the Company may complete the offering within twelve (12) months from the date of the shareholders' approval, provided that the shareholders' meeting has clearly resolved that, upon the lapse of the aforementioned three-month period, the Board of Directors or the person(s) authorized by the Board of Directors shall be empowered to determine the offering price based on the market price prevailing at the time of the offering. Accordingly, the Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the authorization for the Board of Directors or the person(s) authorized by the Board of Directors to determine the offering price based on the market price at the time of the offering upon the expiration of three (3) months from the date on which the shareholders' meeting approves the offering of the newly issued shares.

In order to ensure that the offering of the Company's newly issued shares is carried out in compliance with the aforementioned notification, the meeting resolved to propose that the shareholders' meeting consider and approve the authorization of the Board of Directors, the Executive Committee, the Chief Executive Officer, the Managing Director, or any person authorized by the Board of Directors, the Executive Committee, the Chief Executive Officer, or the Managing Director, to be empowered to undertake any acts in connection with the issuance, offering, allocation, and subscription of such newly issued ordinary shares, including, but not limited to, the following actions:

- (a) To consider and determine any other details relating to the allocation of newly issued ordinary shares to a private placement, including but not limited to the determination of the offering period, as well as prescribing the relevant terms and conditions in accordance with the laws and regulations governing the issuance and offering of securities.

- (b) To determine and amend the subscription period and offering period for the newly issued ordinary shares, the allocation of such shares whether in a single offering or on several occasions, the payment for shares, and any other terms and conditions relating to the subscription and offering of the newly issued ordinary shares.
- (c) To determine the offering price based on the market price in the event that the period of three (3) months from the date on which the shareholders' meeting resolves to approve the offering of shares to a private placement has lapsed, in accordance with the rules prescribed under the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565, whereby such offering price shall be the best price in accordance with the prevailing market conditions at the time the Company offers the shares to the private placement.
- (d) To execute, amend, vary, contact, or report any matters in the relevant applications and supporting documents necessary and related to the issuance, offering, allocation, subscription, and delivery of such newly issued ordinary shares, including contacting and submitting applications, documents, and evidence to the Ministry of Commerce, the Stock Exchange of Thailand, governmental authorities, or other relevant agencies, as well as listing the Company's newly issued ordinary shares on the SET, and to undertake any other acts necessary and appropriate to ensure the successful completion of the issuance, offering, and allocation of the Company's newly issued ordinary shares to the private placement.
- (e) To register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to perform any necessary acts in compliance with the registrar's orders in order to complete the registration process.

The Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of the Company to specific persons (Private Placement) as shown in **Enclosure 6**.

**Vote required**: Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Section 136 and Section 137 of the Public Limited Companies Act 1992.

**10.2 To consider and approve the allocation of newly issued ordinary shares of the Company under the 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 newly issued ordinary shares under General Mandate not exceeding 1,140,824,205 shares with a par value of Baht 1.00 per share.

**Board of Directors' opinion**: The Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares under General Mandate of not exceeding 1,140,824,205 newly issued ordinary shares



with a par value of Baht 1.00 per share, representing not more than 30 percent of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026 was approved, with the allocation 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 20 percent of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026, was approved for offering to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate. This may be issued and offered in a single offering in full or in part, and may be offered on a one-time basis or in multiple offerings from time to time.
- (2) 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 10 percent of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026, was approved for offering to specific persons (Private Placement) under General Mandate. This may be issued and offered in a single offering in full or in part, and may be offered on a one-time basis or in multiple offerings 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 (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 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, 2025, 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 regard, the Board of Directors' meeting therefore resolved to propose that the shareholders' meeting consider and approve the authorization of the Board of Directors to be empowered to determine and amend any details relating to the allocation of newly issued ordinary shares under the General Mandate, as follows:

- (a) To determine or amend the 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 General Mandate above must be completed within the date that the Company will hold the 2027 Annual General Meeting of Shareholders.

Please consider other details as shown in the Capital Increase Report Form (F53-4) ([Enclosure 5](#)) and the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of the Company to specific persons (Private Placement) ([Enclosure 6](#)).

**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 : To consider 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 2026 Annual General Meeting of the Shareholders (Record Date) on Wednesday, April 1, 2026.

If any shareholder would like to appoint independent director as their proxy to attend the Meeting and vote on their behalf, kindly fill in, sign it together with a seal (if any) and affix with Baht 20 duty stamp onto the Proxy (**Enclosure 8.5**). Shareholders can download the proxy from [www.jck.international](http://www.jck.international), together with the documents and evidences as required (**Enclosure 8.4**) 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 2026 Annual General Meeting of the Shareholders through Electronic Means by Inventech Connect (**Enclosure 7**). The electronic registration will be available from April 22, 2026 at 8.30 a.m. and will be closed on April 29, 2026 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

(Translation)

## Minutes of the 2025 Annual General Meeting of Shareholders

## JCK International Public Company Limited

Time and Place

The Meeting was held on April 30, 2025 at 14.00 hours through electronic means (“E-AGM”) according to the Emergency Decree on Electronic Conferencing B.E. 2563, including other laws and regulations related by broadcast from the Meeting room on the 2<sup>nd</sup> floor of TFD Building, located at 18 Soi Sathorn 11, Yeak 9, Yannawa Subdistrict, Sathorn District, Bangkok.

Preliminary

Miss Poontarika Chayaputi, Assistant Company Secretary, as a moderator, welcoming shareholders, proxies and attendees who are attending the 2025 Annual General Meeting of Shareholders through electronic means (“E-AGM”).

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

Directors attending the Meeting in person, totaling 8 directors;

Dr. Phunnappath (Former Name: Dr. Apichai Taechaubol)	Taechasirithiwapakdi	Director, Chairman and Executive Chairman
Mr. Anukul	Ubonnuch	Director, Vice Chairman, Executive Director and Managing Director
Mr. Gumpol	Tiyarat	Independent Director and Audit Committee Chairman
Mr. Tawil	Praisont	Independent Director and Audit Committee Member
Dr. Varnadharma	Kanchanasuvarna	Independent Director and Audit Committee Member
Mrs. Rachanee	Siwawej	Director, Executive Director and Director Deputy Managing Director, Finance
Mr. Rutthakon	Taechasirithiwapakdi	Director, Executive Director and Assistant Managing Director, Business Development, Marketing and Sales (High Rise)
Ms. Siriporn	Tamenant	Director, Executive Director, Director Deputy Managing Director, Administration and Information Technology and Company Secretary

Directors attending the Meeting via electronic means, 1 director;

Mr. Asun	Taechasirithiwapakdi	Director, Executive Director and Director Deputy Managing Director
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The proportion of directors who attended the Meeting was 100.00% of total 9 directors.

The executive, namely;

Mr. Chaiya                      Larprawakitchai                      Assistant Managing Director, Finance

Associate attendees, namely;

Representative from Far East Law Office (Thailand) Co., Ltd. which is the legal advisor and the Meeting's votes inspector, namely Mr. Thanat Duangsamruay. Representatives from EY Office Limited which are the auditors, consisting of Mr. Kittiphun Kiatsomphob and Ms. Pavinee Krachangwongcha. Representative from FIS Capital Company Limited which is the financial advisor, namely Mr. Nirun Chamroonrat and Internal auditor, namely Mr. Theerachai Meekaew.

The Assistant Company Secretary reported the Meeting about on the promotion of good corporate governance practice and the equitable and fair treatment to all shareholders as follows:

The Company had offered the right to shareholders to propose, to the 2025 Annual General Meeting of shareholders, any agenda and qualified candidate for directorship. Besides, it had sent out a request for advance question that shareholders would need for clarification at the 2025 Annual General Meeting of Shareholders in an attempt to promote good corporate governance practice and for the purpose of an equitable and fair treatment to all shareholders with criteria and procedure as announced on the Company's website since November 15, 2024. The shareholders may fill in the document "Form to Propose Agenda to the 2025 Annual General Meeting of Shareholders", and send back to the Company via e-mail or fax and send an original to the Company in writing together with other supporting documents as required by the Company within December 31, 2024. Apparently, there was no shareholders exercised such right.

A quorum for the Annual General Meeting of Shareholders shall be formed by at least 25 shareholders or not less than haft of the total number of shareholders and holding an aggregate number of shares of no less than 1/3 (one-third) of the total number of paid-up shares to be 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 Annual General Meeting of Shareholders.

The Company has recorded the meeting in the form of audiovisual media for the purpose of capturing, utilizing, and disclosing personal data, including images, sound, and motion pictures of all meeting participants, to be used for meeting recording and report preparation, and meeting management. By meeting today, it will be an electronic meeting through the Inventech Connect system, which has a certified control system (Zoom Meeting) and has an Inventech Connect voting system which has been self-assessed by the Electronic Transactions Development Agency (ETDA) to ensure compliance with the standards for electronic meetings of shareholders according by the Electronic Transactions Act B.E. 2563 (2020) and the Ministry of Digital Economy and Society: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) including other related criteria.

In addition, the Company has arranged for a representative from the legal advisor from Far East Law Office (Thailand) Company Limited to monitor the voting in the meeting and ensure that the meeting was transparent, in accordance with the law and the Company's regulations, as well as the principles of good corporate governance.

**Procedures for voting by attendees in person and the proxies**

In this Annual General Meeting of Shareholders, each shareholder is entitled to one vote per share. In conducting the Meeting on each agenda if no shareholder vote disapproves or abstains 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 vote, press "Cancel the 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 1 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.

**Sending and answering questions in the Meeting room**

If shareholders have questions or opinions on any agenda, the shareholders shall ask questions by selecting the agenda that the shareholders want to inquire, then press the symbol "Question", type the question, and press the symbol "Send Question". The shareholders must inform name, surname and status, such as coming in person or by proxy before asking questions every time in order to be able to record in the Minutes correctly and completely.

The Company reserves the right to consider and select questions as appropriate and in case there are any questions that are not answered during the meeting due to limited time, the Company will consider collecting questions, answering, and disclosing in the Minutes or through the Company's website.

Then, the Assistant Company Secretary informed the Meeting that there were 7 shareholders who attended the Meeting via electronic media in person, totaling 472,054,300 shares, 45 shareholders who granted proxies, totaling 1,024,240,495 shares. The total number of shareholders attending the meeting via electronic media in person and by proxies were 52 shareholders, totaling 1,496,294,795 shares, representing 39.3477 percent of the total paid-up capital of 3,802,747,351 shares, which duly formed a quorum as stated in the Articles of Association of the Company.

The Assistant Company Secretary invited the Chairman, Dr. Phunnappath Taechasirithiwapakdi, as the Chairman of the Meeting, opening the Meeting.

The Chairman of the Meeting open the Meeting and assigned the Assistant Company Secretary as the person conducting this shareholders' Meeting according to the agendas of the Meeting as follows:

**Agenda 1 : To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025.**

The Assistant Company Secretary proposed the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 held on January 28, 2025 for the Meeting to approve.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions 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, pursuant to Clause 33. of the Company's Articles of Association.

**Resolved :** The Meeting having considered the matter and deemed that the Minutes were correct, therefore the Meeting resolved with unanimously votes, adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 held on January 28, 2025 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	1,496,294,795	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholder/proxy increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,496,294,795 shares.

**Agenda 2 : To acknowledge the report of the Company's operating results in year 2024.**

Mr. Chaiya Larprawakitchai, Assistant Managing Director, Finance, reported the Company's operating results in year 2024 which can be summarized as following:

Unit : Million Baht

Financial Information	2024	2023	2022
1. Revenue from sale and services	2,161.85	2,795.95	611.07
2. Total revenues	2,186.82	2,840.35	637.92
3. Net Profit (loss)	173.56	582.14	(272.01)
4. Total assets	8,499.68	9,557.40	8,877.59
5. Total liabilities	5,393.10	6,621.54	6,540.55
6. Shareholders' equity	3,106.59	2,935.86	2,337.05

In 2024, the Company had total revenues of Baht 2,186.82 million, a decrease of Baht 653.53 million from the same period of last year, or 23 percent, due to the decrease in revenue from land sales in the TFD Industrial Estate. The Company had a net profit of Baht 173.56 million, a decrease from the same period of last year of Baht 408.58 million, or 70.19 percent, resulting from a decrease of revenue from land sale in the TFD industrial estate.

The Company's total assets were Baht 8,499.68 million, a decrease of Baht 1,057.72 million or 11.07 percent compared to the same period of the last year, due to the Company selling land in the TFD 2 Industrial Estate. Total liabilities were Baht 5,393.10 million, a decrease of Baht 1,228.45 million or 18.55 percent from year 2023 due to loan repayments during the period. For shareholders' equity, it was Baht 3,106.59 million, an increase of Baht 170 million from the end of the last year due to the Company having a profit from operations.

Financial Ratio	2024	2023	2022
1. Net profit ratio to total revenues ratio	7.94%	20.52%	-42.67%
2. Return on equity ratio	5.74%	22.11%	-12.35%
3. Return on total assets ratio	1.92%	6.32%	-3.08%
4. Net Profit (loss) per share (Baht)	0.05	0.17	(0.09)
5. Dividend per share (Baht)	-	-	-
6. Book value per share (Baht)	0.82	0.77	0.71
7. Liquidity ratio (times)	1.07	1.56	1.53
8. Total liabilities to Shareholders' equity (times)	1.74	2.26	2.80

For the year 2024, ending on December 31, 2024, the Company had a return on equity of 5.74 percent, a decrease of 12.58 percent or 61.31 percent from the previous year due to the Company's decreased operating profit. The liquidity ratio was 1.07 times, a decrease of 0.47 times or 31.41 percent from the last year, as a result of the Company having less debt. Total debt to equity was 1.74 times, a decrease of 0.52 times or 23.01 percent from the last year due to the Company repaying bonds and having increased operating profits.

The Assistant Company Secretary reported that the Company has created a written anti-corruption policy to provide clear guidelines for conducting business and developing the organization towards sustainability. The details appear in the 2024 Annual Report (Form 56-1 One Report) in QR Code format as in Enclosure 2, pages 285 – 287 in Thai

Version, to prevent and concretely oppose corruption according to the principles of good corporate governance by using it as a practice guideline. In addition, the Board of Directors has arranged to review the said policy annually including supporting anti-corruption by organizing training to provide knowledge and refresh the understanding of the Company's employees in the Company's anti-corruption policy. The Company has not found any complaints of fraud and corruption until now.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

**Resolved :** The Meeting acknowledged the Annual Report of the Board of Directors and the 2024 operating results of the Company.

**Agenda 3 :** **To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2024.**

The Assistant Company Secretary proposed the Financial Statements for the fiscal year ended December 31, 2024, 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 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 2024 (Form 56-1 One Report) in the form of QR Code page 157 to page 165 (Thai Version), as per Enclosure 2 in the Invitation Letter which has already been delivered to the shareholders.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions 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, pursuant to Clause 33. of the Company's Articles of Association.

**Resolved :** The Meeting having considered the matter, resolved with unanimously votes, approve the Statement of Financial Statements which comprise of the consolidated Financial Statements, the consolidated Statement of Comprehensive Income, the consolidated Statements of Changes in Shareholders' Equity and the consolidated Statement of Cash Flow for the fiscal year ended December 31, 2024 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	1,496,294,795	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,496,294,795 shares.

**Agenda 4 :** To consider and approve the allocation of the 2024's net profit, and the omission of dividend payment.

The Assistant Company Secretary proposed the allocation of the 2024's net profit, and the omission of dividend payment for the Meeting to consider and approve.

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. (Details of Dividend payments of the past year appeared on Page 3 - 4 of the Invitation Letter (English Version) which has already been delivered to the shareholders).

According to the Company had cumulative loss at the end of the Year 2024, the Board of Directors deemed that the Meeting is appropriate to approve the omission of dividend payment and legal reserve.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions 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, pursuant to Clause 33. of the Company's Articles of Association.

**Resolved :** The Meeting having considered the matter, resolved with unanimously votes, approve the omission of dividend payment and legal reserve 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	1,496,294,795	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,496,294,795 shares.

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

The Assistant Company Secretary proposed the election of directors to replace those retiring by rotation to the Meeting for consider and approve.

According to Clause 17. of the Company's Articles of Association, one-third of the directors shall be retired on rotation at the 2025 Annual General Meeting of Shareholders. The Articles of Association require the approval vote by simple 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 and be eligible for re-appointment by the shareholders.

In this year, the directors who had been in the office for the longest period and shall be retired by rotation are as follows:

1. Dr. Varnadharm Kanchanasuvarna Independent Director and Audit Committee Member
2. Mrs. Rachanee Siwawej Director, Executive Director and Director Deputy Managing Director, Finance
3. Mr. Asun Taechasirithiwapakdi Director, Executive Director and Director Deputy Managing Director

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 the three directors' backgrounds and performances appear in Enclosure 3 in the Invitation Letter, pages 34 to 37 (English Version) that have been delivered to the shareholders.

Therefore, Dr. Varnadharm Kanchanasuvarna, 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.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions 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, pursuant to Clause 33. of the Company's Articles of Association

**Resolved :** The Meeting having considered the matter, resolved with unanimously votes, re-elect three directors who were retired by rotation as directors for another term.

Whereas the Meeting had elected each individual person, with the following votes:

1. The Meeting resolved with unanimously votes, re-elect **Dr. Varnadharna Kanchanasuvarna** as an independent director 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	1,496,294,795	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

2. The Meeting resolved with unanimously votes, re-elect **Mrs. Rachanee Siwawej** as a director 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	1,496,294,795	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

3. The Meeting resolved with unanimously votes, re-elect **Mr. Asun Taechasirithiwapakdi** as a director 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	1,496,294,795	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,496,294,795 shares.

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

The Assistant Company Secretary proposed the Meeting to consider and approve the remuneration for the directors.

The remuneration which was approved by the 2024 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 2025, 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 to determine the directors' remuneration of the year 2025 increase to a total of Baht 12,000,000.- (Twelve million Baht) per year.

The details of the remuneration payment of each director and the scope of responsibility of the Board of Directors and the Audit Committee are appeared in the Annual Report 2024 (Form 56-1 One Report) in the form of QR Code, as per Enclosure 2 in the Invitation Letter on page 118 and Page 111 to Page 113, respectively (Thai Version) which has already been delivered to the shareholders.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by not less than two-thirds of the total number of votes of the shareholders or proxies presented at the Meeting, pursuant to Section 90 of the Public Limited Company Act B.E. 2535.

**Resolved :** The Meeting having considered the matter, resolved with unanimously votes, approved the directors' remunerations of the year 2025 increase to a total of Baht 12,000,000.- (Twelve million Baht) per year whereby the Board of Directors has authorized to allocate the remuneration to each director 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
1. Approve	1,496,294,795	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

*Remark:* In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,496,294,795 shares.

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

The Assistant Company Secretary proposed the Meeting to consider and approve the appointment of auditors and the auditor fees.

To comply with the Public limited Company Act B.E 2535 which requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the audit fee every year and by the recommendation from the Audit Committee, the Board of Directors deems appropriate to propose to the Meeting to appoint the auditors from ANS Audit Co., Ltd. according to the following list as the auditors of the Company and its subsidiaries for the year 2025 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, ANS Audit Co., Ltd. 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.

Mr. Sathien	Vongsnan	CPA No. 3495 or
Mr. Atipong	Atipongsakul	CPA No. 3500 or
Ms. Kultida	Pasurakul	CPA No. 5946 or
Ms. Panita	Chotesaengmaneeekul	CPA No. 9575 or
Ms. Wanpen	Sakpibunrat	CPA No. 11015

In this regard, the five auditors, namely above, have proposed for the first year (1<sup>st</sup> Year) and never sign.

The auditor proposed the 2025 auditor's fee for the Company in the amount of Baht 1,650,000.- per year, decreasing Baht 1,050,000.- from the 2024 auditor's fee which was Baht 2,700,000.- per year, and also proposed to be the auditor for 5 subsidiaries of the Company comprising of JCK Utilities Co., Ltd., SG Land Co., Ltd., Crown Development Co., Ltd., Ratchadamri Real Estate Co., Ltd., and JCK Sathorn Hotel Co., Ltd.. Therefore, the year 2025 auditor's fees of the Company and its subsidiaries is totaling Baht 3,210,000.- per year, decreasing Baht 1,370,000.- from the 2024 auditor's fee which was Baht 4,580,000.- per year.

The accounting firm, ANS Audit Co., Ltd., has experience in auditing many listed companies, has various types of businesses, including real estate and hotel businesses. It is reliable and has personnel who are ready to support the work efficiently, works according to generally accepted accounting standards. Therefore, it has good performance, which will make the auditing standards of the Company and its subsidiaries at an international level, including the audit fee offered at a reasonable price, and has no relationship or transactions that may cause a conflict of interest with the Company or its subsidiaries. In addition, there is no interest with the Company, its subsidiaries, executives or major shareholders or those related thereto in any manner.

The auditor's fees in year 2025 does not include other service fees (Non-Audit Services Fee).

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions 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, pursuant to Clause 33. of the Company's Articles of Association.

**Resolved :** The Meeting having considered the matter, resolved with unanimously votes, appoint the EY Office Company Limited, by Mr. Sathien Vongsnan CPA No. 3495 or Mr. Atipong Atipongsakul CPA No. 3500 or Ms. Kultida Pasurakul CPA No. 5946 or Ms. Panita Chotesaengmaneeekul CPA No. 9575 or Ms. Wanpen Sakpibunrat CPA No. 11015, as the auditor of the Company and the subsidiaries for the year 2025 with the total audit fee of Baht 3,210,000.- per year, 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	1,496,294,795	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,496,294,795 shares.

**Agenda 8 : To consider and approve the amendment of the Company's Articles of Association.**

The Assistant Company Secretary reported to the Meeting to consider and approve the amendment of the Company's Articles of Association, Article 25, Article 31, Article 32 and Article 40.

To keep the Company's Articles of Association current and in line with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and the Public Limited Companies Act (No. 4) B.E. 2565 (2022). The detail are as follows:

Previous Article of Association	Article of Association that proposed for amendment (with the text in bold and underlined)
<p><b>Article 25</b> To convene the board of directors' meeting, the chairman or assigned person shall send an invitation letter to the meeting to directors at least seven days before the meeting date, except in an urgent case. Nonetheless, to preserve the right or benefit of the company, the invitation letter to the meeting may be sent via an alternative method, and the meeting date may be postponed to an earlier date.</p> <p>The chairman or a designated director appointed by the chairman shall determine the date, time, and location of the Board Meeting. The meeting location may be set outside the company's head office area or nearby provinces.</p>	<p><b>Article 25</b> To convene the board of directors' meeting, the chairman or assigned person shall send an invitation letter to the meeting to directors at least <b><u>three</u></b> days before the meeting date, except in an urgent case. Nonetheless, to preserve the right or benefit of the company, the invitation letter to the meeting may be sent via <b><u>electronic means or any other means as permitted by law at present and/or to be changed hereafter, however, to the extent of criteria and procedures as stipulated by law,</u></b> and the meeting date may be postponed to an earlier date.</p> <p>The chairman or a designated director appointed by the chairman shall determine the date, time, and location of the Board Meeting. The meeting location may be set outside the company's head office area or nearby provinces <b><u>or may be conducted via electronic means or any other means as stipulated by law at</u></b></p>

Previous Article of Association	Article of Association that proposed for amendment (with the text in bold and underlined)
	<u>present and/or to be changed hereafter, in accordance with the criteria and procedures as stipulated by law.</u>
<p><b>Article 31</b> In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the location, date, time, agenda of the meeting, and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgment or approval or consideration, as the case may be, including the opinion of the board of directors on the said matters. The board of directors must send the notification to the shareholders for no less than seven days in advance and advertise the invitation letter to the meeting in a newspaper for no less than 3 days before a meeting date, and for 3 consecutive days.</p> <p>The board of directors shall determine the date, time, and location of the shareholders' meeting. The meeting location must be in the area where the company's head office is located or in another province as deemed appropriate by the board of directors.</p> <p>At the shareholders' meeting, a shareholder may appoint another person who has reached the legal age to attend and vote on their behalf at a meeting. A proxy instrument shall be dated and signed by the shareholder and shall be in the form determined by the Share Registrar.</p> <p>The proxy instrument shall be sent to the chairman or the person designated by the chairman before the proxy attends the meeting.</p> <p>In voting, the proxy shall have the same number of votes as the</p>	<p><b>Article 31</b> In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the location, date, time, agenda of the meeting, and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgment or approval or consideration, as the case may be, including the opinion of the board of directors on the said matters. The board of directors must send the notification to the shareholders for no less than seven days in advance and advertise the invitation letter to the meeting in a newspaper for no less than 3 days before a meeting date, and for 3 consecutive days, <u>or advertise via electronic means or any other method as stipulated by law at present and/or to be changed hereafter, in accordance with the criteria and procedures as stipulated by law.</u></p> <p><u>In the event that the shareholders' meeting is called to be held via electronic means, the company may send the invitation letter by electronic mail instead. The Company's head office shall be deemed the venue of such meeting.</u></p> <p>The board of directors shall determine the date, time, and location of the shareholders' meeting. The meeting location must be in the area where the company's head office is located or in another province as deemed appropriate by the board of directors.</p> <p>At the shareholders' meeting, a shareholder may appoint another person who has reached the legal age to attend</p>

Previous Article of Association	Article of Association that proposed for amendment (with the text in bold and underlined)
<p>shareholder who granted the proxy, unless the proxy announces at the meeting before voting that they will vote on behalf of only certain shareholders, specifying the names of the shareholders and the number of shares held by each shareholder.</p>	<p>and vote on their behalf at a meeting. A proxy instrument shall be dated and signed by the shareholder and shall be in the form determined by the Share Registrar.</p> <p>The proxy instrument shall be sent to the chairman or the person designated by the chairman before the proxy attends the meeting <u>or the proxy may be granted through electronic means, provided that such method is safe, and that it is credible that such proxy has been duly made by a shareholder in accordance with the criteria as stipulated by the Share Registrar.</u></p> <p>In voting, the proxy shall have the same number of votes as the shareholder who granted the proxy, unless the proxy announces at the meeting before voting that they will vote on behalf of only certain shareholders, specifying the names of the shareholders and the number of shares held by each shareholder.</p>
<p><b>Article 32</b> In the shareholders' meeting, there must be at least twenty-five shareholders or at least half of the total number of shareholders, including proxy holders (if any), present at the meeting. Additionally, the total shares present must be no less than one-third of the total issued shares in order to constitute a quorum.</p> <p>If it appears that, after the scheduled time for the shareholders' meeting has passed by one hour, the number of shareholders present is insufficient to constitute a quorum as required, and the meeting was called upon the request of shareholders, the meeting shall be adjourned. If the meeting was not</p>	<p><b>Article 32</b> In the shareholders' meeting, <u>whether conducted in person or via electronic means,</u> there must be at least twenty-five shareholders or at least half of the total number of shareholders, including proxy holders (if any), present at the meeting. Additionally, the total shares present must be no less than one-third of the total issued shares in order to constitute a quorum.</p> <p>If it appears that, after the scheduled time for the shareholders' meeting has passed by one hour, the number of shareholders present is insufficient to constitute a quorum as required, and the meeting was called upon</p>

Previous Article of Association	Article of Association that proposed for amendment (with the text in bold and underlined)
<p>called upon the request of shareholders, a new meeting shall be scheduled, and a notice of the meeting must be sent to the shareholders at least seven days prior to the meeting date. In the subsequent meeting, a quorum is not required.</p> <p>In voting, each shareholder shall have votes equal to the number of shares they hold, with one share equaling one vote. However, in the case where the company issues preferred shares and specifies that they have fewer voting rights than common shares, the preferred shares shall have voting rights as specified.</p> <p>Voting shall be conducted openly, unless at least five shareholders request and the meeting resolves to hold a secret vote, in which case the voting shall be done secretly. The method for secret voting shall be determined by the chairman of the meeting.</p>	<p>the request of shareholders, the meeting shall be adjourned. If the meeting was not called upon the request of shareholders, a new meeting shall be scheduled, and a notice of the meeting must be sent to the shareholders at least seven days prior to the meeting date. In the subsequent meeting, a quorum is not required.</p> <p>In voting, each shareholder shall have votes equal to the number of shares they hold, with one share equaling one vote. However, in the case where the company issues preferred shares and specifies that they have fewer voting rights than common shares, the preferred shares shall have voting rights as specified.</p> <p>Voting shall be conducted openly, unless at least five shareholders request and the meeting resolves to hold a secret vote, in which case the voting shall be done secretly. The method for secret voting shall be determined by the chairman of the meeting.</p>
<p><b>Article 40</b> Payment of dividends from money other than profit, including retained earnings, is not allowed. In the case where the company still has accumulated losses, payment of dividends is prohibited.</p> <p>Dividends shall be equally distributed according to the number of shares and the payment of dividends requires the approval of a shareholders’ meeting.</p> <p>The board of directors may pay interim dividends to the shareholders from time to time when the board of directors finds that the Company has sufficient profit, and a report thereof shall be made to the next shareholders’ meeting.</p> <p>The payment of dividends shall be made within one month from the date the resolution was passed by the</p>	<p><b>Article 40</b> Payment of dividends from money other than profit, including retained earnings, is not allowed. In the case where the company still has accumulated losses, payment of dividends is prohibited.</p> <p>Dividends shall be equally distributed according to the number of shares and the payment of dividends requires the approval of a shareholders’ meeting.</p> <p>The board of directors may pay interim dividends to the shareholders from time to time when the board of directors finds that the Company has sufficient profit, and a report thereof shall be made to the next shareholders’ meeting.</p> <p>The payment of dividends shall be made within one month from the date the resolution was passed by the</p>

Previous Article of Association	Article of Association that proposed for amendment (with the text in bold and underlined)
<p>shareholders’ meeting or by a meeting of the board of directors, as the case may be. Written notices thereof shall be sent to the shareholders and published in a newspaper.</p> <p>Where the shares in the company have not yet been completely sold according to the number of shares registered or where the company has already registered a capital increase, the company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, subject to the approval of a shareholders’ meeting.</p>	<p>shareholders’ meeting or by a meeting of the board of directors, as the case may be. Written notices thereof shall be sent to the shareholders and published in a newspaper <b><u>or by electronic means or any other method as stipulated by law at present and/or to be changed hereafter, in accordance with the criteria and procedures as stipulated by law.</u></b></p> <p>Where the shares in the company have not yet been completely sold according to the number of shares registered or where the company has already registered a capital increase, the company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, subject to the approval of a shareholders’ meeting.</p>

Including delegating authority to individuals assigned by the authorized directors of the Company to proceed with the registration of amendments to the Company's Articles of Association, including amendments and/or changes to add additional information to comply with the registrar's orders as necessary and appropriate.

The Assistant Company Secretary inquired whether any shareholders or proxies who attended the meeting would have any question and express their opinion. As there was no further questions and opinions from the shareholders or proxies.

This agenda must be approved by not less than three-fourths of the total number of votes of the shareholders present at the Meeting and eligible to vote, pursuant to Clause 34. of the Company’s Articles of Association.

**Resolved :** The Meeting having considered the matter, resolved with unanimously votes, approve the amendment of the Company's Articles of Association, Article 25, Article 31, Article 32 and Article 40. including delegating authority to individuals assigned by the authorized directors of the Company to proceed with the registration of amendments to the Company's Articles of Association, including amendments and/or changes to add additional information to comply with the registrar's orders as necessary and appropriate according to the details 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	1,496,294,795	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

**Remark:** In this agenda, there were - shareholders/proxies increasing from the previous agenda, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,496,294,795 shares.

**Agenda 9 : Consider other matter (if any)**

The Assistant Company Secretary asked if any shareholders would like to submit other matters to the Meeting or if anyone would have any question.

Mr. Vinchai Kaitniyomsak, proxy from Thai Investors Association (TIA), has questions as follows:

1. Please report the latest progress in submitting the Environmental Impact Assessment or EIA report for the TFD 3 Industrial Estate project and when it is expected to start operations.
2. After the asset sale transaction to TIREIT was cancelled in October 2024 because TIREIT could not raise funds as targeted, we would like to know the schedule of the factory asset sale plan.

Mr. Chaiya Larpwarakitchai, Assistant Managing Director, Finance, answering the questions as follows:

1. The Company received EIA approval on December 25, 2024. For the TFD 3 Industrial Estate project, the Company does not have a project under that name. Currently, the Company has the TFD 2 expansion projects, covering a total area of 1,230 rai, with a project value of approximately Baht 9 billion. Revenue will be recognized gradually within 3-4 years, which will increase the Company's performance. Currently, after receiving EIA, Master Plan approval and submitting an application for permission to allocate which approximately 1-2 months, the Company will be able to transfer ownership. The Company has a backlog of approximately 50 rai, value of Baht 500 million, which is expected to be transferred within the third quarter of 2025.
2. For selling assets to the Real Estate Investment Trusts (REITs), the Company still has the same operating plan. The Company has 2 approaches: selling the entire area of approximately 90,000 square meters or dividing to sell approximately 30,000 square meters first. Both approaches are still in the Company's operating plan. It is expected to take 6-9 months.

Mr. Vinchai Kaitniyomsak, proxy from Thai Investors Association (TIA), has suggestion as follows:

Propose that the Company hold an Annual General Meeting (AGM) in a hybrid format, combining both Physical and Online, to provide shareholders with an opportunity to communicate smoothly between the Company's executives and the Board of Directors.

The Company acknowledges this suggestion.

As there were no further matter questions or opinions from the shareholders or proxies, the Assistant Company Secretary then invites the Chairman of the meeting stated closing the meeting.

The Chairman of the meeting expressed his appreciation to all shareholders and proxies who attended the meeting and announced the meeting to be adjourned.

The Meeting was adjourned at 15.00 hours.

A handwritten signature in blue ink, appearing to be 'Phun', written in a cursive style.

.....  
(Dr. Phunnappath Taechasirithiwapakdi)  
Chairman of the Meeting

Annual Report of the Year 2025 (Form 56-1 One Report) and  
the consolidated Financial Statements for the fiscal year ended December 31, 2025,  
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	: Dr. Apichai Taechasirithiwapakdi	
Age	: 69 years	
Present position in the Company	: December 14, 2022 – Present Director Chairman Executive Chairman	
Period of directorship	: 3 years and 3 months	
Number of directorship terms	: 1 period and 10 months (1 period : 3 years)	
Type of proposal directors	: Director	
Education	: Honorary Degree of Master of Business Administration in Department of General Management, Ramkhamhaeng University : Master's Degree in Political Science, Ramkhamhaeng University : Bachelor's Degree in Business Administration, North Central University, Arizona, U.S.A. : Bachelor's Degree in Political Science, Ramkhamhaeng University	
Director Training Program from IOD	: DAP, Class 39/2005 Program : Chairman 2000 Program : CGI, Class 3/2015 Program	
Number of Shareholding	: 354,184,456 shares or equal to 9.31% of total paid-up shares (as of December 30, 2025)	
Present position in other companies	- Listed companies : Jan 13, 2023–Present	Chairman and Executive Chairman Quantum D C Public Company Limited (Former: JCK Hospitality Public Company Limited)

- Non-listed companies : 2025 – Present Director  
JCK Sathorn Hotel Co., Ltd.
- : 2025 – Present Director  
Crown Development Co., Ltd.
- : 2025 – Present Director  
JCK Utilities Co., Ltd.
- : 2017 – Present Director  
BGY & TFD Properties Co., Ltd.
- : 2019 – Present Director  
AP Prime Property Co., Ltd.
- : 2011 – Present Director and Executive Chairman  
JC Kevin Development Co., Ltd.
- : 2014 – Present Director and Executive Director  
JC Kevin Food & Beverage Co., Ltd.
- : 2010 – Present Director  
Fine Two Asset Co., Ltd.
- : 2018 – Present Director  
High Active Consultant  
Communication Co., Ltd.
- : 2015 – Present Director  
Rim Nam Bangpakong Co., Ltd.
  
- Companies that may cause any conflict of interests to the Company : None

Attendance of the Meeting in 2025

- The Board of Directors Meeting : Attendance the Meeting totaling 10 of 10 times

**Independent Director's Resume**  
**JCK International Public Company Limited**

Name - Surname : Mr. Tawil Praisont

Age : 88 years

Present position in the Company : May 25, 2023 - Present  
 Independent Director  
 Audit Committee Member

Number of years served as a director and an independent director : 2 years 10 months

Number of directorship terms : - period and 2 years 10 months (1 period : 3 years)

Type of proposal directors : Independent Director

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

Director Training Program from IOD : None

Number of Shareholding : None

Present position in other companies

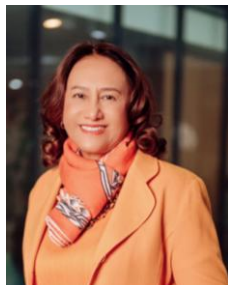
- Listed companies : None
- Non-listed companies : None
- Companies that may cause any conflict of interests to the company : None

Attendance of the Meeting in 2025

- The Board of Directors Meeting : Attendance the Meeting totaling 10 of 10 times
- The Audit Committee Meeting : Attendance the Meeting totaling 5 of 5 times



**Director's Resume**  
**JCK International Public Company Limited**

Name - Surname	: Ms. Siriporn Tamenant	
Age	: 68 years	
Present position in the Company	: June 10, 2019 – Present Director Executive Director Director Deputy Managing Director, Administration and Information Technology and Company Secretary	
Period of directorship	: 6 years 10 months	
Number of directorship terms	: 2 period and 10 months (1 period : 3 years)	
Type of proposal directors	: Director	
Education	: Master of Arts in English Naresuan University : Bachelor of Science in Business Administration (Finance) Roosevelt University, Chicago, U.S.A.	
Director Training Program from IOD	: Risk Management Program for Corporate Leaders (RCL), class 5/2016 : Ethical Leadership Program (ELP), class 2/2015 : Advanced Audit Committee Program (AACP), class 16/2014 : Director Accreditation Program (DAP), class SEC/2014 : Role of the Chairman Program (RCP), class 34/2014 : Effective Minutes Taking (EMT), class 8/2007 : Company Secretary Program (CSP), class 13/2005 and 22/2007 : Role of The Compensation Committee (RCC), class 1/2006	
Number of Shareholding	: None	
Present position in other companies	: None	
- Listed companies	: None	
- Non-listed companies	: June 17, 2025 – Present	Director JCK Sathorn Hotel Co., Ltd.
- Companies that may cause any conflict of interests to the company	: None	
Attendance of the Meeting in 2025	: Attendance the Meeting totaling 10 of 10 times	
- The Board of Directors Meeting	: Attendance the Meeting totaling 10 of 10 times	

## 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 (F 53-4)**  
**JCK INTERNATIONAL PUBLIC COMPANY LIMITED**  
**February 26, 2026**

We, JCK International Public Company Limited (“the Company”) hereby report the resolutions of the Board of Directors’ meeting No. 1/2026, held on February 26, 2026 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 2026 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 1,900,000,000.00 from the existing registered capital of Baht 5,702,747,351.00 to the new registered capital of Baht 3,802,747,351.00 by canceling 1,900,000,000 par value of Baht 1.00 per share. Such ordinary shares were previously allocated to accommodate: (1) the exercise of conversion rights of convertible debentures issued and offered to the Company’s existing shareholders in proportion to their shareholding (Right Offering) in the amount of 100,000,000 shares; and (2) the exercise of warrants to purchase ordinary shares of the Company No. 7 (JCK-W7), in the amount of 1,800,000,000 shares, which have not been allocated to the Company’s existing shareholders who subscribed for and were allocated the convertible debentures, since the Company did not issue and offer such convertible debentures. The issuance of such convertible debentures had previously been approved by the Extraordinary General Meeting of Shareholders No. 1/2025 held on January 28, 2025.

**1.2 Capital Increasing**

The Board of Directors’ meeting passed a resolution approving to propose the 2026 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital by Baht 2,053,483,570.00 from the existing registered capital of Baht 3,802,747,351.00 to the new registered capital of Baht 5,856,230,921.00 by issuing not exceeding 2,053,483,570 newly issued ordinary shares with 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	Not exceeding 912,659,365	1.00	118,645,717.45
	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 Specifying the purpose of utilizing proceeds

Allotted to	Number of shares	Ratio (existing : new)	Selling price (Baht/share)	Subscription and payment date	Remark
Private placement	912,659,365	-	0.13	-	Please see Note below

#### **Noted:**

The Board of Directors' meeting passed a resolution approving the allocation of newly issued ordinary shares of the Company under Purpose-Specific Utilization of Proceeds under specifying the purpose of utilizing proceeds, by allocating 912,659,365 newly issued ordinary shares with a par value of Baht 1.00 per share, with the details as follows:

- To approve the allocation of 912,659,365 newly issued ordinary shares of the Company with a par value of Baht 1.00 per share, at one time or several times, for offering to specific persons (Private Placement) to 4 investors, namely: (1) Mr. Luo Guichuan (2) Ms. Zanelle Lim Jinn Tonn (3) Mr. Yanyong Thanompichaithamrong (4) Pol.Col Ruamnakorn Tubtimthongchai ("PP Investors") at an offering price of Baht 0.13 per share, representing a total value of Baht 118,645,717.45 (the "PP Transaction").

The PP Investors are not connected persons of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (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, 2003 (as amended) ("the Notification of the Connected Transactions"). In addition, the PP Investors have no relationship among themselves in the nature of acting in concert (Concert Party), nor do they have any relationship that would constitute persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), which would result in an obligation to make a mandatory tender offer for all securities of the Company following the allocation of the Company's newly issued ordinary shares.

In this regard, the PP Transaction constitutes an offering of newly issued shares to a private placement, whereby the Board of Directors has clearly resolved to determine the offering price for submission to the shareholders' meeting for consideration and approval. Such offering does not fall within the scope of an offering of newly issued shares at a price lower than 90 percent of the market price pursuant to the rules prescribed under the Notification of Capital Market Supervisory Board TorChor. 28/2022 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement (as amended) (the "Notification TorJor. 28/2022"). For this purpose, the market price is calculated based on the weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand (the "SET") for 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026 resolved to propose the PP Transaction for shareholders' approval, during the period of February 5 – 25, 2026, which equals Baht 0.14 per share (source: SETSMART at [www.setsmart.com](http://www.setsmart.com)).

Therefore, such offering price of newly issued ordinary shares is lower than the Company's par value as the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2025. 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 Companies Act 1992 (including additional amendments) (as stipulated in Section 52 of the Public Limited Companies 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).

Since the offering price of the newly issued ordinary shares under the PP Transaction does not fall within the scope of an offering of newly issued shares at a price lower than 90 percent of the market price pursuant to the Notification TorJor. 28/2565, the Company is not subject to the silent period requirement. Accordingly, the Company is not required to impose any restriction prohibiting the PP Investors who receive shares from such private placement from selling all of the shares so allocated within the prescribed period under the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Newly Issued Ordinary or Preferred Shares as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).

Notwithstanding the foregoing, the allocation of shares as detailed above shall, in any event, not result in any PP Investor holding shares of the Company in such a manner that increases its shareholding to or beyond the threshold requiring a mandatory tender offer, as prescribed under the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended). In addition, following this capital increase, none of the PP Investors will assume any position as director and/or executive of the Company, nor appoint any representative to serve as a director and/or executive of the Company.

In this regard, the Notification TorJor. 28/2565 stipulates that a listed company must complete the offering of newly issued shares within the period approved by the shareholders' meeting, which shall not exceed three (3) months from the date on which the shareholders' meeting resolves to approve such offering. Alternatively, the Company may complete the offering within twelve (12) months from the date of the shareholders' approval, provided that the shareholders' meeting has clearly resolved that, upon the lapse of the aforementioned three-month period, the Board of Directors or the person(s) authorized by the Board of Directors shall be empowered to determine the offering price based on the market price prevailing at the time of the offering. Accordingly, the Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the authorization for the Board of Directors or the person(s) authorized by the Board of Directors to determine the offering price based on the market price at the time of the offering upon the expiration of three (3) months from the date on which the shareholders' meeting approves the offering of the newly issued shares.

In order to ensure that the offering of the Company's newly issued shares is carried out in compliance with the aforementioned notification, the meeting resolved to propose that the shareholders' meeting consider and approve the authorization of the Board of Directors, the Executive Committee, the Chief Executive Officer, the Managing Director, or any person authorized by the Board of Directors, the Executive Committee, the Chief Executive Officer, or the Managing Director, to be empowered to undertake any acts in connection with the issuance, offering, allocation, and subscription of such newly issued ordinary shares, including, but not limited to, the following actions:

- (a) To consider and determine any other details relating to the allocation of newly issued ordinary shares to a private placement, including but not limited to the determination of the offering period, as well as prescribing the relevant terms and conditions in accordance with the laws and regulations governing the issuance and offering of securities.
- (b) To determine and amend the subscription period and offering period for the newly issued ordinary shares, the allocation of such shares whether in a single offering or on several occasions, the payment for shares, and any other terms and conditions relating to the subscription and offering of the newly issued ordinary shares.

- (c) To determine the offering price based on the market price in the event that the period of three (3) months from the date on which the shareholders' meeting resolves to approve the offering of shares to a private placement has lapsed, in accordance with the rules prescribed under the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565, whereby such offering price shall be the best price in accordance with the prevailing market conditions at the time the Company offers the shares to the private placement.
- (d) To execute, amend, vary, contact, or report any matters in the relevant applications and supporting documents necessary and related to the issuance, offering, allocation, subscription, and delivery of such newly issued ordinary shares, including contacting and submitting applications, documents, and evidence to the Ministry of Commerce, the Stock Exchange of Thailand, governmental authorities, or other relevant agencies, as well as listing the Company's newly issued ordinary shares on the SET, and to undertake any other acts necessary and appropriate to ensure the successful completion of the issuance, offering, and allocation of the Company's newly issued ordinary shares to the private placement.
- (e) To register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to perform any necessary acts in compliance with the registrar's orders in order to complete the registration process.

Please consider further details regarding the offering of newly issued ordinary shares for offering to specific persons (Private Placement), including the determination of the offering price, as set out in **Enclosure 6** Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of the Company to specific persons (Private Placement).

## 2.2 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 Noted (a) below -
Private Placement	Ordinary shares	Not exceeding 380,274,735	10	Please see Note (b) below -

**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 20 percent of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026 was approved for offering to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate. This may be issued and offered in a single offering in full or in part, and may be offered on a one-time basis or in multiple offerings 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 10 percent of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026 was approved for offering to specific persons (Private Placement) under General Mandate. This may be issued and offered in a single offering in full or in part, and may be offered on a one-time basis or in multiple offerings 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, 2025, 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 regard, the Board of Directors' meeting therefore resolved to propose that the shareholders' meeting consider and approve the authorization of the Board of Directors to be empowered to determine and amend any details relating to the allocation of newly issued ordinary shares under the General Mandate, as follows:

- (a) To determine and amend 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 2027 Annual General Meeting of Shareholders.

### **2.3 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 2026 Annual General Meeting of Shareholders shall be held on April 29, 2026 at 2.00 pm. 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 1, 2026 for the right to attend the meeting and exercising votes at the 2026 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 resolved to approve the reduction of the Company's registered capital and the issuance, offering, and allocation of newly issued ordinary shares to accommodate: 1) the allocation to a private placement under specifying the purpose of utilizing proceeds; 2) the allocation to the existing shareholders in proportion to their shareholding (Rights Offering) under a General Mandate; and 3) the allocation to a private placement under a General Mandate.

4.2 The shareholders' meeting resolves to approve the capital decrease and the capital increase.

4.3 The Company will 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 allocation of newly ordinary shares to reserve for the issuance and offering to specific persons (Private Placement) under specifying the purpose of utilizing proceeds.
- 2) The allocation of newly ordinary shares to reserve for the issuance and offering to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate.
- 3) The allocation of 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. Private Placement : PP under specifying the purpose of utilizing proceeds</b>  To be used as working capital, debt repayment, and the operation of the Company and development of the Company and its subsidiaries' existing projects	118.65	Within Year 2026
<b>2. Right Offering : RO under General Mandate*</b>  To be used as working capital, debt repayment, and the operation of the Company and development of the Company and its subsidiaries' existing projects	98.87**	Year 2026-2027
<b>3. Private Placement : PP under General Mandate*</b>  To be used as working capital, debt repayment, and the operation of the Company and development of the Company and its subsidiaries' existing projects	49.44**	Year 2026-2027
<b>Total</b>	<b>266.96</b>	

Notes: \* Such plans are subject to change depending on available cash and liquidity of assets 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 0.13 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 prior to the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026 resolved to propose an agenda to the shareholders' meeting to request approval of an increase in the Company's registered capital between February 5, 2026 – February 25, 2026, which is equal to Baht 0.14 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:

For the preceding business days of	Date	Trading Volume (Shares)	Trading Value (Baht '000)
1	5 February 2026	1,888,033	245.51
2	6 February 2026	355,304	46.67
3	9 February 2026	1,734,304	227.51

For the preceding business days of	Date	Trading Volume (Shares)	Trading Value (Baht '000)
4	10 February 2026	1,600,726	208.25
5	11 February 2026	4,840,454	677.91
6	12 February 2026	6,150,200	861.16
7	13 February 2026	1,996,519	280.01
8	16 February 2026	410,914	57.56
9	17 February 2026	545,455	76.58
10	18 February 2026	418,000	58.54
11	19 February 2026	772,991	112.94
12	20 February 2026	10,092,114	1,423.80
13	23 February 2026	9,619,483	1,343.67
14	24 February 2026	112,110	15.06
15	25 February 2026	1,018,944	133.62
<b>Total</b>		<b>41,555,551</b>	<b>5,769</b>
<b>15 business days weighted average market price</b>			<b>0.14</b>
<b>90 percent of 15 business days weighted average market price</b>			<b>0.13</b>

In this regard, the proceeds to be received from such capital increase are only a preliminary estimate. The number of newly issued ordinary shares may be lower than anticipated, which may result in the Company receiving proceeds that are less than the planned utilization of funds. In such case, the Company's plan for the use of proceeds may differ from the plan specified above.

## 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 capital for the operation and project development of the Company and its subsidiaries 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 allow 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 in a relevant year based on a separated financial statement and in case if there are enough profit and liquidity 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 and the allotment of newly issued ordinary shares**

Please consider further details, as set out in Enclosure 6 Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of the Company to specific persons (Private Placement).

**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. 1/2026	February 26, 2026
2	Determination of the list of shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders (Record Date)	April 1, 2026
3	The 2026 Annual General Meeting of Shareholders	April 29, 2026
4	Registration of the resolution of capital decrease, capital increase and related matters at Ministry of Commerce	Within 14 days after the Meeting of Shareholders approves the capital reduction/increase
5	The Company proposes to issue and offer newly issued ordinary shares to a private placement, to be allocated to the PP Investors.	Within the period approved by the shareholders' meeting, but not exceeding 3 months from the date on which the shareholders' meeting passes the approval resolution (or within 12 months from the date of such shareholders' approval, in the case that the shareholders' meeting clearly resolves that, upon the lapse of the aforementioned three-month period, the Board of Directors or the person(s) authorized by the Board of

No.	Procedure	Date
		Directors shall be empowered to determine the offering price based on the market price prevailing at the time of the offering)
6	To register the increase in the Company's paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of receipt of payment for the newly issued ordinary shares
7	To submit an application to the Stock Exchange of Thailand for the listing of the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand	Within 30 days from the closing date of the subscription period for the newly issued ordinary
8	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 2026 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 )

**Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares  
of the Company to specific persons (Private Placement)**

According to the Board of Directors' meeting of JCK International Public Company Limited (the "Company") No. 1/2026, held on February 26, 2026, passed a resolution approving to propose the 2026 Annual General Meeting of Shareholders for consideration and approval the increase of the Company's registered capital in the amount of Baht 2,053,483,570.00, from the existing registered capital of Baht 3,802,747,351.00 to a new registered capital of Baht 5,856,230,921.00, by issuing 2,053,483,570 newly issued ordinary shares with a par value of Baht 1.00 per share which the Company shall allocate a total of 2,053,483,570 newly issued ordinary shares, divided to (1) 912,659,365 newly issued ordinary shares to be allocated to specific persons (Private Placement); (2) 760,549,470 newly issued ordinary shares to be allocated to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) under a General Mandate; and (3) 380,274,735 newly issued ordinary shares to be allocated to specific persons (Private Placement) under General Mandate.

The Company has therefore prepared the Information Memorandum on the issuance and offering of the Company's newly issued ordinary shares, which contains material information essential for the shareholders' consideration and decision-making, the details of which are as follows:

**1. Details of the Offering**

**1.1 Details of offering of newly issued ordinary shares to specific persons in private placement**

The Company shall issue and offer newly issued ordinary shares, the amount of 912,659,365 shares, with a par value of Baht 1.00 per share which will be allocated to 4 investors (collectively referred to as the "PP Investors"), at an offering price of Baht 0.13 per share, representing a total value of Baht 118,645,717.45, with the details as follows (the "PP Transaction"):

No.	Name of PP	Number of shares held in the Company prior to the share offering (as of April 4, 2025) <sup>1/</sup>		Number of shares allocated under the PP Transaction		Number of shares held in the Company after the share offering	
		Number of Share	%	Number of Share	%	Number of Share	%
1.	Mr. Luo Guichuan	-None-	-None-	152,109,894	3.23	152,109,894	3.23
2.	Ms. Zanelle Lim Jinn Tonn	-None-	-None-	266,192,315	5.65	266,192,315	5.65
3.	Mr. Yanyong Thanompichaithamrong	-None-	-None-	190,137,368	4.03	190,137,368	4.03
4.	Pol.Col Ruamnakorn Tubtimthongchai	30,800,000	0.81	304,219,788	6.45	355,019,788	7.10
<b>Total</b>		<b>30,800,000</b>	<b>0.81</b>	<b>912,659,365</b>	<b>19.35</b>	<b>943,459,365</b>	<b>20.01</b>

Remark: <sup>1/</sup> Shareholding information as of April 4, 2025, being the latest book closing date (XM).

The PP Investors are not connected persons of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (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, 2003 (as amended) (“the Notification of the Connected Transactions”). In addition, the PP Investors have no relationship among themselves in the nature of acting in concert (Concert Party), nor do they have any relationship that would constitute persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), which would result in an obligation to make a mandatory tender offer for all securities of the Company following the allocation of the Company’s newly issued ordinary shares.

In this regard, the PP Transaction constitutes an offering of newly issued shares to a private placement, whereby the Board of Directors has clearly resolved to determine the offering price for submission to the shareholders’ meeting for consideration and approval. Such offering does not fall within the scope of an offering of newly issued shares at a price lower than 90 percent of the market price pursuant to the rules prescribed under the Notification of Capital Market Supervisory Board TorChor. 28/2022 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement (as amended) (the “Notification TorJor. 28/2022”). For this purpose, the market price is calculated based on the weighted average price of the Company’s ordinary shares traded on the Stock Exchange of Thailand (the “SET”) for 15 consecutive business days prior to the date of the Board of Directors’ Meeting No. 1/2026, held on February 26, 2026 resolved to propose the PP Transaction for shareholders’ approval, during the period of February 5, 2026 to February 25, 2026, which equals Baht 0.14 per share (source: SETSMART at [www.setsmart.com](http://www.setsmart.com)). The calculation details are as follows:

For the preceding business days of	Date	Trading Volume (Shares)	Trading Value (Baht ‘000)
1	5 February 2026	1,888,033	245.51
2	6 February 2026	355,304	46.67
3	9 February 2026	1,734,304	227.51
4	10 February 2026	1,600,726	208.25
5	11 February 2026	4,840,454	677.91
6	12 February 2026	6,150,200	861.16
7	13 February 2026	1,996,519	280.01
8	16 February 2026	410,914	57.56
9	17 February 2026	545,455	76.58
10	18 February 2026	418,000	58.54
11	19 February 2026	772,991	112.94
12	20 February 2026	10,092,114	1,423.80
13	23 February 2026	9,619,483	1,343.67
14	24 February 2026	112,110	15.06
15	25 February 2026	1,018,944	133.62

For the preceding business days of	Date	Trading Volume (Shares)	Trading Value (Baht '000)
Total		41,555,551	5,769
15 business days weighted average market price			0.14
90 percent of 15 business days weighted average market price			0.13

In this regard, the PP Investors are financially sound and possess investment capability, and have an understanding of the Company's current business operations. The details of each PP Investor are as follows:

(1) Mr. Luo Guichuan	
Address	3303 BLK C, Shaheshiji Holiday Plaza, Nanshan, Shenzhen, Guangdong, China
Occupation / Experience	Investor
Relationship with the Company	Not a connected person of the Company
Shares held in the Company prior to entering into the PP Transaction	None (Information as of April 4, 2025) <sup>1/</sup>
Shares held in the Company after entering into the PP Transaction	152,109,894 shares

(2) Ms. Zanelle Lim Jinn Tonn	
Address	29/20 Langsuan Road, Lumpini, Pathumwan, Bangkok 10330
Occupation / Experience	Businessperson
Relationship with the Company	Not a connected person of the Company
Shares held in the Company prior to entering into the PP Transaction	None (Information as of April 4, 2025) <sup>1/</sup>
Shares held in the Company after entering into the PP Transaction	266,192,315 shares

(3) Mr. Yanyong Thanompichaithamrong	
Address	52/3 Moo 8, Khlong Kum Subdistrict, Bueng Kum District, Bangkok
Occupation / Experience	Investor
Relationship with the Company	Not a connected person of the Company
Shares held in the Company prior to entering into the PP Transaction	None (Information as of April 4, 2025) <sup>1/</sup>
Shares held in the Company after entering into the PP Transaction	190,137,368 shares

(4) Pol.Col Ruamnakorn Tubtimthongchai	
Address	5/55 Moo 5, Ban Mai Subdistrict, Pak Kret District, Nonthaburi
Occupation / Experience	Businessperson
Relationship with the Company	Not a connected person of the Company
Shares held in the Company prior to entering into the PP Transaction	30,800,000 shares (Information as of April 4, 2025) <sup>1/</sup>
Shares held in the Company after entering into the PP Transaction	335,019,788 shares

Remark: <sup>1/</sup> Shareholding information as of April 4, 2025, being the latest book closing date (XM).

### 1.2 Allocation of Newly Issued Ordinary Shares under a General Mandate for Offering to the Company's Existing Shareholders in Proportion to Their Shareholding (Rights Offering)

The Company will allocate the newly issued ordinary shares of not exceeding 760,549,470 shares with a par value of Baht 1.00 per share, representing 20 percent of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026, was approved for offering to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate. This may be issued and offered in a single offering in full or in part, and may be offered on a one-time basis or in multiple offerings from time to time.

### 1.3 Allocation of Newly Issued Ordinary Shares under a General Mandate for Offering to a Private Placement

The Company will allocate the newly issued ordinary shares of not exceeding 380,274,735 shares with a par value of Baht 1.00 per share, representing 10 percent of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026, was approved for offering to specific persons (Private Placement) under General Mandate. This may be issued and offered in a single offering in full or in part, and may be offered on a one-time basis or in multiple offerings from time to time.

## 2. Objectives of issuance of capital increase shares and plans for utilizing the capital increase fund

To be used as working capital, for repayment of short-term liabilities and debentures due for maturity, and/or as working capital for the Company's operations, and/or for investment in the existing businesses of the Company and its subsidiaries. The Company expects that the proceeds from this capital increase will enhance its financial stability. When combined with the Company's existing assets and recurring income generated from its business operations, such proceeds will enable the Company to achieve the objectives and utilization plan as determined, the details of which are as follows:

Allotted Shares / Objectives of the capital increase *	Estimate capital earning ** (Million Baht)	Estimate capital utilizing period
<b>1. Private Placement : PP under specifying the purpose of utilizing proceeds</b>  To be used as working capital, debt repayment, and the operation of the Company and development of the Company and its subsidiaries' existing projects	118.65	Within Year 2026
<b>2. Right Offering : RO under General Mandate*</b>  To be used as working capital, debt repayment, and the operation of the Company and development of the Company and its subsidiaries' existing projects	98.87**	Year 2026-2027
<b>3. Private Placement : PP under General Mandate*</b>  To be used as working capital, debt repayment, and the operation of the Company and development of the Company and its subsidiaries' existing projects	49.44**	Year 2026-2027
<b>Total</b>	<b>266.96</b>	

Noted: \* Such plans are subject to change depending on available cash and liquidity of assets 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 0.13 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 consecutive business days prior to the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026 resolved to propose to the shareholders' meeting for consideration and approval of the increase of the Company's registered capital, during the period of February 5, 2026 – February 25, 2026, which is equal to Baht 0.14 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:

For the preceding business days of	Date	Trading Volume (Shares)	Trading Value (Baht '000)
1	5 February 2026	1,888,033	245.51
2	6 February 2026	355,304	46.67
3	9 February 2026	1,734,304	227.51
4	10 February 2026	1,600,726	208.25
5	11 February 2026	4,840,454	677.91
6	12 February 2026	6,150,200	861.16
7	13 February 2026	1,996,519	280.01
8	16 February 2026	410,914	57.56
9	17 February 2026	545,455	76.58
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13	23 February 2026	9,619,483	1,343.67
14	24 February 2026	112,110	15.06
15	25 February 2026	1,018,944	133.62
<b>Total</b>		<b>41,555,551</b>	<b>5,769</b>
<b>15 business days weighted average market price</b>			<b>0.14</b>
<b>90 percent of 15 business days weighted average market price</b>			<b>0.13</b>

In this regard, the proceeds to be received from such capital increase are only a preliminary estimate. The number of newly issued ordinary shares may be lower than anticipated, which may result in the Company receiving proceeds that are less than the planned utilization of funds. In such case, the Company's plan for the use of proceeds may differ from the plan specified above.

### 3. Impact on Shareholders (Dilution Effect) and the Benefits to Shareholders in Comparison with the Impact Arising from the Offering of Newly Issued Ordinary Shares to a Private Placement

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

#### 3.1 Control Dilution

After the offering of newly issued ordinary shares under the PP Transaction, there will be an impact on the voting rights of the Company's shareholders (Control Dilution), whereby the existing shareholders' voting rights will be reduced. The calculation can be illustrated as follows:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of voting rights of the new shareholders}}{\text{(Total number of paid-up shares + Number of voting rights of the new shareholders)}} \\
 &= \frac{912,659,365}{(3,802,747,351 + 912,659,365)} \\
 &= 19.35\%
 \end{aligned}$$

### 3.2 Price Dilution

After the offering of newly issued ordinary shares under the PP Transaction, there will be a price dilution effect, which can be calculated as follows:

$$\begin{aligned}
 \text{Price Dilution} &= \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}} \\
 &= \frac{(0.14 - 0.1381)}{0.14} \\
 &= 1.4\%
 \end{aligned}$$

**Noted:**

The market price prior to the offering equals the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026 resolved to propose the PP Transaction for shareholders' approval, during the period of February 5, 2026 to February 25, 2026, which equals Baht 0.14 per share.

Market Price

$$\begin{aligned}
 \text{after the Offering} &= \frac{(\text{Market price before the offering} \times \text{Total number of paid-up shares}) + (\text{PP offering price} \times \text{Number of shares offered under the PP Transaction})}{(\text{Total number of paid-up shares} + \text{Number of shares offered under the PP Transaction})} \\
 &= \frac{(0.14 \times 3,802,747,351) + (0.13 \times 912,659,365)}{(3,802,747,351 + 912,659,365)} \\
 &= \text{Baht 0.1381 per share}
 \end{aligned}$$

### 3.3 Earnings per share Dilution or EPS Dilution

Cannot be calculated, as the Company has recorded a net loss in its consolidated financial statements.

## 4. Benefits to the Company and Its Shareholders

The Board of Directors is of the opinion that the issuance and offering of newly issued ordinary shares under the PP Transaction will be beneficial to the Company and its shareholders, as it will strengthen the Company's financial position, enhance liquidity, and support the Company's investment expansion plans in projects with long-term return potential. The Company operates in the property development business and invests in various projects. This capital increase will enable the Company to better manage its financial obligations, reduce financial costs, and enhance flexibility in managing its capital structure, as well as to support new investment opportunities aligned with the Company's strategy.

In addition, the proceeds from the capital increase will help enhance confidence among financial institutions, business partners, investors, and other stakeholders, as well as support the Company's ability

to access funding sources in the future. This will contribute positively to the continuity and stability of the Company's business operations.

## **5. Opinion of the Board of Directors**

### **5.1 Rationale and Necessity of the Capital Increase**

The Board of Directors is of the opinion that this capital increase and the allocation of newly issued ordinary shares represent an appropriate financing alternative for the Company, providing greater flexibility and expeditious access to funding in response to rapidly changing market conditions and environmental factors. This will benefit the Company's business operations by enhancing financial liquidity and may reduce financial costs in the event that the proceeds are used for debt repayment. It will also strengthen the Company's financial position and stability, thereby reinforcing its financial robustness. Furthermore, the capital increase will allow the Company to optimize its capital structure and maintain its debt-to-equity ratio at an appropriate level, as well as enhance its borrowing capacity in the future.

With respect to the offering of newly issued ordinary shares to a private placement, the Company has determined the offering price based on negotiations between the Company and the investors, with reference to the market price of the Company's shares. The market price was calculated based on the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 1/2026, held on February 26, 2026 resolved to propose the PP Transaction for shareholders' approval, during the period of February 5, 2026 to February 25, 2026, which equals Baht 0.14 per share (source: SETSMART). Accordingly, the aforementioned offering price of the newly issued ordinary shares is not lower than 90 percent of the market price. In this regard, the Board of Directors considers such offering price to be appropriate, as it will enable the Company to secure the required funding within a limited timeframe as planned.

### **5.2 Feasibility of the Plan for the Use of Proceeds from the Share Offering**

The Board of Directors is of the opinion that the plan for the utilization of proceeds from the PP Transaction is feasible. The Company expects to receive the proceeds from the offering of the newly issued ordinary shares within 2026 and will be able to utilize such funds in accordance with the objectives of the capital increase and the utilization plan as specified in Clause 2.

### **5.3 Reasonableness of the Capital Increase, the Plan for the Use of Proceeds, the Projects to Be Undertaken, and the Sufficiency of Funding Sources**

The Board of Directors is of the view that, at present, the Company has borrowings from financial institutions and has raised funds through the issuance of various types of debt instruments, resulting in significant interest burdens, fees, and related expenses. The capital increase and the allocation of newly issued ordinary shares to a private placement will enable the Company to reduce its financial expenses and strengthen its financial position, thereby enhancing its readiness to efficiently achieve the aforementioned objectives. The Company expects that the capital increase through the private placement will serve as a source of funds for debt repayment and to support the Company's business

operations and the expansion of project development undertaken by the Company and its subsidiaries in accordance with the established plans.

**5.4 Expected Impact on the Company’s Business Operations, Financial Position, and Operating Results as a Result of the Capital Increase and the Implementation of the Utilization Plan**

The Board of Directors is of the opinion that the allocation of newly issued ordinary shares in this instance will have a positive impact on the Company’s business operations and will strengthen and enhance the stability of the Company’s financial position, as well as improve its liquidity. It is also expected to reduce the Company’s financial costs and increase its capacity to expand investments and business operations, thereby contributing to potential growth in the Company’s operating results in the future. In addition, the capital increase will reduce the Company’s debt-to-equity ratio and enhance its borrowing capacity in the future. The Company anticipates that its core business in industrial estate development will recover in line with improving industry conditions, supported by government investment promotion policies. In this regard, the Company has carefully considered the transaction with primary regard to the best interests of the Company and its shareholders.

**6. Certification of the Board of Directors of the Company regarding the capital increase**

In the case where the directors of the Company do not perform their duty with honesty and care to preserve the benefit of the Company in relation to the capital increase, if such omission of performance causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Securities and Exchanges Act 1992. In addition, if such omission of performance causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to reclaim for benefits from such director on behalf of the Company as specified in Section 89/18 of the Securities and Exchanges Act 1992.

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



Signature..... Authorized Company Director  
( Mr. Anukul Ubonnuch )




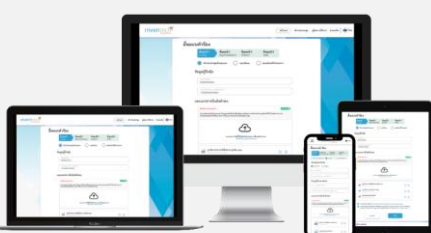

Signature..... Authorized Company Director  
( Ms. Siriporn Tamenant )

## 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://fort.inventech.co.th/JCK847941R/#/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 of the Annual General Meeting of Shareholders
- 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 verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

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


2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available **from April 22, 2026 at 8.30 a.m. and shall be closed on April 29, 2026 until the end of the meeting.**
3. The electronic conference system **will be available on April 29, 2026 at 12.00 p.m. (2 hours before the opening of the meeting).** Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Independent Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, the Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 28, 2026 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

 02-931-9138

 @inventechconnect

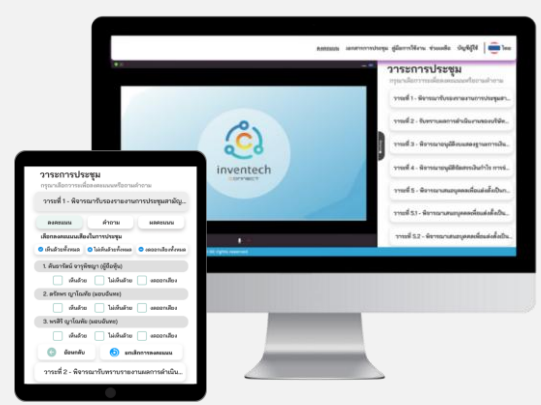
 The system available during April 22 - 29, 2026 at 8.30 a.m. – 5.30 p.m.  
**(Specifically excludes holidays and public holidays)**



Report a problem  
@inventechconnect

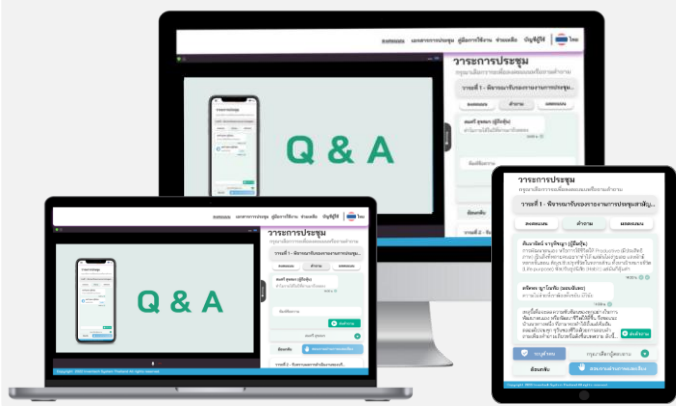
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get 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 “Accept” 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) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
  - Click on “Question” button
- Ask a question
- Type the question then click “Send”

How to use Inventech Connect

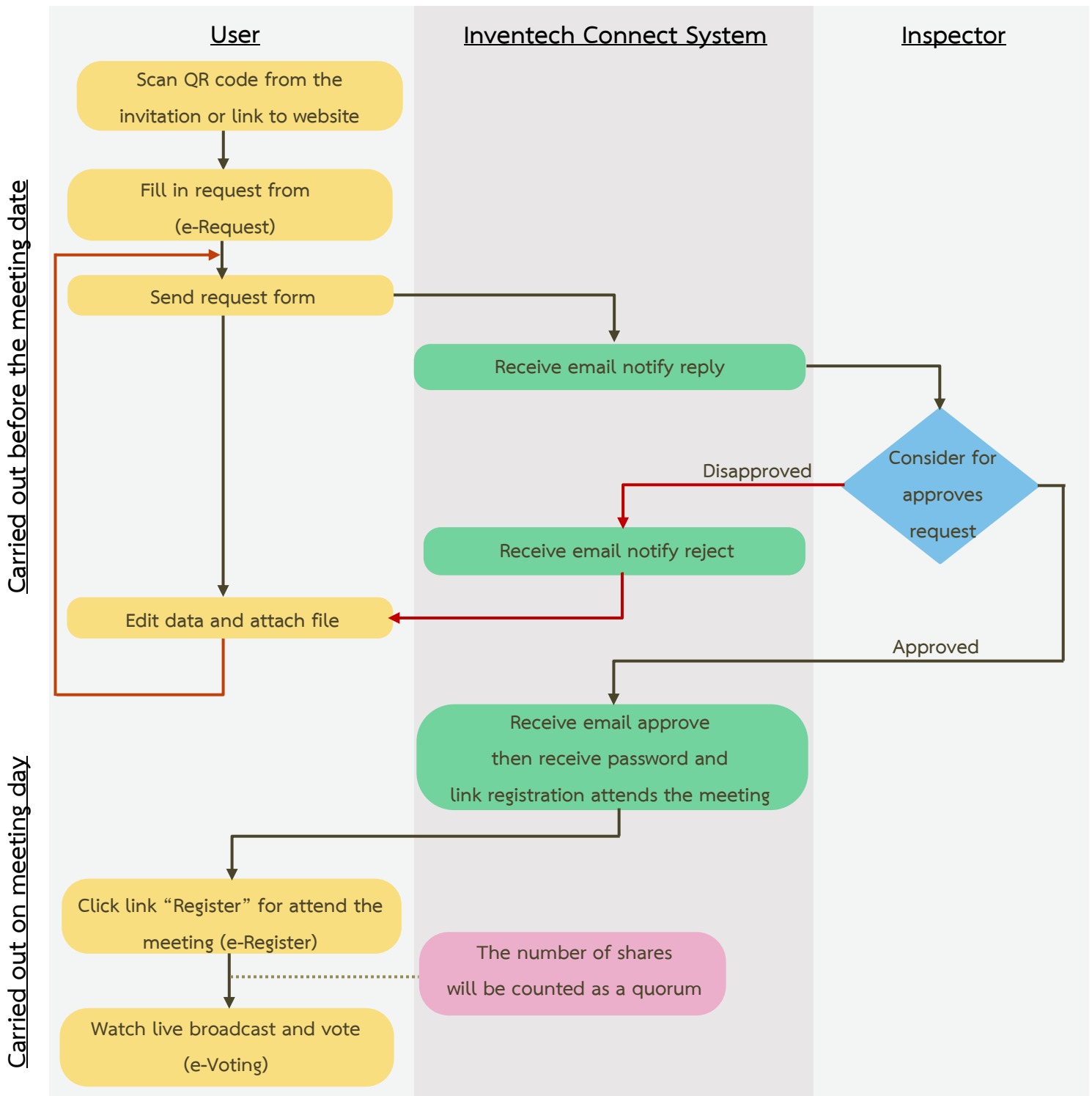


User Manual and Video of using Inventech Connect

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

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not support internet explorer.**

## Guidelines for attending of Electronic Meeting



### Condition of use

#### In case Merge account/change account

In case filing request multiple 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", the systems will be number of your shares out from the meeting base.

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 calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the location, date, time, agenda of the meeting, and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgment or

approval or consideration, as the case may be, including the opinion of the board of directors on the said matters. The board of directors must send the notification to the shareholders for no less than seven days in advance and advertise the invitation letter to the meeting in a newspaper for no less than 3 days before a meeting date, and for 3 consecutive days, or advertise via electronic means or any other method as stipulated by law at present and/or to be changed hereafter, in accordance with the criteria and procedures as stipulated by law.

In the event that the shareholders' meeting is called to be held via electronic means, the company may send the invitation letter by electronic mail instead. The Company's head office shall be deemed the venue of such meeting.

The board of directors shall determine the date, time, and location of the shareholders' meeting. The meeting location must be in the area where the company's head office is located or in another province as deemed appropriate by the board of directors.

At the shareholders' meeting, a shareholder may appoint another person who has reached the legal age to attend and vote on their behalf at a meeting. A proxy instrument shall be dated and signed by the shareholder and shall be in the form determined by the Share Registrar.

The proxy instrument shall be sent to the chairman or the person designated by the chairman before the proxy attends the meeting or the proxy may be granted through electronic means, provided that such method is safe, and that it is credible that such proxy has been duly made by a shareholder in accordance with the criteria as stipulated by the Share Registrar.

In voting, the proxy shall have the same number of votes as the shareholder who granted the proxy, unless the proxy announces at the meeting before voting that they will vote on behalf of only certain shareholders, specifying the names of the shareholders and the number of shares held by each shareholder.

**Clause 32** In the shareholders' meeting, whether conducted in person or via electronic means, there must be at least twenty-five shareholders or at least half of the total number of shareholders, including proxy holders (if any), present at the meeting. Additionally, the total shares present must be no less than one-third of the total issued shares in order to constitute a quorum.

If it appears that, after the scheduled time for the shareholders' meeting has passed by one hour, the number of shareholders present is insufficient to constitute a quorum as required, and the meeting was called upon the request of shareholders, the meeting shall be adjourned. If the meeting was not called upon the request of shareholders, a new meeting shall be scheduled, and a notice of the meeting must be sent to the shareholders at least seven days prior to the meeting date. In the subsequent meeting, a quorum is not required.

In voting, each shareholder shall have votes equal to the number of shares they hold, with one share equaling one vote. However, in the case where the company issues preferred shares and specifies that they have fewer voting rights than common shares, the preferred shares shall have voting rights as specified.

Voting shall be conducted openly, unless at least five shareholders request and the meeting resolves to hold a secret vote, in which case the voting shall be done secretly. The method for secret voting shall be determined by the chairman of the meeting.

**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	: 72 years	
Present position in the company	: February 1, 2002 – Present	
	Director	
	June 28, 2023 – Present	
	Independent Director	
	Audit Committee Chairman	
Period of directorship	: 24 years 3 months	
Number of terms being as a director	: 8 periods, and 3 months (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	: None	

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Name - Surname	: Mr. Tawil Praisont	
Age	: 88 years	
Present position in the company	: May 25, 2023 – Present	
	Independent Director	
	Audit Committee Member	
Period of directorship	: 2 year 10 months	
Number of terms being as a director	: - period, and 2 year 10 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	: Agenda 5 To consider and elect the directors in replacement of those retiring by rotation.	

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Name - Surname : Dr. Varnadharna Kanchanasuvarna  
Age : 55 years  
Present position in the company : June 28, 2023 – Present  
Independent Director  
Audit Committee Member  
Period of directorship : 2 year 10 months  
Term of directorship : - period, and 2 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



## 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 (Enclosure 8.5) upon doing the following:

- (1) Fill and sign the proxy as per the Enclosure 8.5 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 Enclosure 8.3, 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. Varnadharmma 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/26 – 099

April 1, 2026

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 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 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 Enclosure 8.3):

Independent director 1)  Mr. Gumpol Tiyarat, Age 72 years, Residing at No. 152, Soi Siam Rattana, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or

2)  Mr. Tawil Praisont, Age 88 years, Residing at No. 141/19, Soi Chuen Pracha, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900 or

3)  Dr. Varnadharna Kanchanasuvarna, Age 55, 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 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 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 Enclosure 8.3):

- Independent director 1)  Mr. Gumpol Tiyarat, Age 72 years, Residing at No. 152, Soi Siam Rattana, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or  
2)  Mr. Tawil Praisont, Age 88 years, Residing at No. 141/19, Soi Chuen Pracha, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900 or  
3)  Dr. Varnadharna Kanchanasuvarna, Age 55, 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 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 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 2025 Annual General Meeting of Shareholders.**

- (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 2025.**

(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, 2025.**

- (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 of the Company.**

**10.1 To consider and approve the allocation of newly issued ordinary shares of the Company for offering to a private placement.**

- (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

**10.2 To consider and approve the allocation of newly issued ordinary shares of the Company under the 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: To consider 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 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 at 14.00 hours through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563, or at any adjournment thereof to any other date, time, venue and means/method.

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

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

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

- (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 Enclosure 8.3):

Independent director 1)  Mr. Gumpol Tiyarat, Age 72 years, Residing at No. 152, Soi Siam Rattana, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or

2)  Mr. Tawil Praisont, Age 88 years, Residing at No. 141/19, Soi Chuen Pracha, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900 or

3)  Dr. Varnadharma Kanchanasuvarna, Age 55, 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 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 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 2025 Annual General Meeting of Shareholders.**

(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 2025.**

(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, 2025.**

- (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 2025'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 Dr. Apichai Taechasirithiwapakdi
- Approve  Disapprove  Abstain
- Name of Director Mr. Tawil Praisont
- Approve  Disapprove  Abstain
- Name of Director Ms. Siriporn Tamenant
- Approve  Disapprove  Abstain
- Name of Director \_\_\_\_\_
- Approve  Disapprove  Abstain
- Name of Director \_\_\_\_\_
- Approve  Disapprove  Abstain

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

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

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

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

**Agenda 8: 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.**

- (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 of the Company.**

**10.1 To consider and approve the allocation of newly issued ordinary shares of the Company for offering to a private placement.**

- (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

**10.2 To consider and approve the allocation of newly issued ordinary shares of the Company under the 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: To consider 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 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 at 14.00 hours through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563, or at any adjournment thereof to any other date, time, venue and means/method.

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

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

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

- (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