

**Request Form for Shareholders' Meeting Resolution to Approve the Acquisition of New Securities  
without Requirement to Make a Tender Offer for All Securities of the Company**

Date: August 2, 2023

To: The Shareholders of JCK International Public Company Limited

I am Mr. Apichai Taechaubol (“**the Applicant**”) Address: 18 Soi Sathorn 11 Intersection 9 Yannawa Subdistrict, Sathorn District, Bangkok 10120.

intend to request the resolution of the shareholders' meeting to approve my acquisition of new securities of JCK International Public Company Limited (“**the Company**”) without the requirement to make a tender offer for all securities of the Company. Details are as follow:

1. The number of securities for which the resolution of the shareholders' meeting is requested.

Type	Class	Number of shares/ underlying shares <sup>1</sup> for which the resolution is requested	Percentage of shares/ underlying share for which the resolution is requested compared with		Unit price of securities for which the offering resolution is requested	Exercise Price	Value of securities for which the resolution is requested (Million Baht)
			Total number of outstanding shares of the Company <sup>2</sup>	Total voting rights of the Company <sup>3</sup>			
Ordinary Share		2,822,855,595	40.72 <sup>1/</sup>	40.72 <sup>1/</sup>	0.30	-	846.86
Preferred Share	-	-	-	-	-	-	-
Warrants	Exercise Ratio: -	-	-	-	-	-	-
	Exerciser Period: -	-	-	-	-	-	-
	-	-	-	-	-	-	-
Convertible Bonds	Exercise Ratio: -	-	-	-	-	-	-
	Exerciser Period: -	-	-	-	-	-	-
	-	-	-	-	-	-	-

<sup>1</sup> The number of underlying shares = number of units multiplied by the number of shares to be received from the exercise of rights to purchase or convert per one unit of securities of that model

<sup>2</sup> The total number of outstanding shares of the Company = the total number of outstanding shares of the Company after the issuance of the capital increase shares at this time + the shares reserved for the convertible securities that the applicant for the waiver of this resolution will request

<sup>3</sup> Total voting rights of the Company = Total voting rights of the Company after the issuance of the capital increase shares in this time + Total voting rights of underlying shares

Type	Class	Number of shares/ underlying shares <sup>1</sup> for which the resolution is requested	Percentage of shares/ underlying share for which the resolution is requested compared with		Unit price of securities for which the offering resolution is requested	Exercise Price	Value of securities for which the resolution is requested (Million Baht)
			Total number of outstanding shares of the Company <sup>2</sup>	Total voting rights of the Company <sup>3</sup>			
	Exercise Price: -	-	-	-	-	-	-
Other Securities (if any)	-	-	-	-	-	-	-
Total			40.72 <sup>1/</sup>	40.72 <sup>1/</sup>			846.86

**Remarks:** 1/ Since it is a waiver in the event that the Applicant receives shares from the exercise of the right to subscribe for newly issued ordinary shares according to the right and in excess of the right, therefore, the number of shares and the shareholding proportion in the Company that the Applicant will obtain is still uncertain. Mr. Apichai Taechaubol has informed his intention to subscribe for the newly issued ordinary shares in proportion to his holding and oversubscribe according to his rights in accordance with the criteria specified above. Mr. Apichai Taechaubol (including related persons) may hold shares in the Company in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 (Shareholding proportion reaching or crossing 25% of the total number of shares with voting rights of the Company). However, it must not exceed 50% of the total number of shares with voting rights of the Company (After the capital increase for the issuance and allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering)). In this regard, Mr. Apichai Taechaubol (including related persons under Section 258) will acquire newly issued ordinary shares in the maximum amount not exceeding 2,822,855,595 shares and will hold shares in the company (including related persons under Section 258) in the total amount not exceeding 3,465,140,017 shares, representing 49.99 percent of the Company's issued and paid-up capital after this capital increase. (under the assumption that the Company can offer all of the newly issued ordinary shares at this time, if the shareholders of the company Subscription of the newly issued ordinary shares offered for sale is not complete in full 3,465,833,184 shares, the number of newly issued ordinary shares to be allocated to Mr. Apichai Taechaubol (including related persons under section 258) will be less than 2,822,855,595 shares so that the shareholding proportion of Mr. Apichai Taechaubol (including related persons under Section 258) after the allocation of newly issued ordinary shares must not reach 50 percent of the total number of shares with voting rights of the Company).

## 2. Shares Currently Hold

(Details as of the date submitting the waiver request to the Office of the Securities and Exchange Commission ("SEC"))

Name	Type of Share	Amount	Percentage in comparison with the total number of outstanding shares of the Company <sup>4</sup>	Percentage in comparison with the total voting right of the Company <sup>5</sup>
I. the Applicant	-	364,204,456	10.51	10.51
II. Person who acted together (concert party) with the Applicant	-	-	-	-
III. The persons under Section 258 of the persons under I				
1) Mrs. Chalida Taechaubol	Ordinary Share	278,079,966	8.02	8.02
IV. The persons under Section 258 of the persons under II	-	-	-	-
Total		642,284,422	18.53	18.53

## 3. The maximum number of securities and voting rights that will be acquired after the acquisition of securities under Clause 1

Person Name / Jurisdiction Name	Securities Type	Number of Shares / Underlying Share		Securities that will be held after the acquisition of securities according to Clause 1	
		Holding before the resolution <sup>6</sup>	Requesting for Resolution <sup>7</sup>	Number of Share/ Underlying Share <sup>8</sup>	Percentage of share/underlying share when compared to the total voting right of the Company <sup>9</sup>
I. Applicant					
	Ordinary Share	364,204,456	2,822,855,595	3,187,060,051	45.98 <sup>1/</sup>
	Preferred Share	-	-	-	-
	Warrants to buy Ordinary Shares	-	-	-	-

<sup>4</sup> The total number of outstanding shares of the Company = ordinary shares + preferred shares<sup>5</sup> The total voting rights of the Company = voting rights of the outstanding shares of the Company<sup>6</sup> Number of underlying shares of convertible securities held before requesting a resolution please specify only the number of shares which will be from the exercise of rights to purchase or convert<sup>7</sup> See footnote 1<sup>8</sup> See footnote 1<sup>9</sup> Total voting rights of the Company = Total voting rights of the Company after the issuance of the capital increase shares + Total voting rights of shares reserved for the convertible securities held after the acquisition as specified in I to IV.

Person Name / Jurisdiction Name	Securities Type	Number of Shares / Underlying Share		Securities that will be held after the acquisition of securities according to Clause 1	
		Holding before the resolution <sup>6</sup>	Requesting for Resolution <sup>7</sup>	Number of Share/ Underlying Share <sup>8</sup>	Percentage of share/underlying share when compared to the total voting right of the Company <sup>9</sup>
	Convertible Bonds	-	-	-	-
	Other Securities (if any)	-	-	-	-
II. Person who acted together (concert party) with the Applicant	-	-	-	-	-
III. The persons under Section 258 of the persons under I	-	-	-	-	-
Mrs. Chalida Taechaubol	Ordinary Share	278,079,966	-	278,079,966 <sup>3/</sup>	4.01
	Preferred Share	-	-	-	-
	Warrants to buy Ordinary Shares	-	-	-	-
	Convertible Bonds	-	-	-	-
	Other Securities (if any)	-	-	-	-
IV. The persons under Section 258 of the persons under II	-	-	-	-	-
Total				3,465,140,017	49.99 <sup>2/</sup>

**Remarks:** 1/ Since it is a waiver in the event that the Applicant receives shares from the exercise of the right to subscribe for newly issued ordinary shares according to the right and in excess of the right, therefore, the number of shares and the shareholding proportion in the Company that the Applicant will obtain is still uncertain. Mr. Apichai Taechaubol has informed his intention to subscribe for the newly issued ordinary shares in proportion to his holding and oversubscribe according to his rights in accordance with the criteria specified above. Mr. Apichai Taechaubol (including related persons) may hold shares in the Company in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 (Shareholding proportion reaching or crossing 25% of the total number of shares with voting rights of the Company). However, it must not exceed 50% of the total number of shares with voting rights of the Company (After the capital increase for the issuance and allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering)). In this regard, Mr. Apichai Taechaubol (including related persons under Section 258) will acquire newly issued ordinary shares in the maximum amount not exceeding 2,822,855,595 shares and will hold shares in the company (including related persons under Section 258) in the total amount not exceeding 3,465,140,017 shares, representing 49.99 percent of the Company's issued and paid-up capital after this capital increase. (under the assumption that the company can offer all of the newly issued ordinary shares at this time, if the shareholders of the

company Subscription of the newly issued ordinary shares offered for sale is not complete in full 3,465,833,184 shares, the number of newly issued ordinary shares to be allocated to Mr. Apichai Taechaubol (including related persons under section 258) will be less than 2,822,855,595 shares so that the shareholding proportion of Mr. Apichai Taechaubol (including related persons under Section 258) after the allocation of newly issued ordinary shares must not reach 50 percent of the total number of shares with voting rights of the Company).

2/ In the event that Mr. Apichai Taechaubol (including related persons under Section 258) has oversubscribed for the newly issued ordinary shares The number of shares subscribed by both parties must not exceed 50 percent of the total number of shares with voting rights of the Company. (After the capital increase for the issuance and allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering)

3/ Assumption that Mrs. Chalida Taechaubol, a person under Section 258 of Mr. Apichai Taechaubol, who requested a waiver Not exercising the right to subscribe for the whole amount of newly issued ordinary shares

4. In case the Applicant or related persons under Section 258 of the Applicant or the person who acted together (concert party) with the Applicant or the persons under Section 258 of the person who acted together (concert party) holds convertible securities or has other agreements which shall result in additional acquisitions of shares or convertible securities, specify as follows:

-None-

4.1 The number of shares and voting rights of shares to be additionally acquired from such agreement

-None-

4.2 Types and the ratio of purchase or conversion to share per one unit of securities, period of exercise of purchase or conversion right, and the number of shares and the voting rights to be acquired from exercise of purchase or conversion right under convertible securities held or to be acquired.

-None-

5. Information about the Applicant (information under (2) to (4) only in the case where the Applicant is a juristic person)

5.1 Nature of business/profession in brief

Name - Surname : Mr. Apichai Taechaubol

Age : 66 years

Nationality : Thai

Current position in the : December 14, 2022 – Present: Director, Chairman of the Board

Company and Chairman of Executive Committee

March 14, 2018 – August 31, 2022: Director, Chairman of the Board

and Chairman of Executive Committee

March 20, 2012 – March 14, 2018: Director, Vice Chairman

and Chairman of Executive Committee

Education and training : Education

qualifications

- 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

Directors Program Training from IOD:

- DAP, Class 39/2005
- Chairman 2000 Program
- CGI, Class 3/2015

Occupation

Currently holding directorship and/or executive positions in other listed companies and many other non-listed companies as follows:

Jan 13, 2023-Present Chairman and Chairman of Executive Committee  
JCK Hospitality Public Co., Ltd.

Jan 16, 2017–

August 31, 2022 Chairman and Chairman of Executive Committee  
JCK Hospitality Public Co., Ltd.

2020 – Present Director  
Ratchadamri Real Estate Co., Ltd.

2017 – Present Director  
BGY & TFD Properties Co., Ltd.

2015 – Present Chairman  
JCK Utilities Co., Ltd.

2019 – Present Director  
AP Prime Property Co., Ltd.

2011 – Present Director and Chairman of Executive Committee  
J.C. Kevin Development Co., Ltd.

2004 – Present Director and Chairman of Executive Committee  
JC Kevin Food and Beverage Co., Ltd.

2010 – Present Director  
Fine Two Asset Co., Ltd.

Oct 19, 2018 – Present Director, High Active Consultant  
Communication Co., Ltd.

May 30, 2016 – Present Director  
Lobster Power Co., Ltd.

Oct 15, 2015 – Present Director

Rim Nam Bangpakong Co., Ltd.

Aug 16, 2018 – Oct 20, 2021 Director

Akara Holdings Co., Ltd.

Mar 5, 2018 – Feb 1, 2022 Director

Akara Hospitality Co., Ltd (Former name:  
(No Name Food and Beverage Co., Ltd.)

2022 – 2023 Executive Director of Palang Pracharath Party  
Palang Pracharat Party

May 15, 2019 – Mar 2, 2020 Political Party Treasurer  
Democrat Party

Nov 19, 2018 – 2020 Director  
Jck Ratchada Hotel Co., Ltd.

Oct 29, 2018 – 2020 Director  
Citi Vibe Co., Ltd.  
(Formerly Another Day Dessert Co., Ltd.)

## 5.2 Registered and Paid-up Capital

The Applicant is not classified as a juristic person.

## 5.3 List of shareholders<sup>10</sup> with the top 10 amounts of shares<sup>11</sup> of the Applicant

The Applicant is not classified as a juristic person.

## 5.4 List of Board of Directors according to the latest director registration of the Applicant

The Applicant is not classified as a juristic person.

## 6. Information about the Relations with the Applicant

### 6.1 Relationship between the Applicant and the Company

Mr. Apichai Taechaubol and Mrs. Chalida Taechaubol, who are persons under Section 258 of the Applicant, are shareholders of the Company. Details are shown in the following table.

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<sup>10</sup> Includes shareholders who are the persons under Section 258, the concert party, and the persons under section 258 of the concert party including the shareholders under the same control in the same group.

<sup>11</sup> In the case that any shareholders listed in the list of the top 10 shareholders above are shareholders whose circumstances have a significant influence on the policy setting, management or operations of the applicant (e.g. sending a person to be an authorized director in the Applicant) and having another person as the ultimate shareholder (for example, a holding company or nominee account), specify the name of the person who is the ultimate shareholder and the nature of the business of the said person as well.

No.	Name	Relationship and/or interests with the Company
1	Mr. Apichai Taechaubol	<ul style="list-style-type: none"> <li>- Being a major shareholder of the Company holding 364,204,456 shares, representing 10.51% of the Company's issued and paid-up capital<sup>1/</sup></li> <li>- Being the major shareholder of JCKD holding 3,125,000 shares, representing 31.25% of JCKD's issued and paid-up capital<sup>2/</sup></li> <li>- Holding the posts of Chairman of the Board of Directors and Executive Chairman of the Company</li> <li>- Holding the post of Director of JCKD.</li> <li>- Is a husband of Mrs. Chalida Taechaubol.</li> <li>- Is a father of Mr. Chotiwit Taechaubol<sup>3/</sup> Mr. Athawut Taechaubol<sup>4/</sup> Mr. Noppawee Taechaubol<sup>5/</sup> Mr. Kritawat Taechaubol<sup>6/</sup> Mr. Akarawin Taechaubol. And Miss Oranat Taechaubol</li> </ul>
2	Mrs. Chalida Taechaubol	<ul style="list-style-type: none"> <li>- Being a shareholder of the Company holding 278,079,966 shares, representing 8.02% of the Company's issued and paid-up capital<sup>1/</sup></li> <li>- Being a major shareholder of JCKD holding 2,375,000 shares, representing 23.75% of JCKD's issued and paid-up capital<sup>2/</sup></li> <li>- Is a wife of Mr. Apichai Taechaubol</li> <li>- Is a mother of Mr. Chotiwit Taechaubol<sup>3/</sup> Mr. Athawut Taechaubol<sup>4/</sup> Mr. Noppawee Taechaubol<sup>5/</sup> Mr. Kritawat Taechaubol<sup>6/</sup> Mr. Akarawin Taechaubol. And Miss Oranat Taechaubol</li> </ul>

**Remark:** 1/ Based on July 26, 2023

2/ Based on May 10, 2023, according to the list of shareholders (BorOrChor.5) of JCKD.

3/ Mr. Chotiwit Taechaubol is a director of JCKD.

4/ Mr. Athawut Taechaubol is a Director/Executive Director/Chief Executive Officer of JCKH and a director of JCKD.

4/ Mr. Noppawee Taechaubol is a director of JCKD.

5/ Mr. Kritawat Taechaubol is a director of JCK.

## 6.2 Relationship between the Applicant and the Company or the executives, control persons or major shareholders of the Company and their material mutual agreements

Currently, the Applicant is Mr. Apichai Taechaubol, who has a relationship with the Company as a major shareholder, Chairman, and Chairman of the Executive Board of the Company and the person under section 258 of Mr. Apichai Taechaubol, namely Mrs. Chalida Taechaubol, has a relationship with the Company as a shareholder of the Company and has a relationship with the management of the Company as follows:



No.	Name	Relationship and/or interests with the Company
1	Mr. Kittawat Taechaubol	<ul style="list-style-type: none"> <li>- Being a shareholder of the Company holding 44,095,000 shares, representing 1.06% of the Company's issued and paid-up capital<sup>1/</sup></li> <li>- Being a shareholder of JCKD holding 750,000 shares, representing 7.50% of JCKD's issued and paid-up capital<sup>2/</sup></li> <li>- Holding the post of Director of the Company.</li> <li>- Is a son of Mr. Apichai Taechaubol and Mrs. Chalida Taechaubol</li> <li>- Is a sibling of Mr. Chotiwit Taechaubol Mr. Athawut Taechaubol Mr. Noppawee Taechaubol Mr. Kittawat Taechaubol Mr. Akarawin Taechaubol. And Miss Oranat Taechaubol</li> </ul>

**Remark:** 1/ Based on July 26, 2023

2/ Based on May 10, 2023, according to the list of shareholders (BorOrChor.5) of JCKD.

### 6.3 Agreement that exists or will exist between the Applicant and the Company

-None-

### 7. List of persons under Section 258 of the Applicant, person performing concert party with the Applicant, and the person under Section 258 of the concert party which is the shareholder of the Company

As of the record date for shareholders who have the right to attend the meeting which corresponds to the date August 16, 2023.

Name	Number of Shares	Percentage when compared to the paid-up capital of the Company	Percentage when compared to the voting rights of the Company
Mr. Apichai Taechaubol	364,204,456	10.51	10.51
Mrs. Chalida Taechaubol <sup>1/</sup>	278,079,966	8.02	8.02

**Remark:** 1/ Persons under Section 258 of the Applicant

### 8. List of the board of directors according to the most recent registration of the Company as of June 28, 2023 and expected after the acquisition of new securities under Clause 1

The Applicant has no intention of changing the Company's directors. However, such change does not include a change of directors due to events such as retirement by rotation, resignation, etc., in any case of which the Applicant may nominate its representative to fill any such vacancy among the directors of the Company. In this regard, the Company will act in compliance with the applicable laws. There has not been any agreement that the Applicant will appoint its representative to serve on the Company's Board of Directors.

Shareholders' Structure as of June 28, 2023			Expected Shareholders' Structure after the Transaction	
1	Mr. Apichai Taechaubol	Chairman Executive Committee Chairman	Mr. Apichai Taechaubol <sup>1/</sup>	Chairman Executive Committee Chairman

Shareholders' Structure as of June 28, 2023			Expected Shareholders' Structure after the Transaction	
2	Mr. Gumpol Tiyarat	Chairman of Audit Committee , Independent Director	Mr. Gumpol Tiyarat	Chairman of the Audit Committee , Independent Director
3	Mr. Tawin Praisong	Independent Director , Audit Committee	Mr. Tawin Praisong	Independent Director , Audit Committee
4	Mr. Varnadharma Kanchanasuvarna	Independent Director , Audit Committee	Mr. Varnadharma Kanchanasuvarna	Independent Director , Audit Committee
5	Mrs. Rachanee Siwawej	Director , executive director Deputy Managing Director financial line	Mrs. Rachanee Siwawej	Director , executive director Deputy Managing Director financial line
6	Mr. Tseng, Kuo-Chan	Director	Mr. Tseng, Kuo-Chan	Director
7	Mr. Anukul Ubonnuch	Vice Chairman , Executive Director , Managing Director , Director	Mr. Anukul Ubonnuch	Vice Chairman , Executive Director , Managing Director , Director
8	Mr. Kritawat Taechaubol	Director , Executive Director , Deputy Managing Director	Mr. Kritawat Taechaubol	Director , Executive Director , Deputy Managing Director
9	Miss Siriporn Tamenant	Director , Executive Director , Deputy Managing Director of Administration and Information Technology , Company Secretary	Miss Siriporn Tamenant	Director , Executive Director , Deputy Managing Director of Administration and Information Technology , Company Secretary

Source: The Company

Remark: 1/ Mr. Apichai Taechaubol and Mr. Kritawat Taechaubol are a joint director of the Company. Mr. Apichai Taechaubol, who is the Applicant, is the Chairman and Executive Chairman of the Company.

## 9. Action plans after the acquisition of securities according to Clause 1

### 9.1 Business Management Policy and Plans

After the allocation of such newly issued ordinary shares, the Applicant, including related persons, which is Mrs. Chalida Taechaubol, will be a major shareholder of the Company, holding shares in the Company in total up to a maximum of 3,465,140,017 shares. This is because it is a waiver in the event that the Applicant receives shares from the exercise of the right to subscribe for newly issued ordinary shares according to the right and in excess of the right. Therefore, the number of shares and the shareholding percentage in the Company that the Applicant will obtain is still uncertain. However, Mr. Apichai Taechaubol has informed his intention to subscribe for the newly issued ordinary shares in proportion to his holding and oversubscribe according to his rights in accordance with the criteria specified above. Mr. Apichai Taechaubol (including related persons) may hold shares in the Company in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 (Shareholding proportion reaching or crossing 25% of the total number of shares with voting rights

of the Company). However, it must not exceed 50% of the total number of shares with voting rights of the Company (After the capital increase for the issuance and allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering)). In this regard, Mr. Apichai Taechaubol (including related persons under Section 258) will acquire newly issued ordinary shares in the maximum amount not exceeding 2,822,855,595 shares and will hold shares in the company (including related persons under Section 258) in the total amount not exceeding 3,465,140,017 shares, representing 49.99 percent of the Company's issued and paid-up capital after this capital increase. (under the assumption that the company can offer all of the newly issued ordinary shares at this time, if the shareholders of the company Subscription of the newly issued ordinary shares offered for sale is not complete in full 3,465,833,184 shares, the number of newly issued ordinary shares to be allocated to Mr. Apichai Taechaubol (including related persons under section 258) will be less than 2,822,855,595 shares so that the shareholding proportion of Mr. Apichai Taechaubol (including related persons under Section 258) after the allocation of newly issued ordinary shares must not reach 50 percent of the total number of shares with voting rights of the Company).

Within 12 months after the date on which the shareholders' meeting resolves that the Applicant is not required to make a tender offer for all securities of the Company. The Applicant has policies and management plans of the Company which can be summarized as follows:

#### 9.1.1 Business objectives

The Company engages in real estate development, type of land, and construction of a standard factory in TFD Industrial Estate and various industrial estates for sale or rent, providing asset management services in the type of office buildings and SME, ready-made factories with office buildings for rent, residential (condominium) for sale. Including operating hotels, restaurants, bowling alleys, cinemas and other theaters. resorts, sport fields, swimming pools, with the policy to make the acquired hotel business as one of the core businesses of the Company. However, the Applicant has no policy to change the business objectives. The Applicant has no plan or policy to change the objectives of business operation.

#### 9.1.2 Expansion/deceleration of investment or production capacity

The Applicant has no plan or policy to expand investment or production capacity. The Company will continue to operate as usual by purchasing vacant land to develop into an industrial estate for further allocation and sale.

#### 9.1.3 Corporate reorganization and staff management and recruitment

The Applicant has no plan or policy to change the organizational structure. However, upon acquiring JCKD's assets, the Company plans to manage the hotel instead of JCKD and transfer all licenses to the Company for the operation within the hotel after the purchase of assets from JCKD is completed. In managing this hotel, JCK will use the same hotel management team which is under the Board of Directors of JCK.

However, In case of necessarily to increase the efficiency and competitiveness of the Company's business, the Applicant may reconsider and adjust the management plan for the organizational structure and financial structure of the Company according to the appropriateness in business condition and financial position of the Company that change over time by concerning to the benefits that is important to the Company and if such action is cause a significant change from what is specified in request for a waiver this time, The Applicant will request a resolution from the Board of Directors' meeting and the shareholders' meeting of the Company according to the company's regulations related regulations and laws.

#### **9.1.4 Plan for disposal of core assets of the Company or of its subsidiaries**

The Applicant does not have any policy to materially dispose of the core operating assets of the Company or of its subsidiaries. However, if the Company disposes of its assets, the Applicant will ensure that the Company complies with the rules and regulations of the SEC and the Stock Exchange of Thailand ("SET") and other related regulations.

#### **9.1.5 Financial restructuring plan**

The Applicant has no policy to change the Company's financial structure. However, after this issuance of newly issued ordinary shares, the Company will receive money from the capital increase in the amount of THB 1,039,749,955.20 will make the shareholders' equity of the company increase to THB 3,367,122,955.20 (referring to the financial statements as of March 31, 2023) and additional liabilities from from THB 6,535,245,000 to THB 7,590,245,000 (from the accrued payment for the purchase of assets from JCKD in the amount of THB 1,055 million in the last installment), resulting in a decrease in the debt to equity ratio (D/E Ratio) from 2.81 times to 2.25 times. Request a waiver to manage the company by determining the Company's capital structure from the net debt to equity ratio of not more than 3 times.

#### **9.1.6 Dividend payment policy**

The Applicant has no policy to materially change the Company's dividend policy and will pay attention primarily to the Company's performance, business expansion plan, and the shareholders' returns in the long term.

However, if it is necessary to improve the Company's efficiency and competitiveness, the Applicant may consider reviewing and adjusting the Company's corporate and financial structure management plans to suit and fit with the changing business condition and financial position of the Company in each period, by concerning to the benefits that is important to the Company. If such change is significantly different from that stated in the waiver application, the Applicant will, before proceeding with such change, seek a resolution from the Board of Directors' meeting and the shareholders' meeting of the Company in accordance with the Company's Articles of Association and the related laws and regulations.

## 9.2 Related transactions

If the said acquisition of newly issued shares, once completed, will cause the related transactions between the Company and the Applicant, the Related Persons under Section 258 of the Applicant, the concert parties of the Applicant, or the Related Persons under Section 258 of the concert parties to increase or to change significantly from the current status, the Company will implement the following management plan.

Currently, the Applicant and the Related Persons under Section 258 of the Applicant have entered into the following related transactions with the Company:

- 9.2.1 Entertainment fees:** The Company has used JCKD's restaurants, hotels receptions and meeting rooms for board meetings and shareholders' meetings. The details of the related transactions are as follows:

Year 2020 : 0.30 million baht

Year 2021 : - million baht

Year 2022 : - million baht

However, JCKD charges a service fee at the price charged to general clients. The Audit Committee had an opinion that it was a reasonable transaction and facilitated JCK in hosting receptions and meetings.

- 9.2.2 Office rental fee :** The Company rents office space and provides services in the office building from JCKD.

The Company has considered renting office space from JCKD on the 2nd floor and the 4th - 6th floor with a total area of 1,695.44 sq.m. to be used as a location for JCK's head office because it is a new building with enough rental space for operate the office. And the office rental rate is comparable to the nearby office buildings. with rental rates and the service fee is 805,334 baht per month, with the condition of paying the rent in advance throughout the 3-year lease period. The company will receive a 9% discount on the rental per year, which the company agrees to pay in advance and get a discount according to the conditions.

The details of the related transactions are as follows:

Year 2020: 8.33 million baht

Year 2021: 10.06 million baht

Year 2022 : 9.53 million baht

However, the Company has considered renting the office building space from JC Kevin because it is a new building with enough rental space to meet demand and office rental rates are comparable rates with nearby office buildings. The audit committee had an opinion that it was a reasonable transaction.

- 9.2.3 Building rental fee :** (classified as right-of-use assets from adopting the Thai Financial Reporting Standard No. 16 for the first time)

The details of the related transactions are as follows:

Year 2020: 14.57 million baht

Year 2021: 6.25 million baht

Year 2022 : 26.28 million baht

The audit committee had an opinion that it was a reasonable transaction.

- 9.2.4 Advance deposit<sup>1</sup>**

The details of the related transactions are as follows:

Year 2020: 5.02 million baht

Year 2021: 5.02 million baht

Year 2022 : 5.49 million baht

The audit committee had an opinion that it was a reasonable transaction.

### 9.2.5 Other payables<sup>2</sup>

The details of the related transactions are as follows:

Year 2020 : 0.98 million baht

Year 2021 : 0.45 million baht

Year 2022 : 0.35 million baht

The audit committee had an opinion that it was a reasonable transaction.

### 9.2.6 Mr. Apichai Taechaubol guarantees loans for the Company and its subsidiaries<sup>3</sup> in the amount of THB 1,600 million. This guarantee is in accordance with the loan conditions of financial institutions. The loans are used as working capital for business operations, for land acquisition and project construction of JCK and its subsidiaries which are beneficial to the business of JCK and its subsidiaries free of charge.

The audit committee had an opinion that it was a reasonable transaction.

After the acquisition of newly issued shares, the Applicant has no plan to materially change the Company's policy on future related transactions. In case there is any related party transaction taking place in the future after the Applicant has become the Company's shareholder, the Applicant will ensure that the Company's Board of Directors continues to abide by the Company's policy on related transactions, taking into account the best interests of the Company and its shareholders in the same manner as the transactions executed on an arm's-length basis by the Company with any third party, and to comply with the law on securities and exchange and the SET's regulations, including the rules on information disclosure or other acts relating to the connected transactions and the acquisition or disposal of assets of the Company.

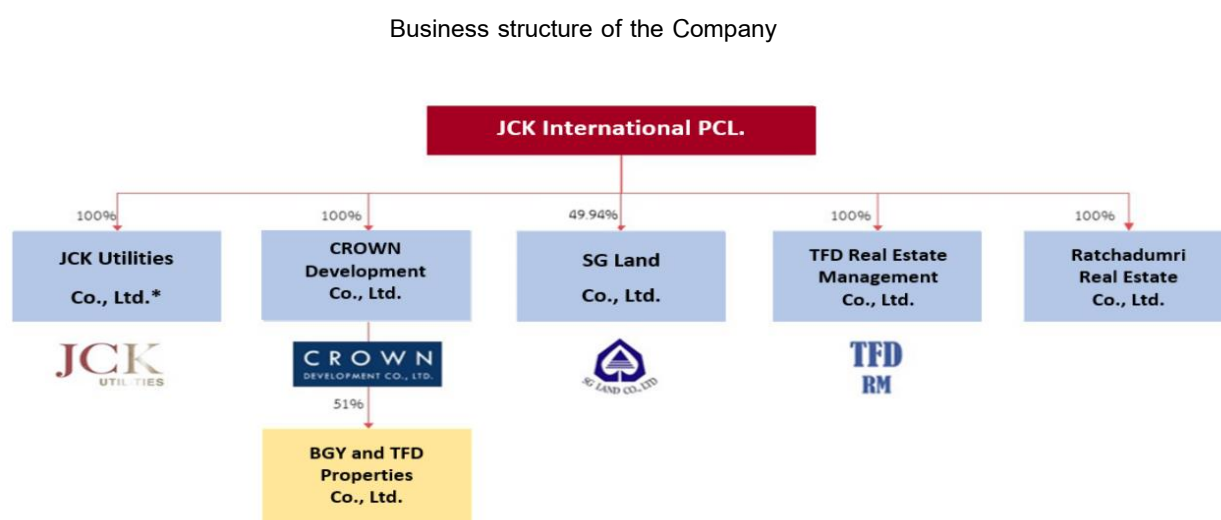
## 9.3 Conflict of interest

After the allocation of such newly issued ordinary shares, Mr. Apichai Taechaubol and persons under section 258 of Mr. Apichai Taechaubol, namely Mrs. Chalida Taechaubol, will be the major shareholders of the Company, holding shares in the company with the maximum total that does not exceed 3,465,140,017 shares. This is due to the event that the applicant receives shares from the exercise of the right to subscribe for newly issued ordinary shares according to the right and in excess of the right. Therefore, the number of shares and the shareholding percentage in the Company that the Applicant will obtain is still uncertain. However, Mr. Apichai Taechaubol has informed his intention to subscribe for the newly issued ordinary shares in proportion to his holding and oversubscribe according to his rights in accordance with the criteria specified above. Mr. Apichai Taechaubol (including related persons) may hold shares in the Company in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 (Shareholding proportion reaching or crossing 25% of the total number of shares with voting rights of the Company). However, it must not exceed 50% of the total number of shares with voting rights of the Company (After the capital increase for the issuance and allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering)).

However, as of May 10, 2023, Applicant includes related persons and close relatives held 10,000,000 shares in JCKD (including related persons), representing 100.00% of JCKD's total issued and paid-up and is a director of JCKD. JCKD currently operates three lines of business: office building for rent, hotel, and real estate development (residential - condominium). As such, JCKD is engaged in certain businesses that may compete with the Company and/or create a conflict of interest with the Company. In this respect, the Company and JCKD, both being aware of this issue, have mutually agreed to lay down a policy to prevent a conflict of interest between them, as follows:

### 9.3.1 Conflict of interest in the current business operation

Shown in the chart below is the current business structure of the Company and of JCKD and the related persons under Section 258 of JCKD:

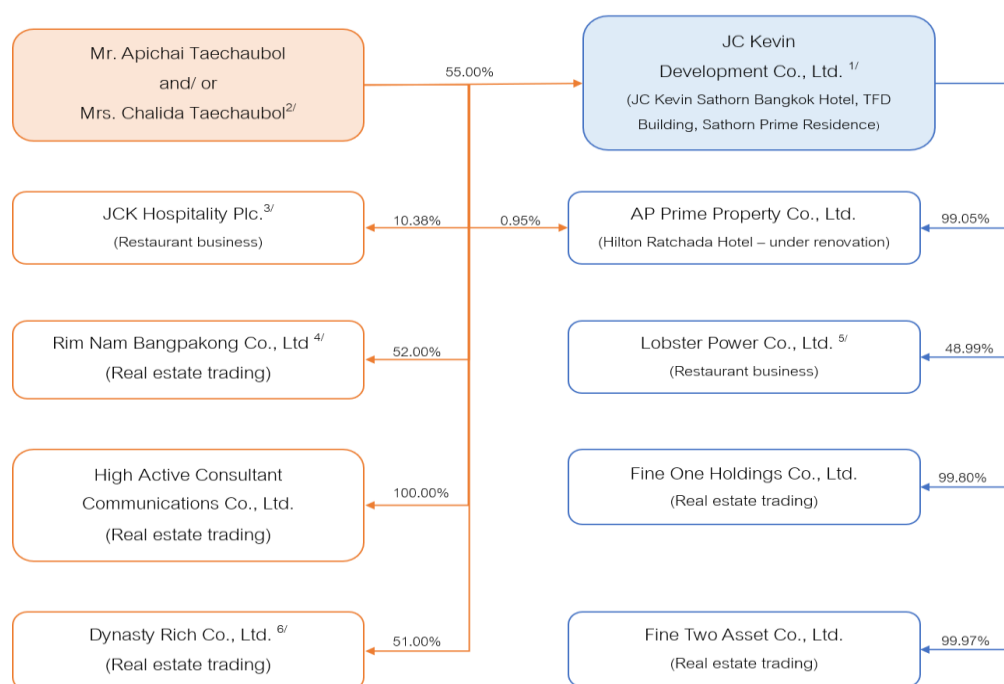


### Nature of business of the Company and its subsidiaries

Name	Nature of business
JCK International Public Company Limited ("JCK")	Real estate development, type of land, and construction of a standard factory in TFD Industrial Estate and various industrial estates for sale or rent.
JCK Utilities Company Limited ("JCKU")	Construction of standard factories and warehouses for sale and rent Located in TFD Industrial Estate (Tha Sa-an), Laem Chabang Industrial Estate and Bang Sao Thong.
CROWN Development Company Limited ("CROWN")	Real estate development. There is one project that is currently under development consists of condominium project namely 1 5 Sukhumvit Residences condominium project, of which only 8 unit remaining. Although JCK and CROWN are assembled Similar businesses, but CROWN is a residential condominium developer while JCK is a hotel and commercial condominium developer.

Name	Nature of business
SG Land Company Limited (“SG”)	Office buildings for rent 2 buildings, namely SG Tower 1 and the Millenia Building (SG Tower 2) located on Ratchadamri Road.
TFD Real Estate Management Company Limited (“TFDRM”)	Operate business as a trust manager to invest in real estate (REIT)
Ratchadamri Real Estate Management Company Limited (“RDR”)	Real estate development business
BGY and TFD Properties Company Limited (“BGY & TFD”) under Crown Development Co., Ltd. (“CROWN”)	Real estate development business for sale.

**Business structure of JCKD and the related persons under Section 258 of Mr. Apichai Taechaubol**



Remark: 1/ JCKD

2/ the related persons under Section 258 of Mr. Apichai Taechaubol

3/ List of the top 10 shareholders is available from the SET's website

4/ Other shareholders of Rim Nam Bangpakong Co., Ltd. are (1) Mr. Chotiwit Taechaubol, (2) Mr. Kittawat Taechaubol, (3) Mr. Akarawin Taechaubol, (4) Mr. Athawut Taechaubol, (5) Mr. Noppawee Taechaubol, and (6) Miss Oranat Taechaubol, each equally holding 8% of the paid-up registered capital, making up an aggregate of 48% of the paid-up registered capital.

5/ Companies over which JCKD and/or JCKD Section 258 persons have no control and other shareholders of Lobster Power Co., Ltd. are (1) Akara Foods Co., Ltd. (in which Mr. Akarawin Taechaubol has control power), holding 51.00% of the paid-up registered capital, and (2) Mr. Athawut Taechaubol, holding 0.01% of the paid-up registered capital.

6/ Other shareholder of Dynasty Rich Co., Ltd. is Miss Oranat Taechaubol, holding 8 % of the paid-up registered capital.



From the business structure of the Applicant and person under Section 258 of Mr. Apichai Taechaubol, the details can be summarized as follows:

#### 1. Hotel Business

Currently, JCKD operates a hotel business, namely JC Kevin Sathorn Hotel, Bangkok, which is a 37-storey building consisting of 318 rooms and other facilities such as fitness center, swimming pool, restaurant, etc., total usable area of 35,438.37 square meters. It is a 4-star hotel located in Bangkok's CBD, where the hotel's customers are business people who come to work in Bangkok. Mostly both foreigners and Thai people. It is currently open for service. In addition, JCKD, a person under Section 258 of Mr. Apichai Taechaubol, owns another hotel in Ratchadaphisek area. Currently, the said hotel is in the process of being closed for room renovation and study business plans and find funding sources for development and did not operate any business, however, if operating This business will not compete with JC Kevin Sathorn Bangkok Hotel because they are located in different areas. The Ratchada area currently focuses on serving more than 90 percent of Chinese tourists and most of them are tourists who come to travel in Bangkok. The customer group is therefore a group of people with JC Kevin Sathorn Bangkok Hotel.

Including JCKH, which Mr. Apichai Taechaubol is a major shareholder, has indirectly operated the hotel business by holding shares through CPT Hotels and Resorts Co., Ltd. ("CPT"), which has a hotel project located along the Kok River. Chiang Rai. It is a 77-room hotel with a total area of 1-0-29.5 rai, a 7-storey building with a swimming pool. Total usable area of 3,927 square meters. This hotel is a hotel that the Company has acquired from other operators. It is under development planning. This business will not compete with JC Kevin Sathorn Bangkok Hotel because they are located in different areas. and have different customer groups by this hotel Located in an area away from the city of Chiang Rai. is a natural area good place to relax. The customers of this hotel are both foreign and Thai tourists and will be popular during festivals and cold weather.

However, after entering into the Asset purchase transaction from JCKD, there will be no conflict of interest as the current status of the two hotels owned by JCKD and JCKH do not operate any business that competes with the hotel business of the Group of the Company.

#### 2. Office rental business

Currently, JCKD operates an office rental business, namely TFD Building, located at No. 18 Soi Sathorn 11 Intersection 9, Yannawa Subdistrict, Sathorn District, which is in the process of being sold to JCKH according to JCKH's announcement on January 13, 2023 with a total usable area of 5,206 square meters, with the purpose of renting out to an affiliated company that has Mr. Apichai Taechaubol as a shareholder.

While the Company has 2 office rental businesses: SG Tower, located at 161/1 Soi Mahadlekluang 3, Ratchadamri Road, Lumpini Subdistrict, Pathumwan District, with a total usable area of 12,000 square meters and Millennia Tower, located at 62 Lang Suan Road. Pathumwan Subdistrict, Pathumwan District,

with a total usable area of 12,681 square meters, with the purpose of renting out to companies that are not related to the affiliated companies in which Mr. Apichai Taechaubol is a shareholder.

However, the office rental businesses of both companies are located in different areas. Which has different customer groups and the rental price per square meter is not the same. Therefore, it is not a business in direct competition with the Company.

### 3. Condominium business

Currently, JCKD operates 1 condominium, namely Sathorn Heritage, located at Soi St. Louis 3 Intersection 9, Yannawa Subdistrict, Sathorn District. It is a single building of 38 floors with a total of 180 units.

While the Company has 4 condominium businesses which are

- 1) Lake Green Sukhumvit 8, located in Soi Sukhumvit 8, Khlong Toei Subdistrict, Khlong Toei District, is a 21-storey high-rise condominium, number of rooms, 139 units, starting size 53.95-102.42 sq m.
- 2) 59 Heritage, located on Sukhumvit 59 Road, Khlong Toei Nuea Subdistrict, Wattana District, is a high-rise condominium with 12 floors, 2 buildings, number of rooms, 226 units, starting size 36.00-72.00 sq m.
- 3) 15 Sukhumvit, located in Soi Sukhumvit 15, Sukhumvit Road, Khlong Toei Nuea Subdistrict, Wattana District, is a 26-storey high-rise condominium, number of rooms, 505 units, starting size 23.00-197.00 sq m.
- 4) Artisan Ratchada, located on Thiam Ruammit Road, Huai Khwang Subdistrict, Huai Khwang District, is a 32-storey high-rise condominium, number of rooms 177 units, starting size 28.00-77.00 sq m.

Both companies' condominium businesses are located in different areas and have different customer groups, therefore there is no conflict.

The Company intends to purchase JC Kevin Sathorn Bangkok Hotel at a price of approximately THB 3,055.00 million. This transaction is considered a significant connected transaction which the Company will seek approval from the shareholders' meeting of the Company at the same time, according to the details shown in the Transaction in the investment in JC Kevin Sathorn Bangkok Hotel, as shown in the Information Memorandum on Asset Acquisition and Connected Transaction in the Investment in JC Kevin Sathorn Bangkok Hotel (Enclosure 2).

Therefore, after the purchase of the "Sathorn Heritage Residences" condominium building B, C (partial) No. 36,36/301 - 36/617 Floors 1-37 under the name "JC Kevin Sathorn Bangkok Hotel" is completed. The Group of the Company will receive the right to operate the hotel and recognize revenue immediately after the 1st installment payment has been completed. In this regard, the Group will receive the hotel business license transferred from JCKD within the 1st payment date (or any other date as the counterparty agrees or have a contract to extend the period).

However, after the transfer of such ownership to the Company, there will be no business that directly competes with each other. As JC Kevin Hotel Sathorn Bangkok and Hilton Ratchada Hotel are in different areas. Including the target of customer are different. The JC Kevin Hotel Sathorn Bangkok is located at Narathiwat Ratchanakarin Road, Yannawa, Sathorn, Bangkok. There are groups of customers who are foreign tourist tour groups and customers who book through online channels. While Hilton Ratchada Hotel is located on Ratchadapisek, it is a 33-storey building (including 1 basement floor) consisting of 609 rooms and other facilities areas such as fitness centers, swimming pools, shops, restaurants, and conversion center etc. The total usable area is 65,389 square meters, which is currently still under construction to renovate the hotel. The location of Hilton Ratchada is close to many tourist attractions and tourist places such as Thailand Cultural Center, Siam Niramit, etc. therefore target of customer are group of foreign tourist tour who are interested in attending the art and cultural show Including supporting large meetings and events.

However, after entering into the Transaction of Asset Acquisition from JCKD, there will be no conflict of interest as the current status of both hotels owned by JCKD and JCKH do not have any business operations that compete with the hotel business of the Group of the Company. The Company has measures to prevent such conflicts by granting rights to the Company in considering investing in the hotel business first, depending on the investment conditions and/or the potential or financial limitations of each company at the time of investment. By taking into account of the highest benefit of the shareholders of the Company.

### 9.3.2 Conflict of interest in the future business operation

For new investment projects that may have conflicts of interest between the Company and Mr. Apichai Taechaubol, including persons under section 258 of Mr. Apichai Taechaubol (not limited to businesses that may have conflicts of interest between each other). in the present But it shall include any other businesses that may have conflicts of interest that may arise from the changing nature of business operations of the Company and Mr. Apichai Taechaubol, including persons under section 258 of Mr. Apichai Taechaubol. at the time of such investment consideration) whereby Mr. Apichai Taechaubol will grant the right to the Company In considering such investments, referring to 1. Non-Competition Agreement between Mr. Apichai Taechaubol and JCK stating that “The contractor agrees to grant the Company the right to consider investing in the hotel business that JCKD will invest in first, depending on the investment conditions and/or potential or financial constraints of the Company at the time of investment.” 2. The purchase and sale agreement between JCKD and the Company stating that “As long as Mr. Apichai Taechaubol was a major shareholder of the buyer and seller, the seller agrees to give the buyer the right to consider investing in the hotel business that the seller will invest in first, depending on the investment conditions and/or the potential or financial constraints of the buyer while investing.” However, in considering investments that may have conflicts of interest between the Company and Mr. Apichai Taechaubol, including persons under section 258 of Mr. Apichai Taechaubol above. It will depend

on the consideration of the executives and/or the Board of Directors of the Company, not including stakeholders in the transaction. In addition, in the event that the investment in such project is considered a connected transaction, the Company must comply with the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure Information and operations of listed companies in the list 2546 dated 19 November 2003 (including any amendments) as well.

However, according to the draft agreement to buy and sell the assets, there are conditions throughout the period that Mr. Apichai Taechaubol is still a major shareholder of the Company. JCKD (with Mr. Apichai Taechaubol being a major shareholder) agrees to not operating a hotel business or partner or being a major shareholder or being a party to a contract with other hotel operators that compete with the business of the Company and will not take any action that is in competition with the hotel business of the Company either directly or indirectly. And even though JCKD currently has 1 other hotel property which is in the process of closing down its business and waiting for a project development plan (Renovate), but the said project has different target customers and location from the hotel that the Company will enter into the transaction this time. As a result, they will not compete with the Company in the future.

### 9.3.3 Consideration of future business transfer or acceptance of transfer

In case there is a business restructuring to eradicate the conflict of interest that may arise from the change of the business of Mr. Apichai Taechaubol, JCKD, and the related persons under Section 258 of Mr. Apichai Taechaubol other than those mentioned in Items 9.3.1 and 9.3.2, Mr. Apichai Taechaubol, JCKD and the related persons under Section 258 of Mr. Apichai Taechaubol may consider transferring or accepting a transfer of business between them in the future, by taking into account of the best interests of the Company's shareholders. The decision or acceptance of a transfer of business between them will rest with Audit Committee and/or Board of Directors, excluding the persons having an interest in the transaction. In addition, in case the investment in such project is considered a connected transaction, the Company must comply with the Tor Jor. 21/2551 and Notification and the Connected Transaction Notifications.

10. I have submitted a letter requesting the resolution of this shareholders' meeting to the SEC, in which the SEC will grant me waiver to make a tender offer for all securities of the Company under the conditions as follows:

10.1 The shareholders' meeting has a resolution to approve the issuance of new securities to me where:

- 1) In the event that the number of securities that I wish to acquire under Clause 1 does not result in me being a shareholder with voting rights up to or over 50 percent of the total voting rights of the Company, the resolution of the shareholders' meeting must consist of votes of not less than 3 in 4 of the votes of the shareholders attending the meeting and having the right to vote or

- 2) In the event that the number of securities that I wish to acquire under Clause 1 will result in me being a shareholder with voting rights up to or over 50 percent of the total voting rights of the Company, the resolution of the shareholders meeting must consist of votes of not less than 3 in 4 of the votes of the total shareholders attending the meeting and having the right to vote and there were no shareholders voting objections in a total of 5 percent of the total votes of the shareholders who attended the meeting and having rights to vote and the securities to be acquired must be the remaining securities from offering to shareholders based on their rights offering or the remaining shares from the exercisable right to purchase shares with transferable rights. However, Mr. Apichai Taechaubol has informed his intention to subscribe for the newly issued ordinary shares in proportion to his holding and oversubscribe according to his rights in accordance with the criteria specified above. Mr. Apichai Taechaubol (including related persons) may hold shares in the Company in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 (Shareholding proportion reaching or crossing 25% of the total number of shares with voting rights of the Company). However, it must not exceed 50% of the total number of shares with voting rights of the Company (After the capital increase for the issuance and allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering)). In this regard, Mr. Apichai Taechaubol (including related persons under Section 258) will acquire newly issued ordinary shares in the maximum amount not exceeding 2,822,855,595 shares and will hold shares in the Company (including related persons under Section 258) in the total amount not exceeding 3,465,140,017 shares, representing 49.99 percent of the Company's issued and paid-up capital after this capital increase. (under the assumption that the Company can offer all newly issued ordinary shares at this time)

In the case that I am a shareholder of the Company, I do not have the right to vote in this agenda, nor will the votes of the persons under Section 258, the concert party with me, and the person under Section 258 of the concert party be counted in the voting on the resolution of the said agenda.

- 10.2 The shareholders have sufficient information to make decisions which the meeting notice of the Company has details at least as specified in the notification of the Office of the Securities and Exchange Commission in this matter.
- 10.3 I, a person under Section 258, a concert party with me and a person under Section 258 of a concert party must not acquire securities of the Company from the day the board of directors passed a resolution to issue new securities to me until the meeting date that shareholders of the Company have resolved.
- 10.4 Securities that I will acquire under Clause 1, if it is considered an offering of newly issued shares for a private placement, must comply with the Notification of the Capital Market Supervisory Board regarding the

approval of listed companies offering of newly issued shares to a private placement, which has regulations regarding the meeting of the shareholders of the Company, the notice of the meeting of the shareholders of the Company, and the resolution of the shareholders' meeting of the Company as well as other activities related to the said agenda must be in accordance with the rules specified in the said announcement.

- 10.5 If the Applicant is a connected person pursuant to the Notification of the Capital Market Supervisory Board regarding Rules for Related Transactions, they must comply with the rules set forth in the said announcement.

I certify that the above statements are complete and correct and true, there is no information that may lead other persons to misunderstand in any materiality and has not conceal any material information which should be informed.

(Signed) 

(Mr. Apichai Taechaubol)

The Applicant