

(Translation)

Minutes of the 2022 Annual General Meeting of Shareholders

JCK International Public Company Limited

Time and Place

The Meeting was held on April 29, 2022 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 2nd floor of TFD Building, located at 18 Soi Sathorn 11, Yeak 9, Yannawa Subdistrict, Sathorn District, Bangkok.

Preliminary

Ms. Poontarika Chayaputi, Assistant Company Secretary, acting as a meeting moderator, welcoming shareholders, proxies and attendees who are attending the 2022 Annual General Meeting of Shareholders through electronic means (“E-AGM”).

Subsequently, the Company Secretary introduced the Board members as follows;

Board members who attended the Meeting through electronic means, totaling 4 members;

- | | | |
|------------------|----------------|---|
| 1. Dr. Apichai | Taechaubol | Director, Chairman and Executive Chairman |
| 2. Mr. Prasong | Vara-ratanakul | Independent Director,
Audit Committee Chairman,
Corporate Governance, Nomination
and Remuneration Committee Chairman |
| 3. Mr. Gumpol | Tiyarat | Director |
| 4. Mr. Krittawat | Taechaubol | Director, Executive Director and Director Deputy
Managing Director |

Board members who attended the Meeting in the meeting room, totaling 4 members;

- | | | |
|-----------------|---------------|---|
| 1. Mr. Chetawan | Anuntasomboon | Independent Director, Audit Committee Member
Corporate Governance, Nomination and
Remuneration Committee Member |
|-----------------|---------------|---|

2. Mr. Tawil	Praisont	Independent Director and Audit Committee Member
3. Mr. Anukul	Ubonnuch	Director, Executive Director and Managing Director
4. Ms. Siriporn	Tamenant	Director, Executive Director, Director Deputy Managing Director, Administration and Information Technology and Company Secretary

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

There were associate attendees who attended the Meeting through electronic means (“E-AGM”) were Executives of the Company. Representatives from Far East Law Office (Thailand) Co., Ltd. which is the Company’s legal advisor and the Meeting’s votes inspector namely Ms. Savitree Deedok. Representative from EY Office Limited which is the Company’s auditor, consisting of Ms. Siraporn Ouaanunkun and Ms. Pavinee Krachangwongchai. Representatives from S1WIN Consultants Co., Ltd. which is the investment advisor, consisting of Ms. Sawin Laoethakul and Ms. Daniel Fong. Representatives from FIS Capital Company Limited which is the financial advisor, consisting of Ms. Nirun Chamroonrat and Ms. Jittinanporn Taechaniratsai.

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 2022 Annual General Meeting, 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 2022 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, 2021. The shareholders may fill in the document “Form to Propose Agenda to the 2022 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, 2021. Apparently, there was no shareholders exercised such right.

Due to the epidemic situation of COVID-19 in the country, especially in Bangkok, there are still the highest number of daily new infections every day. In addition, the Ministry of Public Health has raised alert level from coronavirus disease to level 4. The Company continues to comply with government policy measures, controlling and limiting the spread of the disease with awareness of the safety of all shareholders and attendees, therefore, the format of the 2022 Annual General

Meeting of Shareholders was held through electronic means in accordance with the Emergency Decree on Electronic Meeting.

A quorum for the Meeting of Shareholders shall be formed by at least 25 shareholders or not less than half of the total number of shareholders attending the Meeting either in person or by proxy holding an aggregate number of shares of no less than 1/3 (one-third) of the total number of shares distributed. 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 Extraordinary General Meeting of Shareholders.

Procedures for voting by attendees in person and the proxies

1. In this Extraordinary General Meeting of Shareholders, voting one share is equal to one vote. However, in conducting the Meeting in each agenda if no shareholders disagree or abstain, it shall be deemed that shareholders agree unanimously as proposed by the Chairman.
2. For voting (e-Voting), shareholders shall select agenda to vote, the system will show the voting status 1. Agree (green colour), 2. Disagree (red colour), 3. Abstain (orange colour). If shareholder wants to cancel the last vote, press “Cancel the latest vote”. Shareholders can amend their votes until that agenda is closed for voting.
3. 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.
4. Any shareholder who has a special interest in any agenda will not have the right to vote in that agenda.
5. Shareholders have time to vote for 1 minute after notification of opening of voting for each agenda item and when voting results in each agenda has been closed, the results of that agenda will be announced to the Meeting.
6. Shareholders who gave proxy to others to attend the Meeting and is in form of voting according to the wishes of the shareholders, the Company has scored agree, disagree or abstain according to the shareholders’ wishes, recorded in the registration for voting according to each agenda.

Sending and answering questions in the meeting room

Shareholders who wish to ask questions or express opinions on any agenda, can ask questions by press the symbol “Question”, select agenda which to ask questions and typing questions then press the symbol “Send Question” or ask questions and then press the symbol “Send Question”. Shareholders should inform name and surname before asking questions every time. The Executives will answer your questions when the Meeting is finished.

Subsequently, the Assistant Company Secretary invited the Chairman, Dr. Apichai Taechaubol, as the Chairman of the Meeting, opening the Meeting.

Dr. Apichai Taechaubol, the Chairman, as the Chairman of the Meeting informed the Meeting that there are shareholders attended the Meeting themselves and by proxy totaling 52 shareholders, holding a total of 1,195,447,866 shares or equivalent to 44.8706 percent of 2,664,210,837 issued shares, which duly formed a quorum as stated in the Articles of Association.

The Chairman assigned Mr. Anukul Ubonnuch, Managing Director, to conduct the Shareholders' Meeting in accordance with the Meeting's agendas.

Agenda 1 : To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021.

The Managing Director proposed the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on September 23, 2021 for the Meeting to approve.

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. 1/2021 held on September 23, 2021 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	1,195,447,866	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,195,447,866 shares.

Agenda 2 : To acknowledge the report of the Company's operating results in year 2021.

The Managing Director reported the Company's operating results in year 2021 to the shareholders for acknowledgement which can be summarized as quoted below.

For the year 2021 will be another year that the global economy has been affected by the Covid-19 epidemic which has resulted in various countries also limiting entry and exit of their own country although in the fourth quarter of 2021, many countries will begin to allow foreigners to arrive and departure the countries, but there are still conditions related to vaccination. Moreover, foreign travelers must be quarantined for a period of time specified by each country. Thailand is also one of the countries that have been affected by this cause, especially tourism industry, which is the main income of the country, still cannot return to normal.

Subsequently, the Managing Director reported the financial highlights of the Company to the Meeting that, in 2021, the Company has Total Income of Baht 569.11 million, Net Loss of Baht 212.52 million, Total Assets of Baht 8,782.32 million, Total Liabilities of Baht 6,712.96 million, Shareholder's Equity of Baht 2,069.35 million, Net Profit Margin to Income of -37.11%, Return on Equity of -10.17%, Return on Total Assets of -2.47%, Net Loss per Share of 0.10, Book Value per Share of Baht 0.90, Current Ratio of 2.21 times, and Debt to Equity Ratio of 3.24 times.

Resolved : The Meeting acknowledged the Annual Report of the Board of Directors and the 2021 operating results of the Company.

Agenda 3 : To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2021.

The Managing Director proposed the Financial Statements, for the Meeting to consider and approve, which comprise of the Statement of Financial Position, the related Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2021 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 2021 (Form 56-1 One Report) in the form of QR Code, as per Attached 2 in the Invitation Letter which has already been delivered to the shareholders.

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 Statement of Financial Position, the related Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2021 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	1,195,447,866	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,195,447,866 shares.

Agenda 4 : **To consider and approve the allocation of the 2021 profit, and the Omission of dividend payment.**

The Managing Director proposed the allocation of the 2021 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 no 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 shall be equally divided among the number of shares for an equal amount. 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 policy, the Company and its subsidiaries will pay no fewer than 60 percent of net profit in a relevant year based on a separated financial statement as a dividend if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate. (Details of Dividend payments of the past year appeared on Page 4 of the Invitation Letter (English Version) which has already been delivered to the shareholders).

According to the Company has accumulated loss at the end of the Year 2021, the Board of Directors deemed that the Annual General Meeting of Shareholders is appropriate to approve the omission of dividend payment and legal reserve.

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	1,195,447,866	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,195,447,866 shares.

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

The Managing Director proposed the election of directors to replace those retiring by rotation to the Meeting for consider and approve.

The Managing Director informed to the Meeting that according to Clause 17 of the Company's Articles of Association, one-third of the directors shall be retired by rotation at the Annual General Meeting of Shareholders. The Articles of Association require the approval by majority vote, and the Company will propose each person for shareholders to consider and elect. For the directors who had been in the office for the longest period shall be retired 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 follow:

1. Mr. Prasong Vara-ratanakul Independent Director
2. Mr. Chetawan Anuntasomboon Independent Director
3. Mr. Krittawat Taechaubol Director

The Corporate Governance, Nomination and Remuneration Committee which excluded the directors who have the related benefits, having considered the matter, deemed that the three directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 2535, and terms and conditions of company executives 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. The details of the three directors' backgrounds and performances appears in Attached 3 in the Invitation Letter, pages 39 to 41 (English Version) that have been delivered to the shareholders.

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 simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, 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 simple majority of the total number of votes of the shareholders or proxies presented at the Meeting and eligible to vote, re-elect **Mr. Prasong Vara-ratanakul** as 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	1,195,447,154	99.9999
2. Disapprove	712	0.0000
3. Abstain	0	0.0000

2. The Meeting resolved, with unanimously votes, re-elect **Mr. Chetawan Anuntasomboon** as 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	1,195,447,866	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

3. The Meeting resolved, with unanimously votes, re-elect **Mr. Kritawat Taechaubol** as 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	1,195,447,866	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,195,447,866 shares.

Agenda 6 : To determine directors' remuneration

The Managing Director therefore deems appropriate to propose the Meeting to consider and approve the remuneration for the directors.

The remuneration for the directors which has been approved by the 2021 Annual General Meeting of Shareholders for the total amount of Baht 10,000,000 (Ten million Baht) per year by allowing the Board of Directors to allocate remuneration to each director. In 2022, the Board of Directors has considered the remuneration based on what the Corporate Governance, Nomination and Remuneration Committee proposed by taking into consideration their responsibilities, scopes of work and duties as well as rationale and benefits the Company would get from the directors to attract and keep qualified directors as required. The Board of Directors therefore deems appropriate to propose the Meeting to determine the 2022 remuneration for the directors remain unchanged as equal to the 2021 of Baht 10,000,000 (Ten million Baht) per year.

The details of the remuneration payment of each director and the scope of responsibility of the Board of Directors, Audit Committee and the Corporate Governance, Nomination and Remuneration Committee are appeared in the Annual Report 2021 (Form 56-1 One Report) in the form of QR Code, as per Attached 2 in the Invitation Letter on page 121 to page 122 (Thai Version) which has already been delivered to the shareholders.

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 for the year 2022 of Baht 10,000,000 (Ten 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	1,195,447,866	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,195,447,866 shares.

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

The Managing Director deems appropriate to propose 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 EY Office Limited according to the following list as the auditors of the Company and its subsidiaries for the year 2022, where either of the following auditors shall audit and express opinions to the Company's financial statements. In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

1. Ms. Siraporn Ouaanunkun CPA No. 3844 and/or
(as an auditor from 2020 until present, totally 2 year)
2. Ms. Supanee Triyanantakul CPA No. 4498 and/or
(as an auditor from 2018 until present, totally 4 year)
3. Mr. Preecha Arunnara CPA No. 5800
(as an auditor from 2018 until present, totally 4 year)

The auditor proposed the 2022 auditing fee for the Company in the amount of Baht 2,150,000.- per year, increasing Baht 440,000.- from the 2021 auditing fee which was Baht 1,710,000.- per year, and also offered the audit for 5 subsidiaries of the Company comprising

of JCK Utilities Co., Ltd., SG Land Co., Ltd., Crown Development Co., Ltd., TFD Real Estate Management Co., Ltd. and Ratchadamri Real Estate Co., Ltd. In 2022, the total auditing fee of the Company and the subsidiaries is Baht 4,540,000.- per year, increasing Baht 590,000.- from the 2021 auditing fee which was Baht 3,950,000.- per year.

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

For the Non-Audit fee, the Company did not receive any service from the auditor's audit office during the past fiscal year.

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 Limited, by Ms. Siraporn Ouaanunkun CPA No. 3844, and/or Ms. Supanee Triyanantakul CPA No. 4498, and/or Mr. Preecha Arunnara CPA No. 5800, as the auditor of the Company and the subsidiaries for the year 2022 with the total audit fee of Baht 4,540,000.- 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	1,195,447,866	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,195,447,866 shares.

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

The Managing Director proposed the Meeting to decrease of the registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

The Company has to completely decrease registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company prior to any increase of its capital in compliance with the provisions of the Public Limited Company Act that requires the Company to reduce the share capital by cancellation of registered shares that have not been issued prior to the increase registered capital.

In this regard, it is appropriate to propose to the Meeting of Shareholder to approve to decrease registered capital of the Company from Baht 4,438,806,550 to Baht 3,921,719,021 by canceling non-allotment of 517,087,529 ordinary shares with par value of Baht 1 per share, which are the non-allotment of ordinary shares reserved for the offering to existing shareholders and investors via Private Placement in General Mandate but not allocated within the period approved by the previous shareholders' meeting.

And to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the reduction of the registered share capital as by cancellation the existent contents and use the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 3,921,719,021	(Three Thousand Nine Hundred Twenty-One Million Seven Hundred Nineteen Thousand and Twenty-One Baht)
Divided into	3,921,719,021 Shares	(Three Thousand Nine Hundred Twenty-One Million Seven Hundred Nineteen Thousand and Twenty-One Shares)
Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	3,921,719,021 Shares	(Three Thousand Nine Hundred

Therefore, it was deemed that the Meeting of Shareholders should consider and approve to increase the registered capital of the Company in the amount of Baht 1,193,994,832 of the Company’s registered capital, from 1,235,673,931 from Baht 3,921,719,021 to Baht 5,157,392,952 by issuing 1,235,673,931 newly issued ordinary shares with par value of Baht 1 per share for the allotment to existing shareholders (Right Offering) and to investors via Private Placement in General Mandate and to reserve for the conversion of convertible debentures, as per details in the capital increase report (according to Attached 5 of the Invitation Letter page 44 to page 53 (English Version) which have already been delivered to the shareholders).

In addition, the Company shall amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital by cancellation the existent contents and use the new contents as mention below:

“Clause 4. Registered Capital Baht 5,157,392,952 (Five Thousand One Hundred Fifty-Seven Million Three Hundred Ninety-Two Thousand Nine Hundred and Fifty-Two Baht)

Divided into 5,157,392,952 Shares (Five Thousand One Hundred Fifty-Seven Million Three Hundred Ninety-Two Thousand Nine Hundred and Fifty-Two Shares)

Par value of Baht 1 (One Baht)

Divided as follows;

Ordinary shares 5,157,392,952 Shares (Five Thousand One Hundred Fifty-Seven Million Three Hundred Ninety-Two Thousand Nine Hundred and Fifty-Two Shares)

Preferred shares - Shares (-)”

This agenda must be approved by not less than three-fourths 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 increase the registered capital of the Company and amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital by the details as stated by the Managing 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	1,195,447,866	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,195,447,866 shares.

Agenda 10 : To consider and approve the allocation off the newly issued ordinary shares.

The Managing Director proposed to the Meeting that as aforementioned in Agenda 9 with respect to the plan of funding in order to be utilized as working capital, repayment of debt, use to operate business and develop the existing projects of the Company and its subsidiaries as well as to be reserving funds to support the investment expansion in the future. Therefore, according to the law, the Meeting is required to consider and approve the allocation of not exceeding 1,235,673,931 newly issued ordinary shares with par value of Baht 1 per share

Therefore, it is appropriate to propose to the Shareholders' Meeting to consider and approve the allocation of the newly issued ordinary shares as details appear in the Invitation Letter page 13 to page 17 (English Version) and details appear in the Information Memorandum in relation to the Allotment and Offering of Newly Issued Ordinary Shares to Investors in Private Placement according to Attached 6 of the Invitation Letter page 54 to page 58 (English Version) which have already been delivered to the shareholders as follows:

- (1) The amount not exceeding 526,985,704 newly issued ordinary shares or equal to 20.00% of the current paid-up capital of the Company, for offering to existing shareholders (Right Offering) in General Mandate.

Whereby, the Board of Directors shall be authorized to allot and offer in same time or to separate into partial for offering in lots from time to time and have right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e.g. set XR date, and objective of the issuance and offering of such ordinary shares, specify of any offering price including the offering price that is lower than the par value of the Company's ordinary shares but not less than 0.01 Baht/share except in the case where the law prohibits the Company from issuing share lower than the par value. The par value of the Company's ordinary shares shall be considered as the offering price, subscription period, ratio of allotment, allotment method and the payment process, etc., including change of the subscription period, the payment and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents in the Minutes of Shareholders' Meeting or Memorandum of Association and/or others application and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Market for the Stock Exchange of Thailand (SET) and submission of information and documents to the SEC, the SET, the Ministry of Commerce or other relevant authorities.

This allocation of newly issued ordinary shares to existing shareholders in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which will be determined by the Company or within the date of the Annual General Meeting of Shareholders which will be determined by the law, whichever date is earlier.

- (2) The amount not exceeding 263,492,852 newly issued ordinary shares or equal to 10.00% of the current paid-up capital of the Company, for offering in entirety or in portions for offering in lots from time to time to investors via Private

Placement in General Mandate categorized under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement which such persons are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) and amended, whereby the Board of Directors shall have the authority to determine the offering price of the shares at the best market price in accordance with the market condition during the offering period to the investor(s) which shall not lower than one of the following price:

- (A) The weighted average of share price trading on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the determination date of the offering price of such shares in each time (“Market Price”), whereby such weighted average of share price is required to use the average price of shares trading in each day. Provide that, the determination date of offering price is required to backward not exceeding 3 trading days prior to the first date of offering shares to the investor(s). However, the Board of Directors of the Company may determine the discount on the offering price but shall not exceed 10% of such Market Price. In this case, in the event that the offering price in any period of which the discount is calculated from the market price does not exceed 10% of the market price, results in the offering price being lower than the par value of the Company’s ordinary shares, then can use the said offering price but not less than 0.01 Baht/share, except in the case where the law prohibits the Company from issuing shares lower than the par value. The par value of the Company’s ordinary shares shall be considered as the offering price.
- (B) The price which is determined by the institutional investors who willingly want to pay for the newly issued ordinary shares at that price level (the Book Building method) which is examined by the securities company.

This allocation of newly issued ordinary shares to investors via Private Placement in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which will be determined by the Company or within the date of the Annual General Meeting of Shareholders which will be determined by the law, whichever date is earlier.

For the allotment and offering of newly issued ordinary shares of the Company above, the Board of Directors shall have the authorities to consider the fixing of other details regarding the allotment and offering of capital increase ordinary shares, such as searching of investors in Private Placement, fixing of the terms, conditions and details regarding the allotment and offering of capital increase ordinary shares and/or allot newly issued ordinary shares as remuneration for the acquisition of assets, negotiation, entry into agreement and execution of relevant documents and agreements regarding the allotment and offering of capital increase ordinary shares; and execution of applications for permission and necessary and relevant evidence regarding such allotment and offering of capital increase ordinary shares, including determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, as well as the authority to correct wording or contents for Minutes of Shareholders' Meeting or Memorandum of Association and/or others application and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Market for the Stock Exchange of Thailand (SET) and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to investors via Private Placement above in any case shall not enable any investors to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, and in

violation of the foreign limit as specified in the Company's Articles of Association.

(Details of the allotment and offering of newly issued ordinary shares to investors in Private Placement in this occasion appeared in Attached 6 of the Invitation Letter page 54 to page 58 (English Version) which have already been delivered to the shareholders)

- (3) The amount not exceeding 445,195,375 shares or equal to 16.90% of the current paid-up capital of the Company to be reserved for the conversion of the convertible debentures to specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021 which at present the Convertible Debentures amount of Baht 330,000,000 has been issued and offered, the remaining Baht 670,000,000 that have not been issued and offered.

At present, the Company has 213,273,262 shares remaining reserved for the exercise of Convertible Debentures, which is expected to be insufficient for conversion of Convertible Debentures that have not yet been issued and offered, amounting to another Baht 670,000,000 million. The Company therefore proposed for approval from the 2022 Annual General Meeting of Shareholders for the capital increase and allocating 445,195,375 newly issued ordinary shares to reserve for the exercise of the Convertible Debentures that have not yet been issued and offered in the amount of Baht 670,000,000 as abovementioned.

In addition, as of the Board of Directors Meeting No. 3/2022 held on March 25, 2022, which resolved to call the 2022 Annual General Meeting of Shareholders, the Company had paid-up capital of Baht 2,634,928,520. The Company still had the remaining ordinary shares to reserve for the exercise of warrants JCK-W6 which existing amount 1,073,517,239 shares with par value of Baht 1 per share and the remaining ordinary shares to reserve for the conversion of Convertible Debentures to specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1"), amount 213,273,262 shares with par value of Baht 1 per share.

At present, as of April 25, 2022, the Company has a paid-up capital of Baht 2,714,266,793 by exercising the conversion of Convertible Debentures specific investors, namely Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”) during March 26, 2022 to April 22, 2022, amount 79,338,273 shares, resulting in the Company having outstanding ordinary shares for reserve for the conversion of Convertible Debentures in the amount of 133,934,989 shares with par value of Baht 1 per share.

AO Fund and AO Fund 1 are not related person under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions, and this offering of the convertible debentures is considered as an offering to no more than 10 specific investors within four-month period as specified in clause 43 (1) of the Notification No. Tor Jor. 17/2561. In addition, the Conversion Price will not lower than 90 percent of market price whereas the market price shall be calculated based on the weighted average price of the Company’s shares trading on the Market for the Stock Exchange of Thailand (SET) for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date that the holders of the convertible debentures exercise their right of conversion and the weighted average price is calculated from the trading value divided by the trading volume of each consecutive business day (Floating Conversion Price). However, in the event that at any period of conversion, the conversion price is calculated until the result of the conversion price is lower than the par value of the Company's ordinary shares, then can use the said conversion price but not less than 0.01 Baht per share, except in the case where the law prohibits the Company from issuing shares lower than the par value. The par value of the Company's ordinary shares shall be deemed the conversion price. In the event that the Company cannot issue underlying shares at a price lower than the par value of the Company's shares, the Company shall issue additional compensation shares in such a way that the calculation of all shares to be issued at par value is in accordance with the conversion price.

However, the allocation of issued ordinary shares which reserved for the conversion of the convertible debentures to specific investors, namely Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”) must be approved by the 2022 Annual General Meeting of Shareholders,

and the Company has to be waived from issuing and offering newly issued ordinary shares of the Company to reserve for the conversion of the convertible debentures to the Office of the Securities and Exchange Commission (“SEC”) according to the Notification of Capital Market Supervisory Board TorChor. 17/2561 Re: Application for and Approval of Offer for Sale of Newly Issued Debt Securities, Clause 69(3) (a), in conjunction with Clause 70 and Clause 78(4).

(Details of the Summary of the important terms and conditions of the convertible debentures to be issued by the Company as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021 according to Attached 7 of the Invitation Letter page 59 to page 63 (English Version) which have already been delivered to the shareholders)

Therefore, for the newly issued ordinary shares the Company will use the market price which calculated from the weighted average price of the Company's shares in the SET is calculated by specifying 3 decimal places. If the 4th decimal place has a value of 5 or more, it will be rounded up. The offering price to private placement will be calculated by specifying 3 decimal places. If the 4th decimal place has a value of 5 or more, it will be rounded up.

This agenda must be approved by simple majority of 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 allocation of the newly issued ordinary shares by the details as proposed by the Managing 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	1,195,447,866	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there were - shareholders/proxies increasing from the start of the Meeting, together holding - shares. Total shareholders/proxies in this agenda are 52 persons, holding 1,195,447,866 shares.

Agenda 11 : Other matter (if any)

The Managing Director asked if any shareholders would like to submit other matters to the Meeting or if anyone would have any question. As there was no further matter to discuss or question from the shareholders, the Managing Directors then adjourned the Meeting.

The Chairman expressed his appreciation to the shareholders for attending the Meeting and declared the Meeting closed 15.10 hours.



(Dr. Apichai Taechaubol)

Chairman of the Meeting