

(Translation)

Ref. AIT/22 – 494

November 24, 2022

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022 through Electronic Means (E-EGM)

To: All shareholders

- Attachments:
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders.
 2. Supporting documents for consideration in Agenda 3, Capital Increase Report Form (F53-4).
 3. Information Memorandum in relation to the allotment and offering of newly issued ordinary shares to investors in private placement.
 4. Summary of the important Terms and Conditions of the newly issued convertible debentures of JCK International Public Company Limited as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021
 5. Guidelines for attending the meeting of shareholders through Electronic Means by Inventech Connect. (Live Streaming)
 6. Supporting documents for attending the meeting:
 - 6.1 The Company's Article of Association which related to the Annual General Meeting of Shareholders.
 - 6.2 Rules and procedures for attending the meeting, granting the proxy and voting.
 - 6.3 Information of independent directors to support an appointment of proxy (in case independent director is appointed as a proxy).
 - 6.4 Documents and evidences which required to be presented at the meeting.
 - 6.5 Proxy.

JCK International Public Company Limited would like to notify that the Board of Directors No. 10/2022 calls for the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on Tuesday, December 20, 2022, 2.00 p.m., through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563. Therefore, the meeting agendas are in accordance with the resolution of the Board of Directors as follows:

Agenda 1 : To adopt the Minutes of the 2022 Annual General Meeting of Shareholders.

Fact and Rational: The Company has prepared the Minutes of the 2022 Annual General Meeting of Shareholders held on April 29, 2022 of which the copy of the Minutes of the Meeting is attached hereto as per Attachment 1.



Board of Directors' Opinion : The Board of Directors has considered the matter and deemed that the Minutes of the 2022 Annual General Meeting of Shareholders are truly and accurately recorded. Therefore, it was deemed appropriate for the Shareholders' Meeting to certify the Minute as aforementioned.

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

Agenda 2 : To 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.

Fact and Rational : 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 decrease the share capital by cancelling non allotment of the registered share capital prior to increase new registered share capital.

Board of Directors' Opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve to decrease the registered capital of the Company from Baht 5,157,392,952 to Baht 3,373,398,552 by canceling non-allotment 1,783,994,400 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 and ordinary shares reserved for the exercise of warrants to purchase ordinary shares of the Company No. 6 (JCK-W6) , then JCK-W6 will expired and delisting from the Stock Exchange of Thailand from November 12, 2022. 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, by cancellation of the existent contents and use of the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 3,373,398,552	(Three Thousand Three Hundred and Seventy-Three Million, Three Hundred and Ninety-Eight Thousand, Five Hundred and Fifty-Two Baht)
Divided into	3,373,398,552 shares	(Three Thousand Three Hundred and Seventy-Three Million, Three Hundred and Ninety-Eight Thousand, Five Hundred and Fifty-Two shares)



Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	3,373,398,552 shares	(Three Thousand Three Hundred and Seventy-Three Million, Three Hundred and Ninety-Eight Thousand, Five Hundred and Fifty-Two shares)
Preferred shares	- shares	(- shares)”

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

Agenda 3 : To consider and approve to increase 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 increase of the registered share capital.

Fact and Rational: The Company needs to raise funds in order to be used as working capital, repaying debt, and for using in the current business operation and in the projects development of the Company and subsidiaries, as well as to support future expansion. Therefore, the Company has the intention to increase 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 increase of the registered share capital.

Board of Directors’ opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve to increase the registered capital of the Company in the amount of Baht 1,692,002,394 from Baht 3,373,398,552 to Baht 5,065,400,946 by issuing 1,692,002,394 newly issued ordinary shares with par value of Baht 1 per share for the allotment to existing shareholders and to investors via Private Placement in General Mandate and to reserve for the exercise of the Convertible Debentures pursuant to details as shown in Capital Increase Report Form (Attachment 2), and to 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 of the existent contents and use of the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 5,065,400,946	(Five Thousand and Sixty-Five Million, Four Hundred Thousand, Nine Hundred and Forty-Six Baht)
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Divided into	5,065,400,946 shares	(Five Thousand and Sixty-Five Million, Four Hundred Thousand, Nine Hundred and Forty-Six shares)
Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	5,065,400,946 shares	(Five Thousand and Sixty-Five Million, Four Hundred Thousand, Nine Hundred and Forty-Six shares)
Preferred shares	- shares	(-)"

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

Agenda 4 : To consider and approve the allocation of the newly issued ordinary shares.

Fact and Rational : As aforementioned in Agenda 3 with respect to the plan of funding for working capital, repaying debt, for using in current business, for development of projects of the Company and subsidiaries, and support future expansion, according to the law, the Meeting is required to consider and approve the allocation of 1,692,002,394 newly issued ordinary shares with par value of Baht 1 per share.

Board of Directors' opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve the allocation of 1,692,002,394 newly issued ordinary shares with par value of Baht 1 per share with details as follows:

- (1) The amount not exceeding 653,642,292 newly issued ordinary shares or equal to 20% 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 326,821,146 newly issued ordinary shares or equal to 10% 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 as appeared in Attachment 3)

- (3) The amount not exceeding 711,538,956 shares or equal to 21.77% 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 the present the Convertible Debentures amount of Baht 570,000,000 has been issued and offered, the remaining Baht 430,000,000 that have not been issued and offered.

However, on the date of the Board of Directors' Meeting No. 10/2022 on November 14, 2022, which was the day that the Board of Directors resolved to call the Extraordinary General Meeting of Shareholders No. 1/2022, the Company had remaining 105,187,088 shares reserved for conversion of the Convertible Debentures, which is expected to be insufficient for conversion of the Convertible Debentures that have not yet been issued and offered, amounting to another Baht 430,000,000. The Company therefore proposed for approval from the Extraordinary General Meeting of Shareholders No. 1/2022 for the capital increase and allocating 711,538,956 newly issued ordinary shares to reserve for



conversion of the Convertible Debentures that have not yet been issued and offered in the amount of Baht 430,000,000 as abovementioned.

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.

(Details of the Summary of the important terms and conditions of the Convertible Debentures to be issued by the Company to AO Fund and AO Fund 1 as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021 as appeared in Attachment 4)

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.

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

Agenda 5 : Other matters (if any).

The Company has listed the name of shareholders who have the rights to attend the meeting and exercising the votes at the Extraordinary General Meeting of Shareholders No. 1/2022 on November 28, 2022 (Record Date).

If any shareholder would like to appoint independent director as your proxy to attend the Meeting and vote on your behalf, kindly fill in, sign it together with a seal (if any) and affixing with Baht 20 duty stamp onto the proxy (Attachment 6.5). Shareholder can download the proxy from www.jck.international, together with the documents and evidences as required (Attachment 6.4) by addressing the envelope to the Company Secretary, JCK International Public Company Limited No. 18 Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 for inspection at least one day prior to the meeting.

For any shareholder who would like to attend the meeting by yourself or appoint a person who is not an independent director of the Company to attend the meeting through Electronic Means and vote on your behalf in this meeting, please consider the electronic registration as per Guidelines for attending the meeting of shareholders through Electronic Means by Inventech Connect (Live Streaming) (Attachment 5). The electronic registration will be available from December 13, 2022 at 8.30 a.m. and will be closed on December 19, 2022 at 5.30 p.m.

By Order of the Board of Directors



(Ms. Siriporn Tamenant)

Director and Company Secretary