

# (TRANSLATION)

Ref. AIT/25 - 009

#### January 8, 2025

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025

To: All Shareholders

Enclosures: 1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders as of April 30, 2024

- 2. Summary of important details of Convertible Bonds of JCK International Public Company Limited No. 1/2025
- Summary of important details of warrants to purchase ordinary shares of JCK International Public Company Limited No. 7 (JCK-W7)
- 4. Report Form for Capital Increase (F53-4)
- 5. Connect Guidelines for attending the meeting of shareholders No. 1/2025 through Electronic Means by Inventech Connect
- 6. Supporting documents for attending the meeting:
  - 6.1. The Company's Articles 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 the independent director is appointed as a proxy).
  - 6.4. Documents and evidence which are required to be presented at the meeting.
  - 6.5. Proxy.

By this letter. JCK International Public Company Limited (the "**Company**") would like to notify that the Board of Directors resolved to call for the Extraordinary General Meeting of Shareholders No. 1/2025 to be held on Tuesday, January 28, 2025, at 14.00 hours through an electronic media platform pursuant to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and the Notification of the Ministry of Digital Economy and Society Re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563 (2020), by broadcast from the meeting room on the 5th floor of TFD Building, located at 18 Soi Sathorn 11, Yeak 9, Yannawa Subdistrict, Sathorn District, Bangkok to consider the following agendas:

เลขที่ 18 ซอยสาทร 11 แยก 9 อาคารทีเอฟดี แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120

โทรศัพท์: (66) 2676 4031-6, (66) 2676 3836-9 โทรสาร Fax : (66) 2676 4038-9 http ://www.jck.international ทะเบียนเลขที่ 0107537000475 (เดิมเลขที่ บมจ.294) 18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 Thailand.

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



### Agenda 1: To adopt the minutes of the 2024 Annual General Meeting of Shareholders

<u>Fact and Rationale</u>: The Company has prepared the Minutes of the 2024 Annual General Meeting of Shareholders held on April 30, 2024 of which the copy of the Minutes of the Meeting is attached hereto as per <u>Attachment 1</u>.

<u>Board of Directors' Opinion:</u> The Board of Directors has considered the matter and deemed that the Minutes of the 2024 Annual General Meeting of Shareholders are truly and accurately recorded. It is therefore deemed appropriate for the Meeting of Shareholders to adopt such Minutes of the Meeting.

<u>Vote Required:</u> Simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote.

Agenda 2: To consider and approve to decrease the registered capital of the Company which has not been allocated and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the decrease of the registered capital

**Fact and Rationale:** To comply with the provisions of the Public Limited Company Act B.E. 2535 (1992) (and its amendments), which stipulates that the Company may issue new shares only when all existing shares have been issued and offered and fully paid (or, in the case of unoffered shares, the remaining unoffered shares must be issued to reserve for the exercise of convertible bonds or warrants to purchase the newly issued shares), the Company is therefore required to reduce its registered capital by canceling the unissued and unoffered ordinary shares before it can proceed with increasing its capital.

The Company must proceed to reduce its registered capital by 1,140,824,205.00 Baht, that were allocated to reserve for the issuance of additional ordinary shares under a General Mandate that have not yet been offered in accordance to the resolution of the 2024 Annual General Meeting of Shareholders held on April 30, 2024, from the original registered capital of 4,943,571,556.00 Baht, divided into 4,943,571,556 ordinary shares, with a par value of 1.00 Baht per share, to the new registered capital of 3,802,747,351.00 Baht, divided into 3,802,747,351 ordinary shares, with a par value of 1.00 Baht per share.

To be in line with the reduction of the Company's registered capital, the Company must amend its memorandum of association, Clause 4 Registered Capital, as follows:



"Clause 4.	Registered capital amount	3,802,747,351.00 Baht	(Three billion, eight hundred two
			million, seven hundred forty-
			seven thousand, three hundred
			fifty-one Baht)
	Divided into	3,802,747,351 shares	(Three billion, eight hundred two
			million, seven hundred forty-
			seven thousand, three hundred
			fifty-one shares)
	Par value per share	1.00 Baht	(One Baht)
	Divided into:		
	Ordinary share	3,802,747,351 shares	(Three billion, eight hundred two
			million, seven hundred forty-
			seven thousand, three hundred
			fifty-one shares)
	Preferred share	- shares	(-)"
	Divided into: Ordinary share	3,802,747,351 shares	seven thousand, three hundred fifty-one shares) (One Baht) (Three billion, eight hundred two million, seven hundred forty- seven thousand, three hundred fifty-one shares)

In this regard, the Board of Directors' meeting approved the proposal to be presented to the shareholders' meeting for consideration and approval of authorizing the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or any person assigned by the Board of Directors, the Executive Committee, or the Chief Executive Officer to have the authority to register the capital reduction and amend Clause 4 of the Memorandum of Association. This includes signing applications or any documents related to the registration of the capital reduction and the amendment of the Memorandum of Association for the capital reduction and amendment to the Department of Business Development, Ministry of Commerce. It also includes making necessary corrections, amendments, or changes to the application or statements in such documents related to the registration of the capital reduction and the amendment of the Memorandum of Association to be submitted to the Department of Business Development, Ministry of Commerce. Additionally, the authorized persons are authorized to take any necessary and related actions as deemed appropriate to ensure compliance with the laws, regulations, and interpretations of relevant government agencies, as well as in accordance with the recommendations or directives of the registrar or relevant officials.

**Board of Directors' Opinion:** The Board of Directors, after consideration, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to approve the reduction of the company's unissued registered capital by 1,140,824,205 Baht, from the original registered capital of 4,943,571,556 Baht, divided into 4,943,571,556 ordinary shares with a par value of 1.00 Baht per share, to a new registered capital of 3,802,747,351 Baht, divided into 3,802,747,351 ordinary shares with a par value of 1.00 Baht per share. This will be achieved by canceling 1,140,824,205 unissued ordinary shares



with a par value of 1.00 Baht per share and the amendment of Clause 4 of the company's Memorandum of Association to reflect the reduction in registered capital, as well as to grant the related authorizations as proposed.

<u>Voting Required</u>: Not less than three-fourths of the total number of votes of shareholders present at the meeting and eligible to vote.

# Agenda 3: To consider and approve the issuance and offering of Convertible Bonds to the Company's existing shareholders who are entitled to receive the allocation in proportion to their shareholding (Right Offering) in a total amount not exceeding 200,000,000.00 Baht.

Fact and Rationale: The Company intends to issue and offer newly issued convertible bonds in a total amount not exceeding 200,000 units, at an offering price of 1,000 Baht per unit, with a total offering value not exceeding 200,000,000.00 Baht, to the Company's existing shareholders who are entitled to receive the allocation in proportion to their shareholding (Right Offering) ("Convertible Bonds"). The proceeds from the issuance will be used to repay inter-company debts or as working capital for the Company. The conversion price of the Convertible Bonds will not be less than 90.00% of the market price, where the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for the past 15 consecutive business days ("Floating Conversion Price") prior to the date specified for conversion by the Convertible Bondholders. The conversion price must not be lower than 2.00 Baht per share ("Minimum Conversion Price"). Details are provided in <u>Attachment 2</u>.

In this regard, the Convertible Bonds, not exceeding 200,000 units, shall be allocated in full to the Company's existing shareholders who are entitled to receive the allocation in proportion to their shareholding (Right Offering) at the allocation ratio of 19,013 original shares to 1 Convertible Bonds unit. Any fraction from the calculation shall be discarded in all cases. Any shareholder of the Company who holds less than 19,013 shares will not receive the right to subscribe for the Convertible Bonds in proportion to their rights (but may subscribe in excess of their rights). The existing shareholders who are entitled to receive the allocation may subscribe for the Convertible Bonds in accordance with their rights, less than or in excess of their rights, or waive their rights to subscribe for the Convertible Bonds to the shareholders who subscribe in full first. If there are any Convertible Bonds remaining from the allocation in accordance with their rights, the Company will allocate the remaining Convertible Bonds to the shareholders who subscribe and pay for the Convertible Bonds in excess of their rights (until there are no Convertible Bonds left to be allocated) in accordance with the following criteria:



- (1) In the event that the number of Convertible Bonds that the existing shareholders have subscribed for in excess of their rights is greater than the number of the remaining Convertible Bonds, the remaining Convertible Bonds shall be allocated among the existing shareholders who have subscribed for in excess of their rights in proportion to the shareholding of the existing ordinary shares of each shareholder who has subscribed for in excess of their rights. The allocation of the Convertible Bonds shall be carried out until there are no Convertible Bonds left to allocate.
- (2) In the event that the number of Convertible Bonds that the existing shareholders have subscribed for in excess of their rights is less than the number of the remaining Convertible Bonds, the remaining Convertible Bonds shall be allocated to all the existing shareholders who have subscribed for in excess of their rights and paid for the subscription of the Convertible Bonds.

The Board of Directors approved the determination of the record date for shareholders entitled to receive the allocation of Convertible Bonds offered to existing shareholders in proportion to their shareholding (Right Offering) on January 6, 2025 (Record Date). However, the granting of such rights remains uncertain as it is subject to approval by the shareholders' meeting. The Board also approved the proposal to the shareholders' meeting for the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or persons designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer to have the authority to determine details, amend, or take any necessary and related actions regarding the issuance and offering) to comply with the applicable laws. This authority includes, but is not limited to, the following actions:

- (1) Specify or amend details, methods and conditions related to the issuance and offering of Convertible Bonds as appropriate, whether it is a single issuance and offering or multiple offerings, including but not limited to the Terms and Conditions of Convertible Bonds, the date of issuance of Convertible Bonds, the par value of Convertible Bonds, the offering price, the number of ordinary shares to support the conversion of Convertible Bonds, the interest rate, the calculation and method of interest payment, the conversion price, the conversion rate, the period for exercising the right to convert, the redemption price, the redemption period, the expiration date of the conversion right, the method of allocating Convertible Bonds, or specifying the event in which the Company must issue additional new shares to support the change in the exercise of the conversion right, the conditions for adjusting the conversion right.
- (2) Negotiate, agree, enter into, amend, add, endorse and certify contract, documents, applications for permission, requests for waivers, evidence, disclosure of information, sales report and other necessary and relevant documents for the issuance, offering and allocation



of Convertible Bonds and the allocation of additional ordinary shares issued to support the exercise of conversion rights by Convertible Bondholders, including but not limited to contacting, filing, amending, adding, signing applications for permission, requests for waivers, evidence, disclosure of information, sales report and other documents to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thai Bond Market Association, the Thailand Securities Depository Co., Ltd., government agencies and/or agencies related to the issuance and offering of Convertible Bonds and the listing of additional ordinary shares from the exercise of conversion rights on the Stock Exchange of Thailand.

- (3) Authorize any person as a sub-attorney to act and perform the acts specified above on behalf of the Company.
- (4) perform any other necessary and appropriate acts in connection with the issuance, offering and allocation of Convertible Bonds in order for the operations specified above to be completed.

**Board of Directors' Opinion:** The Board of Directors, after consideration, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for approval to issue and offer Convertible Bonds totaling no more than 200,000 units at an offering price of 1,000 Baht per unit, with a total offering value not exceeding 200,000,000.00 Baht, the Convertible Bonds will be offered to the company's existing shareholders who are entitled to allocation in proportion to their shareholders (Right Offering), and to approve the determination of the record date for identifying shareholders entitled to the allocation of the convertible debentures under the Right Offering, which will be on January 6, 2025, and all related authorizations as proposed.

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

Agenda 4: To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 (JCK-W7) in an amount not exceeding 1,800,000,000 units to be allocated to the Company's existing shareholders who subscribed for and were allocated Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering).

**Facts and Rationale:** The Company intends to issue and offer warrants to purchase ordinary shares of the Company No. 7 (JCK-W7) in an amount not exceeding 1,800,000,000 units, or 47.33% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 13/2024 held on December 20, 2024. These warrants will be allocated to the Company's existing shareholders who subscribed for and were allocated Convertible Bonds issued and offered to the existing shareholders



in proportion to their shareholding (Right Offering) at no cost (zero Baht), at a ratio of 1 unit of Convertible Bond to 9,000 units of JCK-W7. The warrants will have a term of 5 years from the issue date, with an exercise ratio of 1 unit of warrant to 1 ordinary share and an exercise price of 0.20 Baht per share (except in the case of an adjustment of the exercise price). The summary details of JCK-W7 are provided in the Summary of Important Details of Warrants to Purchase Ordinary Shares of JCK International Public Company Limited No. 7 (JCK-W7), which will be allocated to the Company's existing shareholders who subscribed for and were allocated Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) and the impact on shareholders, as per <u>Attachment 3</u>.

However, the exercise price of the warrants to purchase ordinary shares of the Company No. 7 (JCK-W7) is lower than the par value of the Company's shares, which has a par value of 1 Baht per share, due to the Company's accumulated losses as shown in the Statement of Financial Position of the Company as of September 30, 2024. Therefore, the Company may determine the exercise price of the warrants to purchase ordinary shares of the Company No. 7 (JCK-W7) at a price lower than the par value of the Company's shares upon approval from the shareholders' meeting in accordance with Section 52 of the Public Limited Company Act B.E. 2535 (1992) (and its amendments).

The Board of Directors also approved the proposal to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or persons designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer to:

- Determine and change criteria, conditions, and details of the issuance and offering of JCK-W7 as deemed appropriate and within the authority prescribed by law.
- (2) Modify wording or details in documents, shareholders' meeting minutes, the Memorandum of Association, and/or any applications and/or perform actions to comply with the registrar's orders in filing for registration with the Department of Business Development, Ministry of Commerce.
- (3) Contact, negotiate, execute, amend, or sign applications for approval, waiver requests, notifications, and necessary evidence related to the issuance of the warrants, including submitting such applications, documents, and evidence to government agencies or relevant authorities.
- (4) Perform any actions necessary and appropriate related to the issuance and offering of the warrants and the underlying shares to ensure the success of the process, including registering the ordinary shares derived from the exercise of such warrants as listed securities on the Stock Exchange of Thailand, and appoint and delegate appropriate persons to act as sub-attorneys for the aforementioned matter.



**Board of Directors' Opinion:** The Board of Directors, after consideration, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2568 for approval to issue and offer the warrants to purchase ordinary shares of the Company No. 7 (JCK-W7), not exceeding 1,800,000,000 units, equivalent to 47.33% of the company's paid-up capital as of the Board of Directors Meeting No. 13/2024 held on December 20, 2024, these warrants will be offered to the existing shareholders who subscribe to and are allocated Convertible Bonds issued and offered under the Right Offering, free of charge (zero Baht), at a ratio of 1 convertible debenture unit to 9,000 units of JCK-W7 warrants and the warrants will have a term of 5 years from the date of issuance, with an exercise ratio of 1 warrant per 1 ordinary share and an exercise price of 0.20 Baht per share (subject to adjustment in case of price adjustments), and all related authorizations as proposed.

<u>Voting Required:</u> Not less than three-fourths of the total number of votes of shareholders present at the meeting and eligible to vote.

Agenda 5: To consider and approve the increase of the Company's registered capital and to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to align with the increase of the Company's registered capital.

**Facts and rationale:** To reserve for the issuance and offering of Convertible Bonds and the issuance and offering of the warrants to purchase ordinary shares of the Company No. 7 (JCK-W7), the Company intends to increase its registered capital by 1,900,000,000.00 Baht from the original registered capital of 3,802,747,351.00 Baht, divided into 3,802,747,351 ordinary shares with a par value of 1.00 Baht per share, to the new registered capital of 5,702,747,351.00 Baht, divided into 5,702,747,351 ordinary shares with a par value of 1.00 Baht per share, by issuing 1,900,000,000 additional ordinary shares with a par value of 1.00 Baht per share. This is to support the issuance and offering of Convertible Bonds in the amount of 100,000,000 shares and the issuance and offering of the warrants to purchase ordinary shares of the Company No. 7 (JCK-W7) in the amount of 1,800,000,000 shares. The details are shown in the Report Form for Capital Increase (F53-4) as per **Attachment 4**.

To align with the above-mentioned increase in registered capital, the Company must amend Clause 4 of the Company's Memorandum of Association as follows:

"Clause 4. Registered capital amount 5,702,747,351.00 Baht (Five billion, seven hundred two million, seven hundred fortyseven thousand, three hundred fifty-one Baht)



Divided into	5,702,747,351 shares	(Five billion, seven hundred two million, seven hundred forty- seven thousand, three hundred
		fifty-one shares)
Par value per share	1.00 Baht	(One Baht)
Divided into:		
Ordinary share	5,702,747,351 shares	(Five billion, seven hundred two
		million, seven hundred forty-
		seven thousand, three hundred
		fifty-one shares)
Preferred share	- shares	(-)"

In this regard, the Board of Directors' meeting approved the proposal to be presented to the shareholders' meeting for consideration and approval of authorizing the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or any person assigned by the Board of Directors, the Executive Committee, or the Chief Executive Officer to have the authority to register the capital increase and amend Clause 4 of the Memorandum of Association. This includes signing applications or any documents related to the registration of the capital increase and the amendment of the Memorandum of Association for the capital increase and amendment to the Department of Business Development, Ministry of Commerce. It also includes making necessary corrections, amendments, or changes to the application or statements in such documents related to the registration of the capital increase and the amendment of the Memorandum of Association to be submitted to the Department of Business Development, Ministry of Commerce. Additionally, the authorized persons are empowered to take any necessary and related actions as deemed appropriate to ensure compliance with the laws, regulations, and interpretations of relevant government agencies, as well as in accordance with the recommendations or directives of the registrar or relevant officials.

**Board of Directors' Opinion:** The Board of Directors, after consideration, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to approve the increase of the Company's registered capital by 1,900,000,000.00 Baht, from the original registered capital of 3,802,747,351.00 Baht, divided into 3,802,747,351 ordinary shares with a par value of 1.00 Baht per share, to the new registered capital of 5,702,747,351.00 Baht, divided into 5,702,747,351 ordinary shares with a par value of 1.00 Baht per share. This will be achieved by issuing 1,900,000,000 additional ordinary shares with a par value of 1.00 Baht per share. This will be achieved by issuing 1,900,000,000 additional ordinary shares with a par value of 1.00 Baht per share to support the issuance and offering of Convertible Bonds in the amount of 100,000,000 shares and the issuance and offering of the warrants to purchase ordinary shares of the Company No. 7 (JCK-W7) in the amount of 1,800,000,000 shares, and the amendment



of Clause 4 of the Company's Memorandum of Association to align with the increase in registered capital, including all related authorizations as proposed.

<u>Voting Required:</u> Not less than three-fourths of the total number of votes of shareholders present at the meeting and eligible to vote.

### Agenda 6: To consider and approve the allocation of newly issued ordinary shares of the Company

**Facts and rationale:** As per Agenda 5, to approve the increase of the Company's registered capital by 1,900,000,000.00 Baht, from the original registered capital of 3,802,747,351.00 Baht, divided into 3,802,747,351 ordinary shares with a par value of 1.00 Baht per share, to the new registered capital of 5,702,747,351.00 Baht, divided into 5,702,747,351 ordinary shares with a par value of 1.00 Baht per share, by issuing 1,900,000,000 additional ordinary shares with a par value of 1.00 Baht per share. The Company intends to allocate 1,900,000,000 additional ordinary shares with a par value of 1.00 Baht per share to support the issuance and offering of Convertible Bonds and the issuance and offering of the warrants to purchase ordinary shares of the Company No. 7 (JCK-W7), with the details as follows:

- (1)Allocate additional ordinary shares to support the issuance and offering of Convertible Bonds, not exceeding a total of 100,000,000 shares, with a par value of 1.00 Baht per share, in an amount not exceeding 200,000 units, at an offering price of 1,000 Baht per unit of Convertible Bonds, with a total offering value not exceeding 200,000,000.00 Baht, to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering), with a conversion ratio of 1 unit of Convertible Bond to [the face value of the Convertible Bonds (Face Value) divided by the conversion price] ordinary shares (any fractions shall be discarded in all cases). The conversion price of the Convertible Bonds shall not be lower than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange for 15 consecutive business days (the "Floating Conversion Price") prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price shall not be lower than 2.00 Baht per share (the "Minimum Conversion Price"). Such conversion price and rate may change due to adjustment of rights in accordance with the conditions to be specified in the Terms and Conditions hereinafter
- (2) Allocate additional ordinary shares to support the issuance and offering of the warrants No. 7 (JCK-W7) in an amount not exceeding 1,800,000,000 shares, with a par value of 1.00 Baht per share, or 47.33% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 13/2024, held on December 20, 2024, to the Company's existing shareholders who



subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero Baht) at a ratio of 1 unit of Convertible Bond to 9,000 units of the warrants No. 7 (JCK-W7), totaling not exceeding 1,800,000,000 units (except in the case of an adjustment of the exercise price).

However, the exercise price of the warrants to purchase the ordinary shares of the Company No. 7 (JCK-W7) is set below the par value of the Company's shares, which is 1 Baht per share, due to the Company's accumulated losses as shown in the Statement of Financial Position as of September 30, 2024. Therefore, the Company is permitted to set the exercise price of the warrants below the par value of the Company's shares, provided that such pricing is approved by the shareholders' meeting and the discount rate is clearly determined, in accordance with Section 52 of the Public Limited Company Act B.E. 2535 (1992) (as amended).

In this regard, the Board of Directors approved the proposal to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or persons designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer to act on the following matters:

- (1) To determine and/or amend or change other necessary and related details regarding the allocation of the Company's additional ordinary shares as appropriate, provided they do not conflict with or violate applicable announcements, rules, or laws.
- (2) To negotiate, agree, execute, amend, supplement, or sign contracts, application forms, requests for permission, waiver requests, notifications, as well as instruments or documents related to the increase of capital and the allocation of the Company's newly issued additional ordinary shares. This includes certifying relevant documents, contacting, and/or receiving documents from officials or representatives of any relevant agencies, and listing the Company's additional ordinary shares on the Stock Exchange of Thailand.
- (3) To register with the Department of Business Development, Ministry of Commerce, and to undertake any actions necessary to comply with the registrar's orders to complete the registration.
- (4) To carry out any other necessary, related, and/or subsequent actions regarding the capital increase and allocation of the Company's additional ordinary shares, in compliance with the applicable laws.

**Board of Directors' Opinion:** The Board of Directors, after consideration, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for approval of the allocation of up to 100,000,000 newly issued ordinary shares with a par value of 1 Baht per share to reserve for the



issuance and offering of convertible bonds. Additionally, the Board proposed approval for the allocation of up to 1,800,000,000 newly issued ordinary shares with a par value of 1 Baht per share to reserve for the issuance and offering of the warrants to purchase ordinary shares of the Company No. 7 (JCK-W7), and all related authorizations as proposed.

<u>Vote Required:</u> Simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote.

# Agenda 7: To consider other matters (if any).

Shareholders are hereby invited to attend the meeting on the date, time, and venue specified above. Shareholders who wish to appoint an independent director as their proxy to attend the meeting and vote on their behalf are requested to complete, sign, and affix their seal (if applicable) on the Proxy Form, attach a 20-Baht stamp duty, and submit the form. Shareholders can download the Proxy Form from the Company's website at <u>www.jck.international</u>. Please include the required documents and evidence as specified and send them to the Company by addressing the envelope the Company Secretary Office, JCK International Public Company Limited No. 18, Soi Sathorn 11 Yaek 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 proxy a person who is not an independent director of the Company to attend the Meeting through Electronic Means and vote on their behalf in this Meeting, please consider the electronic registration as per Guidelines for attending the Extra Ordinary General Meeting No. 1/2025 through Electronic Means by Inventech Connect. The electronic registration will be available from January 21, 2025 at 8.30 a.m. and will be closed on January 28, 2025 until the end of the meeting (specifically excludes holidays and public holidays).

The Company has set the record date for determining the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 on January 6, 2025.

Yours Sincerely, JCK International Public Company Limited

Tomanant, S

(Ms. Siriporn Tamenant) Director and Company Secretary