



(Translation)

Ref. CS/19 - 003

March 27, 2019

Re: Invitation to the 2019 Annual General Meeting of Shareholders

To: All shareholders

Attachments:

1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders as of April 23, 2018.
2. The Company's Annual report of the year 2018, including the Financial Statements for the fiscal year ended December 31, 2018, in QR code form.
3. Profiles of the Directors to support the consideration in Agenda 5: To consider and elect the directors in replacement of those retiring by rotation.
4. Definition of the Independent Directors to support the consideration of Agenda 5: To consider and elect the directors in replacement of those retiring by rotation.
5. Supporting documents for consideration in Agenda 10, Capital Increase Report form (F53-4).
6. Information Memorandum in relation to the allotment and offering of newly issued ordinary shares to investors via private placement.
7. Supporting documents for attending the meeting: -
 - 7.1 The Company's Article of Association which related to the Annual General Meeting of Shareholders.
 - 7.2 Rules and procedures for attending the meeting, granting the proxy and voting.
 - 7.3 Information of independent directors to support an appointment of proxy (in case independent director is appointed as a proxy).
 - 7.4 Documents and evidences which required to be presented at the meeting.
 - 7.5 Proxy.
8. Map of the Meeting venue.

JCK Hospitality Public Company Limited would like to notify that the Board of Directors' Meeting No.1/2019 resolved to calls for the 2019 Annual General Meeting of Shareholders to be held on Tuesday, April 30, 2019, 14.00 hours, at the Sathorn I Room, Mezzanine, Anantara Bangkok Sathorn, located at No. 36 Naratiwas-Rachanakarin Road, Yannawa sub-district, Sathorn district, Bangkok 10120.

According to the agendas of the 2019 Annual General Meeting of Shareholders, the Company has announced on the Company's website, inviting shareholders to submit the agenda in advance between October 31, 2018 to December 28, 2018. But when the time is due, there was not any agenda submitted to the Company. Therefore, the Company would like to notify the agendas of the meeting as follows:



Agenda 1 : To adopt the Minutes of the 2018 Annual General Meeting of Shareholders.

Fact and Rational : The Company has prepared the Minutes of the 2018 Annual General Meeting of Shareholders held on April 23, 2018 of which the copy of the Minutes of the Meeting attached hereto as per Attached No. 1.

Board of Directors' Opinion : The Board of Directors has considered the matter and deemed that the Minutes of The 2018 Annual General Meeting of Shareholders are truly and accurately recorded. It is therefore deemed appropriate for the 2019 Annual General Meeting of Shareholders to adopt such Minutes of the Meeting.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Agenda 2 : To acknowledge the report of the Company's operating results in year 2018.

Fact and Rational : The report of the operating results in year 2018 of the Company as presented in the Annual Report in Attached No. 2 which has already been sent to the shareholders together with this Invitation Letter.

Board of Directors' Opinion : The Board of Directors has considered the matter and deemed appropriate for the Annual General Meeting of Shareholders to acknowledge the Company's 2018 operating results as submitted.

Vote required : This agenda is for shareholders acknowledgment; therefore, voting is not required.

Agenda 3 : To consider and approve the Financial Statements for the fiscal year ended December 31, 2018.

Fact and Rational : The 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, 2018 which have been audited and certified true and correct by the auditor, and have been reviewed by the Audit Committee. The results are presented in the 2018 Annual Report from page 144 to 150 as per document Attached No. 2.

Board of Directors' Opinion : The Board of Directors has considered the matter and deemed appropriate for the Annual General Meeting of Shareholders to approve the Financial Statements for the fiscal year ended December 31, 2018. The details of information are stated in the 2018 Annual Report from page 144 to 150



Vote required : Simple majority of total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Agenda 4 : To consider and approve the allocation of the 2018 profit, and the omission of dividend payment.

Fact and Rational : According to Clause 45 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, Public Limited Companies Act, BE 2535 also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to the approval of the Shareholders' Meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the Shareholders' Meeting at a subsequent meeting.

The Company has the policy to pay dividend not less than 40 percent of net profit after deducting of income tax and legal reserves, of which the dividend payment in each year will depend on the investment plan, liquidity, necessity and other suitability in the future. In addition, the resolution of the Board of Directors that approve to pay dividend must be submitted for approval of the shareholders meeting, except for the interim dividend payment which the Board of Directors is authorized to approve, which have to report to the shareholders' meeting to acknowledge at a subsequent meeting.

Details of Dividend payments of the past year appeared as follow:

Details of the Dividend payment	Year 2018	Year 2017
1. Net Profit (loss) (Baht)	(69,560,711)	(222,304,114)
2. Numbers of shares	625,277,672	487,200,000
3. Total dividend per share (Baht)	-	-
3.1 Interim Dividend per share (Baht)	-	-
3.2 Annual Dividend per share (Baht)	-	-
3.2.1 Cash Dividend	-	-
3.2.2 Stock Dividend	-	-
4. Total Dividend paid	-	-
5. Percentage of Dividend Paid	-	-

Board of Directors' Opinion : Due to the Company's operation result shown a cumulative loss at the year ended 2018, the Board of Directors deemed that it is appropriate for the Annual General Meeting of Shareholders to approve the omission of the legal reserve and dividend payment.



Vote required : Simple majority of total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

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

Fact and Rational : According to Clause 17 of the Company's Article of Association, one-third of the directors shall be retired on rotation at the 2019 Annual General Meeting of Shareholders. If the number of the directors retiring from the office does not amount to exactly one-third, the nearest whole number of one-third shall be used. The retiring directors are eligible for re-appointment. The directors who have been in the office for the longest period and shall resign are as follow:

- | | | | |
|----|---------------|---------------|-------------------------------------------------------------------|
| 1. | Mr. Chotiwit | Taechaubol | Director
Executive Committee Member
Chief Executive Officer |
| 2. | Mr. Chetawan | Anuntasomboon | Independent Director
Audit Committee Member |
| 3. | Mrs. Rachanee | Siwawej | Director
Executive Committee Member |

The nomination method of director of the Company was not considered by the Nomination Committee, because at present the Company still not appointed such committee yet. However, the directors which exclude the directors who have the related benefits, have considered the matter and deemed that the three directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 2535, 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 their backgrounds and performances are as follows and also in Attached 3.

- | | | |
|----|-----------------------------------------|---------------------------------------------------------------------------------------------------|
| 1. | Mr. Chotiwit Taechaubol | |
| | Age | : 29 years old |
| | Current position in the Company | : January 16, 2017 – Present
Director
Executive Committee Member
Chief Executive Officer |
| | Period of directorship | : 2 years |
| | The term of the position | : - term and 2 year (1 term : 3 years) |
| | Type of proposal directors | : Director |
| | Number of shares holding in the Company | : 15,975,000 shares or 2.55% of the |

	overall shares (as of October 4, 2018)
The meeting attendance in 2018	
- The Board of Directors Meeting	: attended 7 out of 7 meeting (Complete attendance after appointment)
2. Mr. Chetawan Anuntasomboon	
Age	: 65 years old
Current position in the Company	: March 29, 2018 – Present Independent Director Audit Committee Member
Period of directorship	: 10 months
The term of the position	: - term and 10 months (1 term : 3 years)
Type of proposal directors	: Independent Director
Number of shares holding in the Company	: None
The meeting attendance in 2018	
- The Board of Directors Meeting	: attended 4 out of 4 meeting (Complete attendance after appointment)
3. Mrs. Rachanee Siwawej	
Age	: 67 years old
Current position in the Company	: March 31, 2018 – Present Director Executive Committee Member
Period of directorship	: 10 months
The term of the position	: - term and 10 months (1 term : 3 years)
Type of proposal directors	: Director
Number of shares holding in the Company	: None
The meeting attendance in 2018	
- The Board of Directors Meeting	: attended 4 out of 4 meeting (Complete attendance after appointment)

Board of Directors' Opinion : The Board of Directors, which excludes the directors who have the related benefits, has considered this matter and deemed appropriate to propose matter to the Annual General Meeting of Shareholders to approve the re-election of such 3 directors to be in the position for another term. And in order to promote the Corporate Governance pursuant to the Corporate Governance Policy, and to demonstrate the impartiality treatment to all shareholders, in each year prior to the Annual General Meeting of Shareholders, the Company entitled the shareholders to nominate any person who are considered to have the appropriate qualification, competencies and knowledges to be the candidate for the position of the Company's director. Consequently, there were no any shareholder nominate any person to be the candidate this year. Nevertheless, the 3 directors who are nominated to be the directors this year have been considered by the Board of Directors of the Company that all of the 3 persons are appropriately qualified, knowledgeable and competent to benefit the Company's business.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Agenda 6 : To determine directors' remuneration.

Fact and Rational: The directors' remuneration which was approved by the 2018 Annual General Meeting of Shareholders is Baht 1,000,000.- per year. In 2019, the Board of Directors has considered the directors' remuneration by taking into consideration their responsibility, scopes of work and duties as well as rationale and benefits the Company would get from the directors, and in order to attract and keep qualified directors as required. The Board of Directors therefore deems appropriate to propose the 2019 Annual General Meeting of Shareholders to increase the directors' remuneration for a total of Baht 2,000,000 per year.

The details of the remuneration for each director and the scope of responsibilities of the Board of Directors, Audit Committee are stated on the page 43 to 44 of the 2018 Annual Report which the details are as follows:

Position	2019			2018		
	Monthly Remuneration Baht / person	Meeting Allowance Baht / time / person		Monthly Remuneration Baht / person	Meeting Allowance Baht / time / person	
		Director	AC ¹		Director	AC ¹
Chairman and Executive Chairman	30,000	30,000		-	30,000	
Director, Executive Director and Chief Executive Officer	25,000	15,000		-	-	
Director and Executive Director	15,000	15,000		-	-	
Director	15,000	15,000		-	15,000	
Audit Committee Chairman	20,000	15,000	15,000	-	15,000	15,000
Audit Committee Member	15,000	15,000	10,000	-	15,000	10,000

Remark: 1. Audit Committee's Meeting

In 2018 each member of the Board of Directors received meeting allowance and annual compensation as follows:

Name - Last name	Position	Meeting Allowance (baht/year)	Annual Compensation (Baht/year)	Total Remuneration (Baht/Year)
1. Dr.Apichai Taechaubol	Chairman, Executive Chairman	120,000.-	-	120,000.-
2. Mr.Chotiwit Taechaubol	Director, Executive Director and Chief Executive Officer	-	-	-
3. Mr.Prasong Vara-ratanakul	Audit Committee Chairman and Independent Director	165,000.-	-	165,000.-
4. Mrs.Rachanee Siwawej*	Director and Executive Director	-	-	-
5. Mr.Chetawan Anuntasomboon*	Audit Committee Member and Independent Director	90,000.-	-	90,000.-
6. Dr.Varnadharma Kanchanasuvarna*	Director	45,000.-	-	45,000.-
7. Mrs.Siriporn Pinprayong*	Audit Committee Member and Independent Director	75,000.-	-	75,000.-
8. Mr.Kan Suthirat*	Audit Committee Member and Independent Director	40,000.-	-	40,000.-
9. Mr.Amornsakdi Ketcharoon*	Audit Committee Member and Independent Director	40,000.-	-	40,000.-
10.Mr.Sompon Roekwibunsi *	Director, Executive Chairman and Chief Executive Officer	-	-	-
11.Ms.Unthika Roekwibunsi *	Director, Executive Director and Chief Administration Officer	-	-	-
Total		575,000.-	-	575,000.-

* Mr.Chetawan Anuntasomboon was appointed in the position of Independent Director and Audit Committee Member since March 29, 2018.

* Mrs. Rachanee Siwawej was appointed in the position of Director and Executive Director since March 31, 2018.

* Dr.Varnadharma Kanchanasuvarna was appointed in the position of Director since April 23, 2018.

* Mrs.Siriporn Pinprayong was appointed in the position of Independent Director and Audit Committee Member since April 23, 2018.

* Mr.Kan Suthirat was resigned from the position of Independent Director and Audit Committee Member since March 29, 2018.

* Mr.Amornsakdi Ketcharoon was resigned from the position of Independent Director and Audit Committee Member since March 29, 2018.

* Mr.Sompon Roekwibunsi was resigned from the position of Director, Executive Director, Chief Executive Officer since April 18, 2018.

* Ms.Unthika Roekwibunsi was resigned from the position of Director, Chief Administration Officer and Administration Executive Officer Since March 31, 2018.



Board of Directors' Opinion : The determination of directors' remuneration has not been considered by Remuneration Committee, because the Company still not appointed such committee yet, however the determination of directors' remuneration have been carefully considered by the Board of Directors which taking into consideration of their suitability with the scopes of work and duties as well as reasonability comparing with businesses in same industry which have the similar size, and to attract and keep qualified directors as required, in which the details of the remuneration payment of each directors in 2018 was reported as mentioned above.

It is deemed appropriate for the Shareholders' Meeting to approve the 2019 remuneration for the Directors of Baht 2,000,000 per year, and to assigns the Board of Directors to allocate and distribute such remuneration to each director.

Vote Required : Not less than two-thirds of the total number of votes of the shareholders present at the meeting, pursuant to Section 90 of the Public Limited Company Act B.E.2535.

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

Fact and Rational: The Public Limited Company Act, B.E 2535 requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the auditor's fee every year. According to the regulation of The Securities and Exchange Commission (SEC) about the rotation of the auditor in accordance with international standard, the listed companies have to change its auditor every 7 years, and have to space the same auditor for 5 years, in order to promote independence and building trust to investors. And by the recommendation from the Audit Committee, the Board of Directors deems appropriate to propose to the 2019 Annual General Meeting of Shareholders to appoint the auditors from EY Office Limited as an auditor of the Company for the year 2019 in replacement of Dharmniti Auditing Co., Ltd. which has been being the auditor of the Company since 2009 – 2018 totaling 9 years, where either of the following auditors shall audit and express opinions to the Company's financial statements, and in the event 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.

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|-----------------|---------------|-----------------------------------------------------------|
| 1. Miss Supanee | Triyanantakul | CPA No. 4498 and/or
(as an auditor for the first year) |
| 2. Miss Watoo | Kayankannavee | CPA No. 5423 and/or
(as an auditor for the first year) |
| 3. Mr. Preecha | Arunnara | CPA No. 5800
(as an auditor for the first year) |

The auditor proposed the 2019 auditor's fee of the Company for Baht 1,850,000.- per year, increasing Baht 610,000.- from the year 2018 which the auditor's fee was Baht 1,240,000.- per year.



EY Office Limited, is known for its auditing experiences of various listed companies, its reliability and creditability here and abroad. The firm can provide a complete service in accounting and taxation. It has promoted knowledge training to comply with generally accepted accounting standard. 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.

Board of Directors' Opinion : The Board of Directors by the suggestion from the Audit Committee deemed it is appropriate to propose for the approval from the Shareholders' Meeting to appoint the EY Office Limited, auditing by :

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|-----------------|---------------|----------------------|
| 1. Miss Supanee | Triyanantakul | CPA No. 4498; and/or |
| 2. Miss Watoo | Kayankannavee | CPA No. 5423; and/or |
| 3. Mr. Preecha | Arunnara | CPA No. 5800 |

as the auditor of the Company in year 2019 with the total audit fee of Baht 1,850,000.- per year.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Agenda 8 : To consider and approve to decrease registered capital of the Company 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.

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 reduce the share capital by cancellation of registered shares that have not been issued prior to increase new share capital.

Board of Directors' Opinion : The Board of Directors deemed appropriate that the Meeting of Shareholders consider and approve to decrease registered capital of the Company from Baht 194,880,000 to Baht 156,319,418 by canceling non-allotment of 154,242,328 ordinary shares at the par value of Baht 0.25 per share, consisting of the ordinary shares which remaining from the issuance and offering to existing shareholders under Specific Objective type, and that remaining from the allotment via Private Placement under General Mandate type



which still have not been offered. 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 156,319,418	(One Hundred Fifty-Six Million Three Hundred Nineteen Thousand Four Hundred and Eighteen Baht)
	Divided into	625,277,672 shares	(Six Hundred Twenty-Five Million Two Hundred Seventy-Seven Thousand Six Hundred and Seventy-Two Shares)
	Par value of	Baht 0.25	(Twenty-Five Satang)
	Divided as follows;		
	Ordinary shares	625,277,672 Shares	(Six Hundred Twenty-Five Million Two Hundred Seventy-Seven Thousand Six Hundred and Seventy-Two 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 eligible to vote, pursuant to Clause 38 of the Company's Articles of Association.

Agenda 9 To consider and approve to increase 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 has the necessities to raising funds for the working capital, repayment of debt, reserving for the current branches improvement and expanding new branch, as well as to be reserving funds to support the investment expansion in the future. Therefore, the Company has to increase 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 appropriate that the Meeting of Shareholders consider and approve to increase the registered capital of the Company from Baht 156,319,418 to Baht 203,215,243 by issuing 187,583,300 new ordinary shares with par value of Baht 0.25 per share for the



allotment to existing shareholders (Right Offering), and via private placement under general mandate type, as per details in the capital increase report (Attached 5). 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 the existent contents and use the new contents as mention below:

"Clause 4. Registered Capital	Baht 203,215,243	(Two Hundred Three Million Two Hundred Fifteen Thousand Two Hundred and Forty-Three Baht)
Divided into	812,860,972 shares	(Eight Hundred Twelve Million Eight Hundred Sixty Thousand Nine Hundred and Seventy-Two Shares)
Par value of	Baht 0.25	(Twenty-Five Satang)
Divided as follows;		
Ordinary shares	812,860,972 Shares	(Eight Hundred Twelve Million Eight Hundred Sixty Thousand Nine Hundred and Seventy-Two 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 eligible to vote, pursuant to Clause 38 of the Company's Articles of Association.

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

Facts and Rational: As aforementioned in Agenda 9 with respect to the plan of funding for the working capital, repayment of debt, reserving for the current branches improvement and expanding new branch, as well as to be reserving funds to support the investment expansion in the future. Therefore, to be in compliance with the law, the Meeting is required to consider and approve the allocation of 187,583,300 newly issued ordinary shares with par value of Baht 0.25 per share.

Board of Directors' opinion: The Board of Directors deemed appropriate that the Meeting of Shareholders consider and approve the allocation of 187,583,300 newly issued ordinary shares with par value of Baht 0.25 per share, which details are as follows:

1. Amount not exceeding 125,055,534 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



Therefore, the Board of Directors and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or the person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer shall be authorized to allot and offer in the same time or to separate into partial for offering in lots from time to time and have the 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 offering price and ratio for allotment including subscription period, allotment method and the payment process, etc., including change of the subscription period and 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 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 Alternative Investment (MAI) and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, 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 be determined by the Company or within the date of the Annual General Meeting of Shareholders which be determined by the law, whichever date is earlier.

2. Amount not exceeding 62,527,766 newly issued ordinary shares or equal 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 in 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 and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or the person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer 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) and 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, provided 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.

- (B) The price which is determined by the book building method surveyed by the securities company.

In this regard, the Board of Directors and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or the person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer shall offer the entire shares within the period not exceeding 12 months from the date of the Shareholders meeting of the Company has resolved for the approval of such offering shares.

For the allotment and offering of capital increase ordinary shares of the Company above, the Board of Directors and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or the person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer 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 consideration for the acquisition; 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 the Market for Alternative Investment (MAI) 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 in 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, or 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)

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Agenda 11 : To consider and approve the issuance and offering of debentures in the amount not exceeding Baht 500 million.

Facts and Rational: In order to be one of the options to raising funds from investors to use as the working capital, improve current branches and expand new branches to fulfill customers need, which will increase the Company's profitability and good tendency of operation in the future.

Board of Directors' opinion: The Board of Directors deemed appropriate for the Shareholders' meeting to consider and approve the issuance and offering of debentures in the amount not exceeding Baht 500 million by the details as follows:

Details of Debentures

Issuer	JCK Hospitality Public Company Limited
Type of Debentures:	All types of debentures, (secured and/or unsecured debentures), depending on the suitability of market conditions at the time of offering.
Size of Debentures:	The total value of Debentures (as par value) by issuing either single or multiple offerings, and when including the existing amount (as par value) and debentures issued but not redeemed, at any time shall not exceed Baht 500 million or other currency in equivalent amount.
Currencies:	In Baht and/or the equivalent in other currency

Maturity:	Not exceeding 5 years from the issue date for each tranche.
Offering:	Debentures may be offered in whole or in part, and/or as a program, and/or in revolving nature to the public and/or on a limited offering or private placement basis, and/or to institutional investors in Thailand and overseas according to notifications of the Securities and Exchange Commission (SEC) and/or other related rules and regulations in force at the time the debentures are offered.
Debentures Redemption:	Debenture holders may or may not have the right to redeem debentures prior to maturity, depending on the terms and conditions of each debenture issuance.
Interest Rate:	Depends on market conditions at such time the debentures are issued and offered or under terms and conditions of the debentures issued at such time. This shall be subject to notifications of SEC and/or other related notifications, rules and regulation in force at such time the debentures are issued and offered.
Special Condition:	If the Company redeems or repays debentures, the Company will be entitled to re-issue debentures to replace those that are redeemed or repaid, under the condition and the size of debentures as specified above.

In this regard, the Board of Directors and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or the person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer are authorized to determine any conditions and other details necessary for, and pertinent to, the issuance and offering for sale of the debentures, such as the determination of the name, offer amount at each issuance, type, security (if any), offer price per unit, term, maturity period, redemption period, right of early redemption, interest rate, principal repayment method, allocation method, details of offering, etc., as well as to arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market and the appointment of a financial advisor, underwriter, rating agency, asset appraiser, legal advisor, registrar, debenture holders' representative or other relevant



advisors or any persons who are relevant to the issuance and offer for sale of debentures, and enter into, agree upon, sign any documents and other relevant agreements as well as to contact, provide information, submit applications to the Office of the Securities and Exchange Commission or other relevant authorities and take any action necessary for a pertinent to the issuance of the debentures.

Vote Required : Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 38 of the Company's Articles of Association.

Agenda 12 : 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 2019 Annual General Meeting of the Shareholders on March 15, 2019 (Record Date)

If any shareholder wishes to appoint other persons or independent director as your proxy to attend the Meeting and vote on your behalf, kindly fill in the proxy (Attachment 7.5), sign it together with a seal (if any) and affixing with Baht 20 duty stamp onto the proxy. The proxy together with the documents and evidences (Attachment 7.4) shall be sent to the Company secretary for inspection at least one day prior to the meeting or brought to the meeting and presented to our officers before the meeting start.

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to read 'C. Taechaubol', written over a light blue rectangular background.

(Mr.Chotiwit Taechaubol)
Chief Executive Officer