

**Information Memorandum in relation to the Allotment and Offering  
of Newly Issued Ordinary Shares to specific persons in Private Placement**

According to the Board of Directors' meeting of JCK Hospitality Public Company Limited (the "Company") No. 2/2024, held on February 29, 2024, passed a resolution approving to propose the 2024 Annual General Meeting of Shareholders, to consider and approve the allotment of newly issued ordinary shares to offer to specific persons (Private Placement) at one time or several times under specifying the purpose of utilizing proceeds, the amount does not exceed 1,674,226,518 shares with par value of Baht 0.25 per share. Whereas, the offering price of newly issued ordinary shares has been clearly specified. The Company has prepared the Information Memorandum in relation to the Allotment and Offering of Newly Issued Ordinary Shares to specific persons in Private Placement which consists of the important information effected to the decision of shareholders for consideration and approval of the increase of registered capital of the Company and the allotment and offering of newly issued ordinary shares to specific persons in private placement as follows:

**1. Details of offering of newly issued ordinary shares to specific persons in private placement**

**1.1 Method of offering and allocation**

The Company shall issue and offer newly issued ordinary shares, the amount does not exceed 1,674,226,518 shares, with a par value of Baht 0.25 per share which will be allocated to 6 investors which offering to specific persons (Private Placement). Whereas, the offering price of newly issued ordinary shares has been clearly specified at Baht 0.04 per share, total value Baht 66,969,060.72, with the following details:

No.	Name - Surname	Amount of allocation (shares)	Offering Price (Baht)	Value (Baht)
1	Mrs. Porntipa Ngamaroonkorn	370,226,518	0.04	14,809,060.72
2	Ms. Zanelle Lim Jinn Tonn	370,000,000	0.04	14,800,000.00
3	Mr. Phattharadat Phunkoet	334,000,000	0.04	13,360,000.00
4	Ms. Saranratch Samandakarawattana	200,000,000	0.04	8,000,000.00
5	Mrs. Chitmanutsanun Jeakajorn	200,000,000	0.04	8,000,000.00
6	Mr. Primon Chiaokok	200,000,000	0.04	8,000,000.00
<b>Total</b>		<b>1,674,226,518</b>	<b>0.04</b>	<b>66,969,060.72</b>

The Board of Directors considered that Investors mentioned above be Investors which are individuals with stable financial status, potential and ability to possibly invest in the Company including knowledge and capability, experience that is beneficial or encourage the Company's operations. These investors have no involvement in the management of the Company or held the position of directors of the Company and are not connected persons to the Company according to the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions (and additional amendments) 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, 2003 (and additional amendments) ("the Notification of the Connected Transactions").

## 1.2 Determination and appropriateness of the offering price

The Board of Directors proposes to the Meeting of Shareholders to consider the determination of the clearly specified offering price of newly issued ordinary shares at Baht 0.04 per share, which does not qualify as offering of issued shares at a price lower than 90 percent of the market price according to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2015 Re: Approval for Offering of Newly Issued Shares by Listed Company to Specific Investors, dated October 28, 2015 (including additional amendments) ("the Notification TorChor. 72/2015"). The market price is calculated from the weighted average price of the Company's shares on the Market for Alternative Investment ("MAI") over the past 15 consecutive business days before the date that the Company's Board of Directors has resolved to propose an agenda to the Company's shareholders' meeting to request approval for such offering of ordinary shares which is between February 7 - 28, 2024, with a price equal to Baht 0.04 per share (information from SETSMART).

## 1.3 General information of specific persons in Private Placement

### 1.3.1 Mrs. Porntipa Ngamaroonkorn

Name-Surname	Mrs. Porntipa Ngamaroonkorn
Nationality	Thai
Occupation	Businesswoman
Education	Chinese College Hongkong
Work	P & W QUALITY DRIVE CO., LTD. NGAM AROON CO., LTD.
Relationship with the Company	Never had a relationship with the Company and is not related to the Directors, Executives, or Major shareholders of the Company. Meanwhile, the Board of Directors had resolved to propose to the shareholders' meeting to consider and approve the PP transaction.

### 1.3.2 Ms. Zanelle Lim Jinn Tonn

Name-Surname	Ms. Zanelle Lim Jinn Tonn
Nationality	Singaporean
Occupation	Businesswoman
Education	Master Degree London College of Fashion University of the Arts
Work	Royal Amulet Singapore
Relationship with the Company	Never had a relationship with the Company and is not related to the Directors, Executives, or Major shareholders of the Company. Meanwhile, the Board of Directors had resolved to propose to the shareholders' meeting to consider and approve the PP transaction. As of the date the Board of Directors resolved to propose to the shareholders' meeting to consider and approve the PP transaction, Ms. Zanelle Lim Jinn Tonn is a shareholder of the Company holding 500,000 shares, representing 0.0 percent of the total number of paid-up shares of the Company.

## 1.3.3 Mr. Phattharadat Phunkoet

Name-Surname	Mr. Phattharadat Phunkoet
Nationality	Thai
Occupation	Businessman
Education	Bachelor Degree
Work	MAY PLUS TWOTHOUDSAN FIVE CO., LTD.
Relationship with the Company	Never had a relationship with the Company and is not related to the Directors, Executives, or Major shareholders of the Company. Meanwhile, the Board of Directors had resolved to propose to the shareholders' meeting to consider and approve the PP transaction.

## 1.3.4 Ms. Saranratch Samandakarawattana

Name-Surname	Ms. Saranratch Samandakarawattana
Nationality	Thai
Occupation	Businesswoman
Education	Master Degree
Work	SAM BUSINESS Co., Ltd.
Relationship with the Company	Never had a relationship with the Company and is not related to the Directors, Executives, or Major shareholders of the Company. Meanwhile, the Board of Directors had resolved to propose to the shareholders' meeting to consider and approve the PP transaction.

## 1.3.5 Mrs. Chitmanutsanun Jeakajorn

Name-Surname	Mrs. Chitmanutsanun Jeakajorn
Nationality	Thai
Occupation	Investor
Education	Bachelor Degree
Relationship with the Company	Never had a relationship with the Company and is not related to the Directors, Executives, or Major shareholders of the Company. Meanwhile, the Board of Directors had resolved to propose to the shareholders' meeting to consider and approve the PP transaction.

## 1.3.6 Mr. Primon Chiaokok

Name-Surname	Mr. Primon Chiaokok
Nationality	Thai
Occupation	Investor
Education	High Vocational Certificate
Relationship with the Company	Never had a relationship with the Company and is not related to the Directors, Executives, or Major shareholders of the Company. Meanwhile, the Board of Directors had resolved to propose to the shareholders' meeting to consider and approve the PP transaction.

#### 1.4 Shareholding structure before and after capital increase

No.	Shareholder list	Before capital increase (As of January 10, 2024)		After capital increase	
		Shares	%Shares	Shares	%Shares
1	Mr. Apichai Taechaubol	1,873,361,502	24.6%	1,873,361,502	20.2%
2	Mr. Athawut Taechaubol	1,481,117,857	19.5%	1,481,117,857	16.0%
3	Mr. Noppawee Taechaubol	871,245,798	11.4%	871,245,798	9.4%
4	Thailand Securities Depository Co., Ltd.	313,235,586	4.1%	313,235,586	3.4%
5	Mr. Chotiwiit Taechaubol	232,332,213	3.1%	232,332,213	2.5%
6	Mr. Nutchatpong Peeradechapan	185,000,000	2.4%	185,000,000	2.0%
7	Thai NVDR Co., Ltd.	158,611,323	2.1%	158,611,323	1.7%
8	Ms. Tanyapapar Cholsaipant	99,193,213	1.3%	99,193,213	1.1%
9	Mrs. Kulthiwa Chotiwichitrat	82,644,628	1.1%	82,644,628	0.9%
10	Mr. Wasawat Akaradittawat	82,644,628	1.1%	82,644,628	0.9%
11	Mrs. Porntipa Ngamaroonkorn	-	-	370,226,518	4.0%
12	Ms. Zanelle Lim Jinn Tonn	500,000	0.0%	370,500,000	4.0%
13	Mr. Phattharadat Phunkoet	-	-	334,000,000	3.6%
14	Ms. Saranratch Samandakarawattana	-	-	200,000,000	2.1%
15	Mrs. Chitmanutsanun Jeakajorn	-	-	200,000,000	2.1%
16	Mr. Primon Chiaokok	-	-	200,000,000	2.1%
17	Others	2,230,233,789	29.3%	2,230,233,789	24.0%
<b>Total</b>		<b>7,610,120,537</b>	<b>100.0%</b>	<b>9,284,347,055</b>	<b>100.0%</b>

#### 2. Objectives of issuance of capital increase shares and plans for utilizing the capital increase fund

To use as working capital, debt repayment, and reserve fund for renovation of various brands of restaurants under the management of the Company and to use for opening new branches and/or adjust the area of the existing branches. It also helps the Company to be ready for business operations including future business expansion for office buildings and residential buildings to increase the flexibility of the Company's income structure to be stable and sustainable in both short and long term. Therefore, the Company expects that the amount of capital that will be received from this capital increase will strengthen the Company's financial position and help reduce the burden of borrowing money from financial institutions which helps the Company maintain its ability of financial commitments. However, the plan for using such funds is subject to change depending on cash and liquid assets that the Company currently holds, operating results, cash flow, business operations plans, investment plans, other necessities and appropriateness as the Board of Directors deems appropriate by taking into account of the important benefits of the Company and shareholders.

#### 3. Effect to shareholders which may occur from the offering of newly issued ordinary shares to specific persons in private placement

The details of effects which may have impact on the shareholders as a result from the offering of newly issued ordinary shares to specific persons in private placement in this time are shown in Attachment 5, Capital Increase Report Form (F53-4) Clause 9.

#### **4. Opinion of the Board of Directors of the Company**

##### **4.1 Reason and necessity of the capital increase**

The Board of Directors had the opinion that due to the current economic situation in the country and abroad, there is continuous increased volatility and competition in the food industry has become more competitive accordingly. The Company therefore has a policy to maintain market share and increase competitiveness. This capital increase and allocation of additional shares will help the Company to have a stable financial position and be ready for operations. The money received from the capital increase will be used entirely as working capital to support the current operations of the Company and/or repay various remaining debts that the Company has used as a source of funds for its operations in the past and/or to support the expansion of the Company's business in the future resulting in the Company having better income and operating results and providing the Company's shareholders with long-term returns.

##### **4.2 Feasibility plans for utilizing the fund**

The Board of Directors had the opinion that this capital increase and allocation of newly issued ordinary shares is an alternative to finance for the Company, increase flexibility in fundraising quickly, keep up with stock market conditions and environmental factors that change quickly and reduce the investment burden of existing shareholders in increasing capital. The Company can use the money received from this capital increase for the purposes of funds as mentioned above which the Company expects to be sufficient to continue operating the business.

##### **4.3 Reasonableness of the capital increase**

The Board of Directors considered the financial position and current operating results of the Company including future business plans, and had the opinion that this capital increase and allocation of newly issued ordinary shares is reasonable and will bring benefits to the Company. The Company needs to use the additional capital as working capital to operate according to the plan for providing the Company with additional sources of funds which strengthen the capital structure and strengthen the financial position of the Company including increasing the efficiency of operations in the Company's business. In addition, the issuance and allocation of newly issued ordinary shares to specific persons in private placement is an offering of newly issued ordinary shares that causes the least impact to the Company's shareholders.

##### **4.4 Impacts which are expected to have the effect on the Company's operation as well as the financial positions and performances as a result of the capital increase and the implementation of plans as determined**

The Board of Directors had the opinion that entering into the such transaction has no effect on changing the Company's nature and business policy. This capital increase and allocation of additional ordinary shares will have a positive impact on the Company's business operations and will strengthen and stabilize the Company's financial position as well as helping to enhance the Company's financial liquidity and also resulting in the Company having lower financial costs including increasing the potential to expand investment and business operations of the Company. As a result, the Company's operations are likely to grow in the future. In addition, the aforementioned capital increase will help decreasing the Company's debt-to-equity ratio and increase the potential for raising funds in the future. The Company will have lower financial costs by mainly taking into account the maximum benefits for the Company and shareholders.

**5. Certification of the Board of Directors of the Company regarding the capital increase**

In the case where the directors of the Company do not perform their duty with honesty and care to preserve the benefit of the Company in relation to the capital increase, if such omission of performance causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Securities and Exchanges Act 1992. In addition, if such omission of performance causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to reclaim for benefits from such director on behalf of the Company as specified in Section 89/18 of the Securities and Exchanges Act 1992.

The Company hereby certifies that the information contained in this report is accurate and complete in all respects.

Signature \_\_\_\_\_ Authorized Company Director  
(Mr. Athawut Taechaubol)



Signature \_\_\_\_\_ Authorized Company Director  
(Mrs. Rachanee Siwawej)