

(Translation)

Ref. CS/21 - 041

May 21, 2021

Re: Invitation to the Extraordinary General Meeting of Shareholders No.1/2021

To: All shareholders

Attachments:

1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders as of March 26, 2021.
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 via private placement.
4. The Summary of Preliminary Details of the Warrant to Purchase Ordinary Shares of the Company No. 1 (JCKH-W1) Offered to Existing Shareholders.
5. 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.
6. Guidelines for attending the Extraordinary General Meeting of Shareholders No.1/2021 by Electronic Means via Inventech Connect (Live Streaming)
7. Supporting documents for attending the meeting:
 - 7.1 The Company's Articles 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.

JCK Hospitality Public Company Limited would like to notify that the Board of Directors' Meeting No.5/2021 resolved to call for the Extraordinary General Meeting of Shareholders No.1/2021 to be held on Tuesday, June 15, 2021, 14.00 hours, 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. The agendas will be as follows:

Agenda 1 : To adopt the Minutes of the 2021 Annual General Meeting of Shareholders.

Fact and Rational : The Company has prepared the Minutes of the 2021 Annual General Meeting of Shareholders held on March 26, 2021 of which the copy of the Minutes of the Meeting attached hereto as per Attached 1.

Board of Directors' Opinion : The Board of Directors has considered the matter and deemed that the Minutes of The 2021 Annual General Meeting of Shareholders are truly and accurately recorded. It is therefore deemed appropriate for the 2021 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 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 the increase registered 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 264,179,815.50 to Baht 223,465,243.- by canceling non-allotment of 162,858,290 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 in General Mandate, and that remaining from the allotment via Private Placement in General Mandate 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 223,465,243	(Two Hundred Twenty-Three Million Four Hundred Sixty-Five
-------------------------------	------------------	---

		Thousand Two Hundred and Forty-Three Baht)
Divided into	893,860,972 shares	(Eight Hundred Ninety-Three 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	893,860,972 Shares	(Eight Hundred Ninety-Three 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 39 of the Company's Articles of Association.

Agenda 3 **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 should consider and approve to increase Baht 178,749,847.75 of the Company's registered capital, from Baht 223,465,243.- to Baht 402,215,090.75 by issuing 714,999,391 newly issued ordinary shares with par value of Baht 0.25 per share for the allotment to existing shareholders and to investors via private placement in General Mandate and to be reserved for

the exercise of JCKH-W1 and Convertible Debenture, as per details in the capital increase report (Attached 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 the existent contents and use the new contents as mention below:

“Clause 4. Registered Capital	Baht 402,215,090.75	(Four Hundred Two Million Two Hundred Fifteen Thousand and Ninety Baht Seventy-Five Satang)
Divided into	1,608,860,363 shares	(One Thousand Six Hundred Eight Million Eight Hundred Sixty Thousand Three Hundred and Sixty-Three Shares)
Par value of	Baht 0.25	(Twenty-Five Satang)
Divided as follows;		
Ordinary shares	1,608,860,363 Shares	(One Thousand Six Hundred Eight Million Eight Hundred Sixty Thousand Three Hundred and Sixty-Three 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 39 of the Company’s Articles of Association.

Agenda 4 To consider and approve the issuance and offering of the warrants to purchase the ordinary shares of the Company No.1 (JCKH-W1) offered to existing shareholders without charge.

Fact and Rational : According to the Company has the intention to issue and offer the warrants to purchase ordinary shares of the Company No.1 (“Warrants No. 1” or “JCKH-W1”) in the amount of not exceeding 223,465,243 units to existing shareholders without charge.

Board of Directors’ opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve the issuance and offering of the warrants to purchase the ordinary shares of the Company (JCKH-W1) in the amount of 223,465,243 units to existing shareholders at

the ratio of 4 existing shares per 1 unit of JCKH-W1 (fractions will be discarded) without charge. The exercise price is Baht 0.25 per share. The Record Date of shareholders who will have JCKH-W1 allotted shall be determined on June 21, 2021 (Record Date). The term of warrants are not exceeding 3 years from the issuing and offering date.

In addition, the Board of Directors shall be authorized to specify and adjust terms, conditions, and other details including but not only limited to exercise price, exercise ratio, issuance and offering date including the authority to consider the necessity of the issuance of new ordinary share to accommodate the adjustment or changes in the exercise price and/or exercise ratio related to JCKH-W1, and shall also be empowered to take any actions necessary as appropriate regarding the issuance and offering of JCKH-W1 and listing of JCKH-W1 on the Market for Alternative Investment (MAI) as well as to proceed for necessary approval from relevant authorities.

Details are shown in the Summary of Preliminary Details of the Warrant to Purchase Ordinary Shares of the Company No. 1 (JCKH-W1) Offered to Existing Shareholders (Attached 4).

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 approve the issuance and offering the newly issued convertible debentures of the Company to specific investor.**

Fact and Rational : The Board of Directors deems appropriate that the Meeting of Shareholders should consider the issuance and offering of the newly issued convertible debentures of the Company for not exceeding Baht 300,000,000 (the "Convertible Debentures") by way of private placement specifically to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") which is not related person under the Notification of the Capital Market Supervisory Board No. TorJor. 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 the Notification of the Capital Market Supervisory Board No. TorJor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments (the "Notification No. TorJor. 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 Alternative Investment (MAI) for 15 consecutive business days prior to the date that the holder of the Convertible Debentures exercise the right of conversion and the weighted average price is calculated from the

weighted closing price by the trading volume of each consecutive business day (Floating Conversion Price). However, if the conversion price calculated above is lower than the par value of the company's shares. The company must issue additional compensation shares for the calculation of all shares issued at par value is based on the conversion price.

In this regard, the Board of Directors shall be authorized to have the power to determine the details, amend or take any actions as necessary for and in connection with the issuance and offering of the Convertible Debentures in order to comply with the laws, including but not limited to the power to proceed with the following actions:

- (1) To determine or amend the details, methods and other conditions in connection with the issuance and offering of the Convertible Debentures as appropriate either in one time or several times, including but not limited to the terms and conditions of the Convertible Debentures, the issue date, the par value, the offering price, the number of ordinary shares to be issued in order to reserve for the conversion of the Convertible Debentures, the interest rate, the calculation and method of interest payment, the conversion price, the conversion ratio, the conversion period, the redemption price, the redemption period, the last day of conversion period, the allocation method, or the determination of any adjustment event requiring the Company to issue additional underlying shares to accommodate a change of the exercise of the conversion right, and the conditions of adjustment events;
- (2) To appoint advisors and third parties (e.g., financial advisor and legal advisor) for contacting and providing information as well as filing of documents, any filing or any waiver, and evidence with the relevant authorities or any other events in connection with the issuance and offering of the Convertible Debentures as appropriate;
- (3) To negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures, the allocation of newly issued shares in order to reserve for the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the Securities and Exchange Commission of Thailand (the "SEC"), the Stock Exchange of Thailand (the "SET"), governmental agencies and/or other relevant authorities in relation to the issuance, offering and allocation of the Convertible Debentures and the listing of the

newly issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the Market for Alternative Investment (“MAI”);

- (4) To perform any actions as necessary and appropriate for and in connection with the issuance, the offering and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.

In this regard, the success of the issuance, the offering and the allocation of the Convertible Debentures depend on various relevant conditions including the completion of the due diligence process by AO Fund and/or AO Fund 1 in respect of the Company’s business and operations, including but not limited to the due diligence on the Company’s anti-money laundering policy, anti-corruption policy and sanctions;

- (5) In case there is any fraction from the conversion of the Convertible Debentures to be the ordinary shares, such fraction shall be disregarded.

AO Fund and/or AO Fund 1 is an opened-end equity fund, which registered in Cayman Island, and have been being structured as mutual fund under the supervision of Monetary Authority of Cayman Island. The objective of AO Fund and AO Fund 1 is middle – long term investment in small – medium size Listed Company. The investment strategy of AO Fund and AO Fund 1 is to provide capital to various companies for the working capital, business expansion, mergers & acquisition, or for the objective management of the debt restructuring. Moreover, AO Fund and AO Fund 1 have invested in convertible debentures issued by SET listed companies for more than 13 companies since 2011.

Zico Asset Management Private Limited (“ZICOAM”) is a fund manager of AO Fund and/or AO Fund 1 which is located in Singapore and register as Asset Management Company registered with Monetary Authority of Singapore. Therefore, AO Fund and/or AO Fund 1 is considered as an institutional investor pursuant to Clause 4(10) of the Notification of the Securities and Exchange Commission No. KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor, and this offer for sale of the Convertible Debentures by way of private placement is in accordance with Clauses 43 and 56 of the Notification No. TorJor. 17/2561.

(Details appeared in 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: Attached 5)

Board of Directors' opinion: The Board of Directors deemed that the Meeting of Shareholders should consider and approve the issuance and offering of the newly issued convertible debentures of the Company for not exceeding Baht 300,000,000 by way of private placement specifically to Advance Opportunities Fund and Advance Opportunities Fund 1 by the details as mentioned above.

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 consider and approve the allocation of the newly issued ordinary shares.

Facts and Rational: As aforementioned 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 714,999,391 newly issued ordinary shares with par value of Baht 0.25 per share.

Board of Directors' opinion: The Board of Directors deemed that the Meeting of Shareholders should consider and approve the allocation of 714,999,391 newly issued ordinary shares with par value of Baht 0.25 per share, which details are as follows:

1. The amount not exceeding 178,772,194 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 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 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 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. The amount not exceeding 89,386,097 newly issued ordinary shares or equal 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) 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. 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.

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

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 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 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, 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 3)

3. The amount not exceeding 223,465,243 shares or equal to 25% of the current paid up capital of the Company to be reserved for the exercise of JCKH-W1 allotted to existing shareholders at the ratio of 4 existing shares per 1 unit of JCKH-W1 (fractions will be discarded) without charge. The exercise price is Baht 0.25 per share.

(Details are shown in the Summary of Preliminary Details of the Warrant to Purchase Ordinary Shares of the Company No. 1 (JCKH-W1) Offered to Existing Shareholders: Attached 4).

4. The amount not exceeding 223,375,857 shares or equal to 24.99% of the current paid-up capital of the Company to be reserved for the conversion of the newly issued convertible debentures of the Company for not exceeding Baht 300,000,000 (the “Convertible Debentures”) by way of private placement specifically to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”) which is not related person under the Notification of the Capital Market Supervisory Board No. TorJor. 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. TorJor. 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 Alternative Investment (MAI) for 15 consecutive business days prior to the date that the holder of the Convertible Debentures exercise the right of conversion and the weighted average price is calculated from the weighted closing price by the trading volume of each consecutive business day (Floating Conversion Price). However, if the conversion price calculated above is lower than the par value of the company's shares. The company must issue additional compensation shares for the calculation of all shares issued at par value is based on the conversion price.

(Details appeared in 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: Attached 5)

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 7 : 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 the Shareholders No.1/2021 on May 19, 2021 (Record Date).

If any shareholder wishes to appoint independent director as your proxy to attend the Meeting and vote on your behalf, kindly fill in the proxy (Attached 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 (Attached 7.4) shall be sent to the Company secretary for inspection at least one day prior to the meeting.

For shareholder who would like to attend the Meeting either through the Electronic Means by yourself or by another person who is not the provided independent directors, please consider the electronic registration as per the Guidelines for Attending the Extraordinary General Meeting of Shareholders No.1/2021 by Electronic Means via Inventech Connect (Attached 6). The electronic registration will be available from June 8, 2021 and shall be closed on June 14, 2021 at 5.30 p.m.

By Order of the Board of Directors



(Mr. Athawut Taechaubol)
Joint-Chief Executive Officer