

(F53-4)

**Capital Increase Report Form**  
**JCK Hospitality Public Company Limited**  
**January 13, 2023**

We, JCK Hospitality Public Company Limited (“the Company” or “JCKH”), hereby reports the resolutions of the Board of Directors’ Meeting No. 2/2023, held on January 13, 2023, in respect of capital decrease, capital increase, and share allotment, as follows:

**1. Capital decrease and capital increase**

- 1.1. The Board of Directors’ meeting passed a resolution approving to propose the Extraordinary General Meeting of Shareholders No. 1/2023, to be held on March 8, 2023, to consider and approve the decrease of the Company’s registered capital by Baht 99,390,564.00 from the existing registered capital of Baht 825,048,481.50 to the new registered capital of Baht 725,657,917.50 by canceling 397,562,256 unissued ordinary shares with a par value of Baht 0.25 per share, which are the shares allocated to accommodate the issuance of shares for rights offering to the existing shareholders and the issuance of shares for offering through private placement under the general mandate, but not yet been offered as per the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022, held on November 11, 2022 (except for the shares allocated to accommodate the exercise and adjustment of rights under the warrants to purchase ordinary shares of JCK Hospitality Plc. No. 1 (JCKH-W1) and the exercise of rights under the convertible debentures of the Company).
- 1.2. The Board of Directors’ meeting passed a resolution approving to propose the Extraordinary General Meeting of Shareholders No. 1/2023, to be held on March 8, 2023, to consider and approve the increase of the Company’s registered capital by Baht 5,038,444,116.00 from the existing registered capital of Baht 725,657,917.50 to the new registered capital of Baht 5,764,102,033.50 by issuing 20,153,776,464 new ordinary shares with a par value of Baht 0.25 per share, divided into:
  - (1) The amount of not exceeding 641,508,439 newly issued ordinary shares with a par value of Baht 0.25 per share for additional allocation to accommodate the conversion of Convertible Debentures No. 2 (CD Set 2), which were offered through private placement specifically to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”);
  - (2) The amount of not exceeding 1,617,531,400 newly issued ordinary shares with a par value of Baht 0.25 per share for offering through private placement to a specific investor, namely JC Kevin Development Co., Ltd. (“JCKD”), at the offering price of Baht 0.17 per share;
  - (3) The amount of not exceeding 12,843,894,555 newly issued ordinary shares with a par value of Baht 0.25 per share for rights offering to the Company’s existing shareholders at a ratio of 1 existing share

to not more than 3 newly issued shares (any fraction of a share arising from the calculation shall be discarded) at the offering price of Baht 0.03 per share;

- (4) The amount of not exceeding 4,281,298,185 newly issued ordinary shares with a par value of Baht 0.25 per share for accommodating the exercise of warrants to purchase ordinary shares of JCKH No. 2 (JCKH-W2) allocated to the existing shareholders, who have subscribed and paid for the newly issued shares under the rights offering, at a ratio of not more than 3 newly issued ordinary shares to 1 unit of JCKH-W2 (any fraction arising from calculation of number of the warrants to be allocated to each shareholder shall be discarded) without charge; and
- (5) The amount of not exceeding 769,543,885 newly issued ordinary shares with a par value of Baht 0.25 per share for accommodating the right adjustment for the warrants to purchase ordinary shares of JCKH No. 1 (JCKH-W1).

The type of capital increase is as follows:

Type of capital increase	Type of securities	Number of shares	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary shares	20,153,776,464	0.25	5,038,444,116.00
<input type="checkbox"/> General mandate	Ordinary shares	-	-	-

## 2. Allotment of the newly issued shares

### 2.1. Specifying the purpose of utilizing proceeds

Allotted to	Number of shares	Ratio (existing : new)	Selling price (Baht/share)	Subscription and payment date	Remark
(1) Additional allocation to accommodate the conversion of CD Set 2	Not exceeding 641,508,439	Conversion ratio is equal to principal amount of CD Set 2 to be converted, divided by conversion price.	Not less than 90% of market price (conversion price)	Please see Note 1, Clause (2) below.	Please see Note 1 below.
(2) Private placement to JC Kevin Development Co., Ltd. ("JCKD")	Not exceeding 1,617,531,400	-	0.17	Please see Note 2, Clause (2) below.	Please see Note 2 below.
(3) Rights offering to existing shareholders of the Company	Not exceeding 12,843,894,555	1 existing share to not more than 3 new shares (calculated from total number of shares after the private placement)	0.03	Please see Note 3, Clause (3) below.	Please see Note 3 below.

Allotted to	Number of shares	Ratio (existing : new)	Selling price (Baht/share)	Subscription and payment date	Remark
(4) Reserve for exercise of JCKH-W2 allocated to existing shareholders who have subscribed for and been allotted the newly issued shares under the rights offering	Not exceeding 4,281,298,185	Not more than 3 new shares to 1 unit of JCKH-W2	JCKH-W2 is allocated without charge, with exercise ratio of 1 unit of JCKH-W2 to 1 new share at exercise price of Baht 0.03/share.	Please see Note 4, Clause (2) below.	Please see Note 4 below.
(5) Reserve for right adjustment for JCKH-W1	Not exceeding 769,543,885	-	-	-	Please see Note 5 below.
<b>Total</b>	<b>Not exceeding 20,153,776,464 shares</b>				

Note:

The Board of Directors' meeting passed a resolution approving to propose the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the increase of the Company's registered capital by Baht 5,038,444,116.00 from the existing registered capital of Baht 725,657,917.50 to the new registered capital of Baht 5,764,102,033.50 by issuing 20,153,776,464 new ordinary shares with a par value of Baht 0.25 per share, divided into 1) the issuance of not exceeding 641,508,439 new ordinary shares with a par value of Baht 0.25 per share for additional allocation to accommodate the conversion of Convertible Debentures No. 2 (CD Set 2), 2) the issuance of not exceeding 1,617,531,400 new ordinary shares with a par value of Baht 0.25 per share for offering through private placement to a specific investor, 3) the issuance of not exceeding 12,843,894,555 new ordinary shares with a par value of Baht 0.25 per share for rights offering to the existing shareholders, 4) the issuance of not exceeding 4,281,298,185 new ordinary shares with a par value of Baht 0.25 per share to accommodate the exercise of warrants to purchase ordinary shares of JCKH No. 2 (JCKH-W2) offered to the existing shareholders who have subscribed and paid for the newly issued shares under the rights offering, and 5) the issuance and allotment of not exceeding 769,543,885 new ordinary shares with a par value of Baht 0.25 per share to accommodate the right adjustment for the warrants to purchase ordinary shares of JCKH No. 1 (JCKH-W1). Details of the share allotment are as follows:

- 1) Issuance of new ordinary shares for additional allocation to accommodate the conversion of CD Set 2
  - (1) The Company will additionally allocate not exceeding 641,508,439 newly issued ordinary shares with a par value of Baht 0.25 per share to accommodate the conversion of CD Set 2. The remaining number of shares currently reserved for this purpose is 9,406,195 shares. When combined with such additionally allocated shares, the total number of shares reserved for accommodating the

conversion of CD Set 2 will become 650,914,634 shares. CD Set 2 were allotted for offering either entirely at one time or in lots from time to time via private placement to specific investors, namely Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”), which are not the connected persons of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Entering into Connected Transactions, dated August 31, 2008, (as amended) (“**Notification TorChor. 21/2551**”). Moreover, it is considered as an offering of convertible debentures to no more than 10 specific investors in any four-month period, as defined in Section 43 (1) of the Notification of the Capital Market Supervisory Board No. TorChor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments, dated January 17, 2018 (as amended) (“**Notification TorChor. 17/2561**”).

The conversion price for CD Set 2 shall not be lower than 90% of the market price, whereby the market price is calculated from the weighted average price of the Company’s shares traded on the Stock Exchange of Thailand for not less than seven consecutive trading days but not exceeding 15 consecutive trading days prior to the date on which the debenture holders exercise their conversion rights. (Remark: The market price shall be calculated in three decimal places and if value in the fourth decimal place is equal to 5 or higher, it shall be rounded up. Similarly, the conversion price shall be calculated in three decimal places and if value in the fourth decimal place is equal to 5 or higher, it shall be rounded up.) The weighted average price is calculated from the daily trading value, divided by the daily trading volume over a consecutive trading period (“Floating Conversion Price”). However, if, during any conversion period, the conversion price calculation results in the conversion price being lower than the par value of the Company’s ordinary shares, such conversion price shall be applied but it must not be lower than Baht 0.01 per share, except where the law prohibits the Company from issuing shares lower than the par value in which case the par value of the Company’s ordinary shares shall be adopted as the conversion price. In the case where the Company may not issue underlying shares at a price lower than the par value, the Company must then issue additional compensation shares in such a way that the calculation of total shares to be issued at the par value is consistent with the conversion price.

- (2) In this respect, the Meeting also resolved to propose the shareholders’ meeting to consider authorizing the Board of Directors 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 following actions:
  - (a) 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 accommodate 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.

- (b) To appoint advisors and third parties (e.g., financial advisor and legal advisor) for contacting and providing information as well as filing of documents, applications, requests for waiver, and evidences with the relevant authorities or any other events in connection with the issuance and offering of the convertible debentures as appropriate.
- (c) To negotiate, agree, enter into, amend, add, and 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 and the allocation of newly issued shares to accommodate the exercise of the conversion right of the convertible debenture holders, as well as contacting, filing, amending, adding and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents with the SEC, the SET, governmental agencies and/or other relevant authorities in relation to the issuance and offering of the convertible debentures and the listing of the newly issued ordinary shares arising from the exercise of the conversion right of the convertible debentures as listed securities on the mai.
- (d) To perform any other actions as necessary and appropriate for and in connection with the issuance, offering and 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, offering and allocation of the convertible debentures depends on various relevant conditions, including the completion of the due diligence processed by AO Fund and AO Fund 1 in respect of the Company's business and operation, including but not limited to the due diligence on the Company's anti-money laundering policy, anti-corruption policy and sanctions.

- (e) In case there is any fraction from the conversion of the convertible debentures into the ordinary shares, such fraction shall be discarded.
- (3) AO Fund and AO Fund 1 are an opened-end equity fund, registered in Cayman Island, and are structured as a mutual fund under the supervision of Monetary Authority of Cayman Island. The objective of AO Fund and AO Fund 1 is to make middle to long-term investments through financial

instruments in small to medium-sized listed companies. The investment strategy of AO Fund and AO Fund 1 is to provide capital to various companies for their working capital, business expansion, mergers & acquisitions, or for the management of debt restructuring. Moreover, AO Fund and AO Fund 1 have invested in convertible debentures of more than 13 SET-listed companies since 2011.

The fund manager of AO Fund and AO Fund 1 is Zico Asset Management Private Limited (“ZICOAM”), which is located in Singapore and registered as an asset management company with the Monetary Authority of Singapore. ZICOAM has been appointed by AO Fund and AO Fund 1 as the fund manager to assess all types of investments of the two funds. Therefore, AO Fund and AO Fund 1 are considered as institutional investors pursuant to Clause 4 (10) of the Notification of the Securities and Exchange Commission No. KorChor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-High Net Worth Investor and High Net Worth Investor, dated February 8, 2017 (as amended) (“**Notification KorChor. 4/2560**”), and this offer for sale of the convertible debentures by way of private placement is in accordance with Clauses 43 and 56 of Notification TorChor. 17/2561.

## 2) Private placement

- (1) The Company will issue not exceeding 1,617,531,400 new ordinary shares with a par value of Baht 0.25 per share for offering through private placement to JCKD, which is the Company’s connected person. For such issuance of new shares, the Board of Directors has resolved to set the definitive offering price and will propose the shareholders’ meeting to consider the definitive offering price of Baht 0.17 per share, totaling Baht 274,980,338.00. This does not constitute an offering of newly issued shares at a price lower than 90% of the market price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement, dated October 28, 2015, (as amended) (“**Notification TorChor. 72/2558**”). In this respect, the market price is calculated from the weighted average price of the Company’s shares traded on the Market for Alternative Investment (“**mai**”) for 15 consecutive trading days before the date on which the Company’s Board of Directors resolved to propose the shareholders’ meeting to approve the said offering of newly issued shares, or from December 22, 2022 to January 12, 2023, which was equal to Baht 0.13 per share (source: SETSMART).

However, the offering price for the newly issued ordinary shares is lower than the Company’s par value of Baht 0.25 per share. Since the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2021 and the third quarter ended September 30, 2022, the Company shall be able to determine the said offering price lower than its par value upon obtaining an approval from the shareholders’ meeting in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (as amended) (as stipulated in Section

52 of the Public Limited Companies Act, any company having been in operation for not less than one year, if suffering a loss, may offer its shares for sale at a price lower than the registered value, but must obtain an approval from the shareholders' meeting and determine a definite discount rate).

- (2) The Meeting resolved to propose the shareholders' meeting to consider authorizing the Executive Committee, the Executive Chairman or the person designated by the Executive Committee and/or the Executive Chairman to take any actions relating to the issuance, offering, allocation and subscription of those newly issued ordinary shares, including the following actions:
  - (a) To determine and/or amend other details as necessary and appropriate for and in connection with the said allotment of the newly issued ordinary shares of the Company insofar as it is not contradictory to or inconsistent with the related notifications, regulations or laws, and to determine and change the date of share subscription and the date of share offering and payment, whereby the share allotment and subscription may be made in one time or several times;
  - (b) To contact, negotiate, enter into, sign, and amend any agreements, applications for approval, applications for waiver, notices, and evidences necessary for and in connection with the said allotment of newly issued shares of the Company, including but not limited to the newly issued share subscription agreement, the relevant registration with the Ministry of Commerce, the contacting and filing of the said applications for approval, applications for waiver, notices, documents and evidences with the SEC, the SET, governmental agencies or other relevant authorities in relation to the amendment, addition or change to the applications or wordings therein, as well as the listing of the newly issued ordinary shares as listed securities on the mai; and
  - (c) To perform any necessary and relevant actions in order to ensure the successful completion of the said allotment of newly issued shares of the Company, including the acquisition of private placement investors, and the appointment and designation of other suitable person to be sub-authorized to perform all aforementioned actions.
- (3) As stipulated in Notification TorChor. 72/2558, the Company must complete the offering of its newly issued shares within the period as approved by the shareholders' meeting, but not more than three months from the date on which the shareholders' meeting passes the resolution approving the offering of newly issued shares, or the Company must complete the offering of its newly issued shares within 12 months from the date on which the shareholders' meeting passes the resolution approving the offering of newly issued shares in the case where the shareholders have clearly resolved that, upon a lapse of such three-month period, the Board of Directors or the person

designated by the Board of Directors shall determine the offering price based on the market price during the offering period.

Therefore, after a lapse of three months from the date on which the shareholders' meeting passes the resolution approving the offering of newly issued shares, the Board of Directors or the person designated by the Board of Directors shall determine the offering price based on the market price during the offering period.

- (4) The offering of newly issued shares of the Company through private placement is scheduled to be made by the second quarter of 2023, subject to an approval of the shareholders' meeting and the satisfaction or waiver of the conditions precedent set out in the sale and purchase agreement for land with constructions between the Company and JCKD (details of the sale and purchase agreement for land with constructions are presented in Enclosure 8), and also subject to an approval of the Office of the Securities and Exchange Commission ("SEC") and the procedures of the Department of Business Development, Ministry of Commerce.

(Details of the issuance and offering of new ordinary shares through private placement, which constitutes a connected transaction of the Company, are presented in Enclosure 4.)

3) Rights offering

- (1) The Company will issue not exceeding 12,843,894,555 new ordinary shares with a par value of Baht 0.25 per share for rights offering to its existing shareholders at a ratio of 1 existing share to not more than 3 newly issued shares at the offering price of Baht 0.03 per share, totaling Baht 385,316,836.65. Any fraction of a share arising from the calculation shall be discarded.

However, the offering price for the newly issued ordinary shares is lower than the Company's par value of Baht 0.25 per share. Since the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2021 and the third quarter ended September 30, 2022, the Company shall be able to determine the said offering price lower than its par value upon obtaining an approval from the shareholders' meeting in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (as amended) (as stipulated in Section 52 of the Public Limited Companies Act, any company having been in operation for not less than one year, if suffering a loss, may offer its shares for sale at a price lower than the registered value, but must obtain an approval from the shareholders' meeting and determine a definite discount rate).

- (2) Each shareholder may oversubscribe for the newly issued shares in excess of their rights at the ratio specified above, but will be allotted the said oversubscribed shares only when there are shares remaining from complete allocation to all existing shareholders who have exercised their



subscription rights. Any newly issued shares remaining unsubscribed from the first round of the allocation under the rights offering will be re-allocated to the shareholders who wish to oversubscribe for the shares at the same price as that of the shares allocated according to their rights. Details of the allocation of the oversubscribed shares are as follows:

- (a) In the event that the number of shares remaining from the first round of the allocation to the existing shareholders under the rights offering is higher than or equal to the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to all oversubscribing shareholders who have fully paid for the price of the oversubscribed shares in accordance with the number of shares for which they have expressed their intention to oversubscribe.
- (b) In the event that the number of shares remaining from the first round of the allocation to the existing shareholders under the rights offering is lower than the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to the oversubscribing shareholders as follows:
  - The Company will allocate the remaining shares in proportion to the shareholding of each oversubscribing shareholder by multiplying the shareholding percentage of each oversubscribing shareholder by the number of the remaining shares, the result of which will be the number of shares to be allocated to such oversubscribing shareholder. (Any fraction of a share arising from the calculation will be discarded.) However, the number of shares to be allocated shall not exceed the number of shares which each shareholder has subscribed and fully paid for.
  - In the event that there are still shares remaining from the above allocation, the Company will allocate the remaining shares to each oversubscribing shareholder who has not been fully allocated with the oversubscribed shares by multiplying the shareholding percentage of each oversubscribing shareholder by the number of the remaining shares, the result of which will be the number of shares to be allocated to such oversubscribing shareholder. (Any fraction of a share arising from the calculation will be discarded.) However, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and fully paid for. The Company shall allocate the oversubscribed shares to the oversubscribing shareholders in accordance with the procedures in (b) until there are no shares remaining from the allocation.
- (c) In the event that there are newly issued shares remaining after the allocation to the existing shareholders under the rights offering and the allocation to oversubscribing shareholders in the offering on the same or different occasion, the Company may offer such remaining

shares on the same or different occasion to specific investors through private placement pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement. In this respect, the specific investors must not be deemed as connected persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Entering into 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. Moreover, the offering price must not be lower than 90% of the market price, whereby the market price shall be calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than seven consecutive trading days but not exceeding 15 consecutive trading days prior to the date of determination of the offering price. The said weighted average price shall be based on the average price of the daily trading value of the shares. The date of the offering price determination must be no more than three retroactive trading days before the first date of the offering through private placement, and the offering price through private placement must not be lower than the offering price to the existing shareholders under the rights offering.

In case there are newly issued shares remaining after the allocation to the existing shareholders under the rights offering, the allocation to oversubscribing shareholders in accordance with the above procedures, and the allocation of remaining shares by way of private placement specified above, it shall be proposed to the shareholders' meeting to consider and approve a decrease of the Company's registered capital by canceling those newly issued shares remaining from the allocation.

The allocation of shares to the oversubscribing shareholders shall, in any case whatsoever, not result in any of the oversubscribing shareholders (including the related persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of such shareholder) holding shares in the Company in any of the following manners:

- in a manner that the number of shares reaches or crosses the tender offer requirement threshold prescribed in Notification TorChor. 12/2554, unless such shareholder is granted a waiver of the requirement to make a tender offer for all securities of the Company as prescribed in such notification; or
- in a manner that is a breach of the foreign shareholding limit as specified in the Articles of Association of the Company.

- (3) In this respect, the Meeting resolved to propose the shareholders' meeting to consider authorizing the Board of Directors or the Executive Committee or the Executive Chairman or the Managing Director or the person designated by the Board of Directors, the Executive Committee and/or the Executive Chairman to take any actions relating to the allocation of the newly issued ordinary shares in accordance with the related laws and regulations and the resolutions of the shareholders' meeting, including the following actions:

- (a) To determine details of the allocation of the newly issued ordinary shares for rights offering to the Company's existing shareholders;
- (b) To determine or change the method of the allocation of the newly issued ordinary shares, e.g. allocation wholly in one time or in several times, the offering ratio, the date for determining the list of shareholders who are entitled to be allocated the newly issued ordinary shares (Record Date), the date of share subscription and payment, the offering period, the offering price, the payment methods, and other details of the allocation and offering;
- (c) To sign the applications for approval, applications for waiver, notices, or any documents relating to the allocation of the newly issued ordinary shares, including to contact and file the documents with the official or representative of any agency concerned and to list the newly issued ordinary shares as listed securities on the mai; and
- (d) To perform any actions necessary for and relating to the allocation of the newly issued ordinary shares in all respects in order to execute the rights offering to the existing shareholders under the applicable laws and regulations.

The Board of Directors will later fix the Record Date to determine list of the shareholders entitled to subscribe for the newly issued ordinary shares under rights offering to the existing shareholders, including the share subscription and payment date.

- (4) The Company will proceed with the allocation of the newly issued ordinary shares to its existing shareholders under the rights offering after JCKD has been allocated the newly issued shares through private placement mentioned above. The Company expects to proceed with the issuance of the new ordinary shares for rights offering to its existing shareholders by the third quarter of 2023. However, the determination of the rights to subscribe for and be allocated the newly issued ordinary shares remains uncertain, subject to an approval of the shareholders' meeting.
- 4) Issuance and offering of warrants to purchase ordinary shares of JCKH No. 2 (JCKH-W2) to the existing shareholders who have subscribed and paid for the newly issued shares under the rights offering

- (1) The Company will allocate not exceeding 4,281,298,185<sup>1</sup> newly issued ordinary shares with a par value of Baht 0.25 per share to accommodate the exercise of warrants to purchase ordinary shares of JCKH No. 2 (JCKH-W2) offered to the existing shareholders, who have subscribed and paid for the newly issued shares under the rights offering, at a ratio of not more than 3 newly issued shares to 1 unit of the Warrants without charge (sweetener). In the calculation of right of each shareholder to the allocation of the Warrants, if there is a fraction arising from such calculation, the fraction shall be discarded. The term of the Warrants is not more than one year from the issuance date. The exercise ratio is 1 unit of the Warrants to 1 newly issued share at the exercise price of Baht 0.03 per share (unless there is an adjustment to the exercise price).

However, the exercise price for JCKH-W2 is lower than the Company's par value of Baht 0.25 per share. Since the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2021 and the third quarter ended September 30, 2022, the Company shall be able to determine the said exercise price lower than its par value upon obtaining an approval from the shareholders' meeting in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (as amended) (as stipulated in Section 52 of the Public Limited Companies Act, any company having been in operation for not less than one year, if suffering a loss, may offer its shares for sale at a price lower than the registered value, but must obtain an approval from the shareholders' meeting and determine a definite discount rate). In this regard, the said exercise price (irrespective of whether there is any right adjustment) must not be lower than Baht 0.01 per share.

- (2) The Meeting resolved to propose the shareholders' meeting to consider authorizing the Board of Directors and/or the Chief Executive Officer or the person designated by the Board of Directors or the Chief Executive Officer to determine and change the rules, conditions and other details, including but not limited to the exercise price and ratio, the allocation, and the date of offering of the Warrants, as well as to determine causes of issuance of new ordinary shares to accommodate the adjustment to the exercise price and/or the exercise ratio of the Warrants and to take all necessary and appropriate actions in relation to the issuance and offering of the Warrants, the

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<sup>1</sup> When combined with the shares allocated to accommodate the exercise of JCKH-W1 and JCKH-W2, the total number of underlying shares will become 5,931,215,394 shares, representing 34.63% of all issued shares of the Company, which include the number of newly issued shares to be offered as a sweetener of JCKH-W2 on this occasion of 17,125,192,740 shares, which will not exceed 50.00%. Details of the calculation of number of underlying shares for JCKH-W2 are provided in Enclosure 3 "Preliminary Details of Warrants to Purchase Ordinary Shares of JCK Hospitality Public Company Limited No. 2 (JCKH-W2) Allocated to Existing Shareholders of the Company Who Have Subscribed for and Been Allotted the Newly Issued Shares under the Rights Offering."

listing of the Warrants on the mai, and the application for approval from other concerned authorities.

- (3) The Company will allocate JCKH-W2 to its existing shareholders, who have subscribed for and been allotted the newly issued shares, without charge (sweetener) on the same occasion as the allocation of newly issued shares under the rights offering to its existing shareholders, which is expected to be made by the third quarter of 2023. However, the determination of such rights and receipt of the warrant allocation remains uncertain, subject to an approval of the shareholders' meeting.

(Preliminary details of warrants to purchase ordinary shares of JCK Hospitality Plc. No. 2 (JCKH-W2) allocated to the existing shareholders who have subscribed for and been allotted the newly issued shares under the rights offering are shown in Enclosure 3.)

5) Issuance and allotment of new ordinary shares to accommodate the right adjustment for the warrants to purchase ordinary shares of JCKH No. 1 (JCKH-W1)

- (1) The Company will allocate not exceeding 769,543,885 newly issued ordinary shares with a par value of Baht 0.25 per share to accommodate the right adjustment for the warrants to purchase ordinary shares of JCKH No. 1 (JCKH-W1) as a result of (1) the rights offering to its existing shareholders at a price that is lower than 90% of the market price and (2) the issuance and allocation of JCKH-W2 at the exercise price that is lower than 90% of the market price, in accordance with the adjustment of exercise price and exercise ratio under the terms and conditions governing the rights and obligations of the issuer and holders of the warrants to purchase ordinary shares of JCK Hospitality Plc. No. 1 (JCKH-W1) ("**Terms and Conditions**").
- (2) The Company will calculate the exercise price, exercise ratio, and number of newly issued ordinary shares to accommodate the right adjustment for JCKH-W1 by basing on the market price of the Company's shares, which is the weighted average price of the shares traded on the mai over the previous six months (July 1, 2022 – December 31, 2022), equal to Baht 0.17 per share (source: SETSMART), which is merely an initial estimate.

Nonetheless, the Company can calculate the definite amounts of the exercise price, exercise ratio, and number of newly issued ordinary shares to accommodate the right adjustment for JCKH-W1 by basing on the market price of the Company's shares, which is the weighted average price of the shares traded on the mai for not less than seven consecutive trading days but not exceeding 15 consecutive trading days before the first date on which the holders of JCKH-W1 shall not be entitled to subscribe for the newly issued shares (the first date on which the XR sign is posted).

2.2. **Actions taken by the Company in case of a fraction of share**

In case there is a fraction of a share, the fraction will be discarded.

**3. Schedule for the Annual/Extraordinary General Meeting of Shareholders to approve the capital increase and the allotment of newly issued shares**

The Extraordinary General Meeting of Shareholders No. 1/2023 will be held on Wednesday, March 8, 2023 at 14.00 hrs. through electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, and the Notification of the Ministry of Digital Economy and Society Re: Security Policy and Standards of Meetings via Electronic Means B.E. 2563.

- ☒ The record date to determine the list of shareholders entitled to attend the shareholders' meeting is January 27, 2023.
- ☐ The date for closing of the register book to suspend share transfer for rights to attend the shareholders' meeting will be from ..... until adjournment of the said shareholders' meeting.

**4. Approval of the capital increase/share allotment by relevant governmental agencies and conditions for such approval (if any)**

- (1) The shareholders' meeting of the Company resolves to approve the issuance and allotment of new ordinary shares for (1) additional allocation to accommodate the conversion of Convertible Debentures No. 2 (CD Set 2), (2) offering through private placement, (3) rights offering to the existing shareholders, (4) issuance and allocation of warrants to purchase ordinary shares of JCKH No. 2 (JCKH-W2) offered to the existing shareholders who have subscribed and paid for the newly issued shares under the rights offering, and (5) accommodating the right adjustment for the warrants to purchase ordinary shares of JCKH No. 1 (JCKH-W1).
- (2) The capital decrease and capital increase must be approved by the shareholders' meeting with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest.
- (3) The Company must obtain an approval for the issuance of new ordinary shares to accommodate the conversion of the convertible debentures from the Office of the Securities and Exchange Commission as prescribed in Notification TorChor. 17/2561.
- (4) The Company must register the transfer restrictions of convertible debentures issued and offered to no more than 10 specific investors during any four-month period with the Office of the Securities and Exchange Commission.
- (5) The Company must obtain an approval for the offering of its newly issued ordinary shares through private placement from the Office of the Securities and Exchange Commission as prescribed in Notification

TorChor. 72/2558 before proceeding with the offering and allocation of its newly issued ordinary shares to JCKD.

- (6) The shareholders' meeting of the Company resolves to approve a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash), and an approval is obtained from the Office of the Securities and Exchange Commission as prescribed in Notification SorKor. 29/2561.
- (7) The Company must seek an approval from the SET for the listing of shares arising from conversion of the convertible debentures as listed securities on the mai (when there is an exercise of right or a conversion, as the case may be).
- (8) The Company must seek an approval from the SET for the listing of JCKH-W2 and the newly issued shares arising from the exercise of rights under JCKH-W2 as listed securities on the mai.
- (9) The Company must seek an approval from the SET for the listing of its newly issued ordinary shares as listed securities on the mai.
- (10) The Company must register the capital decrease and capital increase, the change of its paid-up registered capital, and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce.

#### 5. Objectives of the capital increase and the use of funds from the capital increase

The objectives of the capital increase and details of the tentative plan for use of funds are as follows:

Objectives	Approximate amount (Baht million) <sup>1/</sup>	Target date
<b>Funds from offering of newly issued shares through private placement to JCKD</b>		
(1) Payment of consideration for the purchase of assets from JCKD	274.98	By 2023
<b>Funds from rights offering to existing shareholders</b>		
(1) Payment of consideration for the purchase of assets from JCKD	175.02	By 2023
(2) Loan repayment and/or use as working capital and/or for future investment and business expansion of the Company <sup>2/</sup>	210.30	By 2023
<b>Funds from conversion of JCKH-W2</b>		
(1) Loan repayment and/or use as working capital and/or for future investment and business expansion of the Company <sup>2/</sup>	128.44	By 2023
<b>Total</b>	<b>788.74</b>	

Remark:

- 1/ The approximate amount is calculated under assumption that the PP shares and the RO shares cum warrants (JCKH-W2) are fully subscribed for and the conversion rights for JCKH-W2 are fully exercised. The actual amount receivable by the Company will vary with results of the offering of newly issued shares and the exercise of conversion rights for JCKH-W2.
- 2/ Given that the Extraordinary General Meeting of Shareholders No. 1/2023, to be held on March 8, 2023, resolves to disapprove Agenda 2: the acquisition of assets and connected transaction, comprising (1) land with office building and (2) vacant land, from JCKD, the Company will use funds from rights offering to existing shareholders (2) and funds from conversion of JCKH-W2 (1) as indicated in the above table as additional working capital in its business management instead of part of the original objectives to fund its future investment and business expansion, which is expected to be development of a six-storied office building with one underground floor on the acquired vacant land.

**6. Benefits which the Company will receive from the capital increase/allotment of newly issued ordinary shares**

- (1) The capital increase will enable the Company to raise funds within a short period of time and have sufficient funds available for payment of the consideration for the purchase of assets from JCKD and also for loan repayment and/or use as working capital and/or for its future investment and business expansion.
- (2) The Company can use funds to be obtained from the capital increase for purchasing land and office building, which has been partially rented by the Company, and can accordingly save the expenses on the said office space rental and services.
- (3) The Company will acquire the land and office building from JCKD, with the objective to use part of the building as its office and rent the remaining areas to other entities to use as their offices. As such, the Company will have the opportunity to instantly recognize revenues and profit from such space renting. Moreover, after acquisition of the vacant land, the Company plans to develop an office building thereon for further renting to other entities to use as their offices, with the building expected to be completely constructed and ready for rent by 2024 and start of income earning from commercial operation by 2025. Such office space renting will generate recurring rental income for the Company, which will help to ensure a more consistent stream of revenues and cash flow, reduce income fluctuations, increase sources of revenues, and mitigate risk from reliance on the restaurant business.
- (4) The Company will acquire the land and office building, which have the potential for further utilization. For instance, they can be placed as collateral for credit facilities raised by the Company and its subsidiaries from financial institutions as working capital for business operation and future expansion. Moreover, if in the future the Company desires to raise funds by way of debenture issuance, it can offer such land and office building as security.



- (5) The receipt of share payment in the form of such land and office building will enable the Company to acquire and own those assets without making any cash payment. As such, it will have funds available for further use as working capital and can increase its non-cash assets.

**7. Benefits which the shareholders will receive from the capital increase/allotment of newly issued ordinary shares**

**7.1. Dividend policy**

The Company has a policy to pay dividend at a rate not less than 40% of net profit after deduction of income tax and legal reserve. However, dividend payment is subject to change depending on investment plan, liquidity, necessity and other appropriate factors in the future. The Board of Directors has the power to not comply with or to change the said dividend policy from time to time insofar as it is in the best interests of the shareholders. The resolution approving dividend payment by the Board of Directors shall be proposed for final approval of the shareholders' meeting, except for an interim dividend payment which the Board of Directors has the power to approve and to report to the shareholders at the next shareholders' meeting. The dividend payment shall be subject to the economic condition, the Company's cash flow position, the financial and capital market situation, and the conditions set out by financial institutions, including other consideration factors as the Board of Directors deems appropriate.

**7.2. Rights to receive dividend from the Company's operation**

Those who are allotted the newly issued ordinary shares through private placement and rights offering and those who are allotted the warrants and have exercised the rights to purchase the newly issued shares on this occasion shall be entitled to receive dividend from the Company's operation after they have been listed in the Company's shareholder register book and the Company has announced the dividend payment in accordance with the applicable laws and regulations.

**7.3. Others**

- None -

**8. Other details necessary for the shareholders to approve the capital increase/the allotment of newly issued ordinary shares**

The issuance and offering of new ordinary shares to JCKD constitutes a connected transaction of a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Entering into Connected Transactions dated August 31, 2008 (as amended) 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 dated November 19, 2003 (as amended) ("**Notifications on Connected Transactions**"). This is because JCKD and the Company have a mutual major shareholder and director, namely Mr. Apichai Taechaubol who, as at January 27, 2023, held 276,472,784 shares in the Company, representing 10.38% of the Company's total issued and paid-up capital (based on shareholding information as at the latest register book closing date to suspend share transfer (XM) on January 27, 2023) and, as at May 9, 2022, held 5,500,000<sup>2</sup> shares in JCKD (including the related persons), representing 55% of JCKD's total issued and paid-up capital (based on the list of shareholders (BorOrChor.5) of JCKD). The maximum size of this transaction is equal to 471.15%<sup>3</sup> of the Company's net tangible assets (NTA) (as at September 30, 2022, the Company's NTA amounted to Baht 95.51 million), according to its reviewed consolidated financial statements for the nine-month period ended September 30, 2022. During the previous six months, the Company did not enter into any connected transaction. Therefore, the size of such transaction is greater than 3% of the Company's NTA and the transaction value is more than Baht 20.00 million. The Company is accordingly required to obtain an approval from the Board of Directors and to prepare and disclose an information memorandum on the transaction to the SET pursuant to the Notifications on Connected transactions. It must also seek an approval from the shareholders' meeting with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest, and must appoint an independent financial advisor (IFA), which must be on the SEC's approved list of financial advisors. (Details of the issuance and offering of new ordinary shares through private placement, which is a connected transaction of the Company, are shown in Enclosure 4.)

In addition, the allocation of newly issued ordinary shares to JCKD will result in JCKD acquiring the Company's shares in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, dated May 13, 2011, (as amended) ("**Notification TorChor. 12/2554**"), including other related rules and notifications. However, JCKD has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the

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<sup>2</sup> Mr. Apichai Taechaubol is the director and major shareholder of JCKD, holding 3,125,000 shares or 31.25% of JCKD's total issued and paid-up capital as at May 9, 2022; and Mrs. Chalida Taechaubol (spouse of Mr. Apichai) is the director and major shareholder of JCKD, holding 2,375,000 shares or 23.75% of JCKD's total issued and paid-up capital as at May 9, 2022 (based on the list of shareholders (BorOrChor.5) of JCKD).

<sup>3</sup> The issuance and offering of new ordinary shares to JCKD is part of the consideration for the purchase of assets from JCKD, which will be approved together with the issuance and offering of new ordinary shares to JCKD on this occasion. Thus, the calculation of size of the connected transaction is based mainly on the total value of consideration for the purchase of assets from JCKD of not more than Baht 450.00 million because such value is higher than the total value of the issuance and offering of new ordinary shares to JCKD of Baht 274.98 million. Details of the calculation of size of the connected transaction are shown in Enclosure 2, "Information Memorandum on the Acquisition of Land and Office Building from JC Kevin Development Co., Ltd., Which Is a Connected Person."

resolution of the shareholders' meeting (Whitewash) pursuant to the Notification of the Office of the Securities and Exchange Commission No. SorKor. 29/2561 Re: Rules for the Application for a Waiver from the Requirement to Make a Tender Offer for All Securities of the Business by Virtue of the Resolution of the Shareholders' Meeting, dated May 31, 2018, (as amended) ("**Notification SorKor. 29/2561**"). The Board of Directors' meeting of the Company resolved to propose this matter to the Extraordinary General Meeting of Shareholders on this same occasion. Such waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting must be approved by the shareholders' meeting with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes cast by the related persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) ("**Persons under Section 258**") of the applicant or the concert parties of the applicant and the Persons under Section 258 of the foregoing persons. (Details of the application for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash) are shown in Enclosure 6.)

## 9. Opinion of the Board of Directors of the Company<sup>4</sup>

### 9.1. Reason for and necessity of the capital increase

The capital increase will enable the Company to pay for the consideration for the purchase of assets from JCKD and thereby acquire the land and office building, which has been partially rented by the Company for use as its current office. Therefore, the use of such capital increase funds for purchase of land and office building will enable the Company to cut down on the expenses on the office space rental and services. The Company will also rent out the remaining spaces of the building to other entities for use as their offices and will accordingly have the opportunity to instantly recognize revenues and profit from such space renting. Moreover, after acquisition of the vacant land, the Company plans to develop an office building thereon for further renting to other entities to use as their offices, with the building expected to be completely constructed and ready for rent by 2024 and start of income earning from commercial operation by 2025. Such office space renting will generate recurring rental income for the Company, which will help to attain its revenue and profit growth targets and diversify risk from reliance on the restaurant business.

The issuance and offering of new shares through private placement as part of the payment for the consideration for such land and office building purchase will be beneficial to the Company since it will reduce the burden of securing external funding sources to pay for the price of this transaction. Moreover, after completion of the issuance and offering of new shares through private placement, the Company will form strategic partnership with JCKD, which has experience in businesses relating to building space rental and services, residential condominium project development, and hotel. This will help enhance the Company's long-term competitiveness

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<sup>4</sup> The opinion of the Board of Directors regarding the issuance and offering of new ordinary shares through private placement is presented in the Information Memorandum on the Issuance and Offering of New Ordinary Shares of JCK Hospitality Plc. through Private Placement, Which Is a Connected Transaction of the Company.

and provide the opportunity of expansion into a variety of new businesses that can support its core business, as well as diversify risk in business operation. The Board of Directors accordingly views that this capital increase is appropriate and brings about the utmost benefit to the Company through the enhancement of its competitiveness and the business development towards solid and sustainable growth, which will ultimately generate returns for the Company and its shareholders in the future.

In addition, the proceeds from the issuance of new shares for rights offering to the existing shareholders will be partly used for payment of the consideration for the purchase of assets from JCKD. The remaining amount, combined with funds receivable from the exercise of rights to purchase the Company's shares under JCKH-W2, which are offered to the existing shareholders under the rights offering (sweetener), can be used for loan repayment and/or as working capital and for future investment and business expansion of the Company.

**9.2. Viability of the plan for use of funds from the capital increase**

The Company expects to proceed with the issuance and offering of new ordinary shares through private placement by the second quarter of 2023 and to proceed with the issuance of new ordinary shares for rights offering to its existing shareholders together with the allocation of JCKH-W2 to the existing shareholders, who have subscribed for and been allotted the newly issued shares, by the third quarter of 2023, as well as to receive funds from such offering of newly issued shares by the third quarter of 2023 (subject to the approval of the SEC and the procedure of the Department of Business Development, Ministry of Commerce), which will enable the Company to succeed in the purchase of assets from JCKD.

**9.3. Reasonableness of the capital increase, plan for use of funds received from the share offering and project to be operated, including sufficiency of sources of funds**

The Board of Directors is of the opinion that the capital increase is reasonable and will create the utmost benefit to the Company. The Company will thereby have a funding source for the purchase of assets from JCKD and also for loan repayment, which will further reduce its interest expenses, fees and other related expenses and/or for use as working capital and/or for investment and business expansion. As such, the Company will become financially prepared, with a stronger capability and liquidity in business operation.

**9.4. Impacts expected on the Company's operation, financial position and performance**

The Board of Directors is of the opinion that the capital increase will enable the Company to have funds available for the purchase of assets from JCKD, which will result in the Company acquiring land and office building that it has partially rented as its current office. The purpose of such acquisition is to partially use the building as the Company's office to cut down on the expenses on office space rental and services, and to rent the remaining areas to other entities to use as their offices, which will provide the Company with the opportunity to instantly recognize revenues and profit from such space renting. Moreover, after acquisition of the vacant land, the Company plans to develop an office building thereon for further renting to other entities to use as their offices, with the building expected

to be completely constructed and ready for rent by 2024 and start of income earning from commercial operation by 2025. Such office space renting will generate recurring rental income for the Company, which will help to ensure a more consistent stream of revenues and cash flow, reduce income fluctuations, increase sources of revenues, and mitigate risk from reliance on the restaurant business, which is its core business. Moreover, the Company will have a funding source for making loan repayment and/or using as working capital and/or financing its future investment and business expansion, which will have a positive impact on its business operation, financial position and performance, and will be beneficial to the Company and all shareholders.

#### 9.5. Certification of the Board of Directors

For this capital increase, the Board of Directors has considered and examined the relevant information with due care and is of the opinion that it is appropriate and reasonable. Having examined the information of JCKD and the ownership over the land and office building under its possession, the Board of Directors deems that JCKD is a potential investor and truly is the owner of the land and office building.

However, in the case where any director omits to perform duty in good faith and with care to maintain interests of the Company in relation to this capital increase and if such omission causes damage to the Company, the shareholders may take a legal action to claim compensation from such director on behalf of the Company, as stipulated in Section 85 of the Public Limited Companies Act B.E. 2535 (as amended). In the case where such omission to act causes such director or his related persons to obtain undue benefits, the Company may bring an action against the director for disgorgement of such benefits to the Company. Otherwise, the shareholders who hold shares and have the right to vote amounting to not less than 5% of the total number of voting rights of the Company will issue a written notice directing the Company to bring the action. If the Company fails to proceed as directed within one month from the date of the notice, such shareholders may bring an action against the director for disgorgement of benefits on behalf of the Company under Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

#### 10. Impacts on the existing shareholders from the issuance and offering of new ordinary shares

The calculation of impacts on the shareholders from the issuance and offering of new ordinary shares can be divided into 15 scenarios as shown below:

	Shareholders' approval			
	Issuance of additional underlying shares for CD Set 2	Issuance and offering of PP shares	Issuance and offering of RO shares	Issuance and offering of JCKH-W2
Scenario 1	✓			

Scenario 2		✓		
Scenario 3			✓	
Scenario 4				✓
Scenario 5	✓	✓		
Scenario 6	✓		✓	
Scenario 7	✓			✓
Scenario 8		✓	✓	
Scenario 9		✓		✓
Scenario 10			✓	✓
Scenario 11	✓	✓	✓	
Scenario 12	✓		✓	✓
Scenario 13	✓	✓		✓
Scenario 14		✓	✓	✓
Scenario 15	✓	✓	✓	✓

Where:

- $Q_0$  = Number of the Company's issued and paid-up shares as at January 27, 2023 of 2,663,766,785 shares
- $Q_{cd}$  = Number of newly issued ordinary shares for additional allocation to accommodate the conversion of CD Set 2 of 641,508,439 shares
- $Q_{pp}$  = Number of newly issued ordinary shares for offering through private placement of 1,617,531,400 shares
- $Q_{ro}$  = Number of newly issued ordinary shares for rights offering to the existing shareholders of 12,843,894,555 shares
- $Q_{w2}$  = Number of newly issued ordinary shares for allocation to accommodate the conversion of JCKH-W2 of 4,281,298,185 shares
- $Q_{w1-ro}$  = Number of newly issued ordinary shares for allocation to accommodate the right adjustment for JCKH-W1, in case the shareholders resolve to approve the rights offering to the existing shareholders, of 360,653,856 shares<sup>1/</sup>
- $Q_{w1-ro\&w2}$  = Number of newly issued ordinary shares for allocation to accommodate the right adjustment for JCKH-W1, in case the shareholders resolve to approve the rights offering to the existing shareholders and the issuance and offering of JCKH-W2, of 769,543,885 shares<sup>1/</sup>
- $P_0$  = Weighted average price during 15 trading days before January 13, 2023, the date on which the Company's Board of Directors resolved to propose the shareholders' meeting to approve the capital increase of the Company, equal to Baht 0.130 per share

- $P_{cd}$  = According to the Terms and Conditions of CD Set 2, the conversion price for CD Set 2 shall be subject to a discount of 90% from the market price as at the conversion date. Thus, for the benefit of the calculation, the Company estimates the conversion price for CD Set 2 at Baht 0.117 per share (or 90% of  $P_0$ ). However, the actual conversion price is based on the market price as at the conversion date.
- $P_{pp}$  = Price of the newly issued ordinary shares offered through private placement of Baht 0.170 per share
- $P_{ro}$  = Price of the newly issued ordinary shares for rights offering of Baht 0.030 per share
- $P_{w2}$  = Exercise price of JCKH-W2 of Baht 0.030 per share
- $P_{w1-ro}$  = Exercise price of JCK-W1 after right adjustment in case the shareholders resolve to approve the issuance of new shares for rights offering, equal to Baht 0.096 per share <sup>1/</sup>
- $P_{w1-ro\&w2}$  = Exercise price of JCK-W1 after right adjustment in case the shareholders resolve to approve the issuance of new shares for rights offering and the issuance and offering of JCKH-W2, equal to Baht 0.056 per share <sup>1/</sup>

Remark:

- 1/ The Company calculates the exercise price, exercise ratio and number of newly issued ordinary shares to accommodate the right adjustment for JCKH-W1 by basing on the market price of the Company's shares, which is the weighted average price of the shares traded on the mai over the previous six months (July 1, 2022 - December 31, 2022), equal to Baht 0.17 per share (source: SETSMART), which is merely an initial estimate.

Nonetheless, the Company can calculate the definite amounts of the exercise price, exercise ratio, and number of newly issued ordinary shares to accommodate the right adjustment for JCKH-W1 by basing on the market price of the Company's shares, which is the weighted average price of the shares traded on the mai for not less than seven consecutive trading days but not exceeding 15 consecutive trading days before the first date on which the holders of JCKH-W1 shall not be entitled to subscribe for the newly issued shares (the first date on which the XR sign is posted).

The calculation of the dilution effects on the shareholders from the issuance and offering of new ordinary shares in all scenarios is as follows:

#### 10.1 Control dilution

Shareholders' approval	$Q_0$ (shares)	$Q_1$ (shares)		Control dilution $Q_1/(Q_0+Q_1)$ (%)
Scenario 1	2,663,766,785	$Q_{cd}$	641,508,439	19.41
Scenario 2	2,663,766,785	$Q_{pp}$	1,617,531,400	37.78
Scenario 3	2,663,766,785	$Q_{ro} + Q_{w1-ro}$	13,204,548,411	83.21
Scenario 4*				

Scenario 5	2,663,766,785	$Q_{cd}+Q_{pp}$	2,259,039,839	45.89
Scenario 6	2,663,766,785	$Q_{cd}+Q_{pp}+Q_{w1-ro}$	13,846,056,850	83.87
Scenario 7*				
Scenario 8	2,663,766,785	$Q_{pp}+Q_{ro}+Q_{w1-ro}$	14,822,079,811	84.77
Scenario 9*				
Scenario 10	2,663,766,785	$Q_{ro}+Q_{w2}+Q_{w1-ro\&w2}$	17,894,736,625	87.04
Scenario 11	2,663,766,785	$Q_{cd}+Q_{pp}+Q_{ro}+Q_{w1-ro}$	15,463,588,250	85.31
Scenario 12	2,663,766,785	$Q_{cd}+Q_{ro}+Q_{w2}+Q_{w1-ro\&w2}$	18,536,245,064	87.44
Scenario 13*				
Scenario 14	2,663,766,785	$Q_{pp}+Q_{ro}+Q_{w2}+Q_{w1-ro\&w2}$	19,512,268,025	87.99
Scenario 15	2,663,766,785	$Q_{cd}+Q_{pp}+Q_{ro}+Q_{w2}+Q_{w1-ro\&w2}$	20,153,776,464	88.33

Remark: \* Since the issuance and offering of JCKH-W2 will be a sweetener for the existing shareholders who have subscribed for the newly issued shares under the rights offering, the two transactions are thus conditional upon each other. Moreover, due to the substantial number of underlying shares for JCKH-W2, if the issuance and offering of JCKH-W2 in the proposed amount is not approved together with the issuance of new shares for rights offering, it will result in the number of underlying shares for convertible securities exceeding 50% of the Company's issued and paid-up shares, which does not conform to the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares (as amended). Therefore, Scenarios 4, 7, 9 and 13 where it is assumed that the shareholders resolve to approve the issuance and offering of JCKH-W2, but to disapprove the issuance of new shares for rights offering, will never take place.

## 10.2 Price dilution

Shareholders' approval	$P_0$ (Baht/share)	$P_1$ (Baht/share)	Price dilution $(P_0 - P_1)/P_0$ (%)
Scenario 1	0.130	$\frac{(P_0 * Q_0 + P_{cd} * Q_{cd})}{(Q_0 + Q_{cd})}$	0.127 2.31%
Scenario 2	0.130	$\frac{(P_0 * Q_0 + P_{pp} * Q_{pp})}{(Q_0 + Q_{pp})}$	0.145 N/A**



Shareholders' approval	P <sub>0</sub> (Baht/share)	P <sub>1</sub> (Baht/share)		Price dilution (P <sub>0</sub> - P <sub>1</sub> )/P <sub>0</sub> (%)
Scenario 3	0.130	$\frac{(P_0 * Q_0 + P_{ro} * Q_{ro} + P_{w1-ro} * Q_{w1-ro})}{(Q_0 + Q_{ro} + Q_{w1-ro})}$	0.047	63.85%
Scenario 4*				
Scenario 5	0.130	$\frac{(P_0 * Q_0 + P_{cd} * Q_{cd} + P_{pp} * Q_{pp})}{(Q_0 + Q_{cd} + Q_{pp})}$	0.141	N/A**
Scenario 6	0.130	$\frac{(P_0 * Q_0 + P_{cd} * Q_{cd} + P_{ro} * Q_{ro} + P_{w1-ro} * Q_{w1-ro})}{(Q_0 + Q_{cd} + Q_{pp} + Q_{w1-ro})}$	0.051	60.77%
Scenario 7*				
Scenario 8	0.130	$\frac{(P_0 * Q_0 + P_{pp} * Q_{pp} + P_{ro} * Q_{ro} + P_{w1-ro} * Q_{w1-ro})}{(Q_0 + Q_{pp} + Q_{ro} + Q_{w1-ro})}$	0.060	53.85%
Scenario 9*				
Scenario 10	0.130	$\frac{(P_0 * Q_0 + P_{ro} * Q_{ro} + P_{w2} * Q_{w2} + P_{w1-ro \& w2} * Q_{w1-ro \& w2})}{(Q_0 + Q_{ro} + Q_{w2} + Q_{w1-ro \& w2})}$	0.044	66.15%
Scenario 11	0.130	$\frac{(P_0 * Q_0 + P_{cd} * Q_{cd} + P_{pp} * Q_{pp} + P_{ro} * Q_{ro} + P_{w1-ro} * Q_{w1-ro})}{(Q_0 + Q_{cd} + Q_{pp} + Q_{ro} + Q_{w1-ro})}$	0.062	52.31%
Scenario 12	0.130	$\frac{(P_0 * Q_0 + P_{cd} * Q_{cd} + P_{ro} * Q_{ro} + P_{w2} * Q_{w2} + P_{w1-ro \& w2} * Q_{w1-ro \& w2})}{(Q_0 + Q_{cd} + Q_{ro} + Q_{w2} + Q_{w1-ro \& w2})}$	0.046	64.62%
Scenario 13*				
Scenario 14	0.130	$\frac{(P_0 * Q_0 + P_{pp} * Q_{pp} + P_{ro} * Q_{ro} + P_{w2} * Q_{w2} + P_{w1-ro \& w2} * Q_{w1-ro \& w2})}{(Q_0 + Q_{pp} + Q_{ro} + Q_{w2} + Q_{w1-ro \& w2})}$	0.053	59.23%
Scenario 15	0.130	$\frac{(P_0 * Q_0 + P_{cd} * Q_{cd} + P_{pp} * Q_{pp} + P_{ro} * Q_{ro} + P_{w2} * Q_{w2} + P_{w1-ro \& w2} * Q_{w1-ro \& w2})}{(Q_0 + Q_{cd} + Q_{pp} + Q_{ro} + Q_{w2} + Q_{w1-ro \& w2})}$	0.055	57.69%

Remark: \* As the issuance and offering of JCKH-W2 will be a sweetener for the existing shareholders who have subscribed for the newly issued shares under the rights offering, the two transactions are thus conditional upon each other. Moreover, due to the substantial number of underlying shares for JCKH-W2, if the issuance and offering of JCKH-W2 in the proposed amount is not approved together with the issuance of new shares for rights offering, it will result in the number of underlying shares for convertible securities exceeding 50% of the Company's issued and paid-up shares, which does not conform to the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares (as amended). Therefore, Scenarios 4, 7, 9 and 13 where it is assumed that the shareholders resolve to approve the issuance and offering of JCKH-W2, but to disapprove the issuance of new shares for rights offering, will never take place.

\*\* Since the share price after capital increase is higher than the share price before capital increase, there will be no price dilution effect on the shareholders in these scenarios.

### 10.3 Earnings per share ("EPS") dilution

The Company reported a net loss in the previous 12 months from October 1, 2021 to September 30, 2022, hence no EPS dilution effect on the shareholders.

### 11. Timeline of procedure where the Board of Directors of the Company passes a resolution approving the capital increase/share allotment

No.	Procedure	Date
1	The Board of Directors' Meeting No. 2/2023	January 13, 2023
2	Determination of the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date)	January 27, 2023
3	The Extraordinary General Meeting of Shareholders No. 1/2023	March 8, 2023
4	Registration of the capital increase and amendment to the Memorandum of Association to be consistent with the capital increase with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the Extraordinary General Meeting of Shareholders No. 1/2023 resolves to approve the registered capital increase
5	Application for the SEC's approval for the issuance and offering of new ordinary shares of the Company through private placement	After the Extraordinary General Meeting of Shareholders No. 1/2023 has resolved to approve the capital increase and share allotment
6	JCKD being granted a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash)	The Company shall be deemed to be granted such waiver upon obtaining the SEC's approval for the offering of its newly issued ordinary shares through private placement to JCKD.

No.	Procedure	Date
7	Offering of newly issued ordinary shares of the Company through private placement to JCKD	After the date of approval by the shareholders' meeting/within 12 months from the date on which the shareholders' meeting resolves to approve the share offering in the case where the shareholders have clearly resolved that, upon a lapse of such three-month period, the Board of Directors or the person designated by the Board of Directors shall determine the offering price based on the market price during the offering period. Therefore, after a lapse of three months from the date on which the shareholders' meeting approves the offering of newly issued shares, the Board of Directors or the person designated by the Board of Directors shall determine the offering price based on the market price during the offering period.
8	Registration of the paid-up capital increase in respect of the newly issued shares offered through private placement to JCKD with the Department of Business Development, Ministry of Commerce	Within 14 days from the end of the share subscription period and after the Company has received the share payment from JCKD
9	Filing of the application for listing of the newly issued shares offered through private placement to JCKD as listed securities on the mai	Within 30 days from the end of the shares offering period
10	Determination of the list of shareholders who are entitled to subscribe for the newly issued shares under rights offering	To be notified later by the Company, after completion of the tender offer for the Company's shares by JCKD
11	Subscription and payment for the newly issued shares under rights offering	To be notified later by the Company
12	Registration of the capital increase in respect of the newly issued shares under rights offering with the Department of Business Development, Ministry of Commerce	Within 14 days from the end of the subscription period and after the Company has received payment for the new ordinary shares issued for rights offering to its existing shareholders

No.	Procedure	Date
13	Filing of the application for listing of the new ordinary shares issued for rights offering to the existing shareholders and listing of the Warrants (JCKH-W2) as listed securities on the mai	Within 30 days from the end of the shares offering period

Remark: The above timeline is subject to change.

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

Yours sincerely,

JCK Hospitality Public Company Limited

(Mr. Athawut Taechaubol)

Authorized Director



(Mrs. Rachanee Siwawej)

Authorized Director