



(Translation)

Ref. CS./21 - 086

November 5, 2021

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 2/2021

To: All shareholders

Attachments:

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021.
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 the important terms and conditions of the Convertible Debentures to be issued by the Company to AO Fund and AO Fund 1 as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on June 15, 2021.
5. Guidelines for attending the Extraordinary General Meeting of Shareholders No. 2/2021 by Electronic Means via Inventech Connect (Live Streaming)
6. Supporting documents for attending the meeting:
 - 6.1 The Company's Articles of Association which related to the Annual General Meeting of Shareholders.
 - 6.2 Rules and procedures for attending the meeting, granting the proxy and voting.
 - 6.3 Information of independent directors to support an appointment of proxy (in case independent director is appointed as a proxy).
 - 6.4 Documents and evidences which required to be presented at the meeting.
 - 6.5 Proxy.

JCK Hospitality Public Company Limited would like to notify that the Board of Directors' Meeting No.10/2021 resolved to call for the Extraordinary General Meeting of Shareholders No. 2/2021 to be held on Monday, November 22, 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 Extraordinary General Meeting of Shareholders No. 1/2021.

Fact and Rational : The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on June 15, 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 Extraordinary General Meeting of Shareholders No. 1/2021 are truly and accurately recorded. It is therefore deemed appropriate for the Extraordinary General Meeting of Shareholders No. 1/2021 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 402,215,090.75 to Baht 357,522,042.25 by canceling non-allotment of 178,772,194 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 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 357,522,042.25	(Three Hundred Fifty-Seven Million Five Hundred Twenty-Two Thousand and Forty-Two Baht Twenty-Five Satang)
	Divided into	1,430,088,169 shares	(One Thousand Four Hundred Thirty Million Eighty-Eight Thousand One Hundred and Sixty-Nine Shares)
	Par value of	Baht 0.25	(Twenty-Five Satang)
	Divided as follows;		
	Ordinary shares	1,430,088,169 Shares	(One Thousand Four Hundred Thirty Million Eighty-Eight Thousand One Hundred and Sixty-Nine 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 179,926,382.75 from

Baht 357,522,042.25 to Baht 537,448,425.- by issuing 719,705,531 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 reserve for the conversion of the convertible debentures 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 537,448,425	(Five Hundred Thirty- Seven Million Four Hundred Forty-Eight Thousand Four Hundred Twenty-Five Baht)
Divided into	2,149,793,700 shares	(Two Thousand One Hundred Forty-Nine Million Seven Hundred Ninety-Three Thousand Seven Hundred Shares)
Par value of	Baht 0.25	(Twenty-Five Satang)
Divided as follows;		
Ordinary shares	2,149,793,700 Shares	(Two Thousand One Hundred Forty-Nine Million Seven Hundred Ninety-Three Thousand Seven Hundred 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 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 719,705,531 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 719,705,531 newly issued ordinary shares with par value of Baht 0.25 per share, which details are as follows:

1. The amount not exceeding 238,998,732 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 119,499,366 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 361,207,433 shares or equal to 30.23% of the current paid-up capital of the Company to be reserved for the conversion of the convertible debentures issued and offered to specific investors, Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") as approved from the

Extraordinary General Meeting of Shareholders No. 1/2021, held on June 15, 2021, which the convertible debentures Baht 100,000,000 has been offered, the remaining convertible debentures Baht 200,000,000 have not yet been issued and offered. AO Fund and AO Fund 1 are 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 not less than 7 consecutive trading days but not exceeding 15 consecutive trading 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 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 : 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. 2/2021 on November 4, 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 6.5), 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 6.4) 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. 2/2021 by Electronic Means via Inventech Connect (Attached 5). The electronic registration will be available from November 15, 2021 at 8.30 a.m. and will be closed on November 19, 2021 at 5.30 p.m.

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to read 'Athawut Taechaubol', written over a faint, light blue circular stamp.

(Mr. Athawut Taechaubol)

Joint-Chief Executive Officer