

(Translation)

Minutes of the 2024 Annual General Meeting of Shareholders
JCK Hospitality Public Company Limited

Time and Place

The Meeting was held on April 11, 2024 at 14.00 hours through electronic means (“E-AGM”) according to the Emergency Decree on Electronic Conferencing B.E. 2020, including other laws and regulations related by broadcast from the meeting room on the 2nd floor of TFD Building, located at 18 Soi Sathorn 11, Yeak 9, Yannawa Subdistrict, Sathorn District, Bangkok.

Preliminary

Mr. Wimon Detchkul, the Company Secretary acting as a meeting moderator, welcoming shareholders, proxies and attendees who are attending the 2024 Annual General Meeting of Shareholders through electronic means (“E-AGM”).

Subsequently, the Company Secretary introduced the Board of Directors, the executives and associate attendees as follows;

Board members who attended the Meeting in the meeting room, totaling 5 members;

- | | | |
|-------------------|-----------------|---|
| 1. Dr. Apichai | Taechaubol | Chairman and Executive Chairman |
| 2. Mr. Gumpol | Tiyarat | Independent Director, Vice Chairman and
Audit Committee Chairman |
| 3. Mr. Tawil | Praisont | Independent Director and Audit Committee Member |
| 4. Dr. Varnadharm | Kanchanasuvarna | Independent Director and Audit Committee Member |
| 5. Mrs. Rachanee | Siwawej | Director and Executive Committee Member |

Board members who attended the Meeting through electronic means, totaling 1 member;

- | | | |
|----------------|------------|---|
| 1. Mr. Athawut | Taechaubol | Director, Executive Committee Member and
Chief Executive Officer |
|----------------|------------|---|

The proportion of directors who attended the Meeting was 100% of total 6 directors.

Associate attendees, namely;

The Company’s auditors from Karin Audit Company Limited, the legal advisor from Far East Law Office (Thailand) Company Limited, the financial advisor from FIS Capital Company Limited and the internal auditors from Dharmniti Internal Audit Company Limited.

The Company Secretary reported to the Meeting on the promotion of good corporate governance practice and the equitable and fair treatment to all shareholders as follows:

The Company had offered the right to shareholders to propose, to the 2024 Annual General Meeting of Shareholders, any agenda and qualified candidate for directorship. Besides, it had sent out a request for advance question that shareholders would need for clarification at the 2024 Annual General Meeting of Shareholders in an attempt to promote good corporate governance practice and for the purpose of an equitable and fair treatment to all shareholders with criteria and procedure as announced on the Company's website since November 15, 2023. The shareholders may fill in the document "Form to Propose Agenda to the 2024 Annual General Meeting of Shareholders", and send back the original documents to the Company via e-mail or facsimile together with other supporting documents as required by the Company within December 31, 2023. Apparently, there was no shareholders exercised such right.

The Company is concerned the health of all shareholders who will attend the meeting including those who greatly participated in organizing the meeting. Therefore, to prevent and reduce risks, the Company has organized the 2024 Annual General Meeting of Shareholders through electronic means in accordance with the Emergency Decree on Electronic Meeting. This is in accordance with the announcement of the Ministry of Digital Economy and Society regarding security standards for meetings via electronic media B.E. 2020 as well as being certified for the meeting control system by the Electronic Transactions Development Agency (ETDA), including the criteria specified in the law related to electronic conferencing.

A quorum for the Annual General Meeting of Shareholders shall be formed by at least 25 shareholders or not less than haft of the total number of shareholders attending the Meeting either in person or by proxy holding an aggregate number of shares of no less than 1/3 (one-third) of the total number of shares distributed. Currently, the Company has received some amount by proxies from shareholders and satisfied the requirement by law and regulation to constitute a quorum to convene the Annual General Meeting of Shareholders.

The Company Secretary reported to the Meeting on the procedures for voting and answering questions in the meeting room.

Procedures for voting by attendees in person and the proxies

In this Annual General Meeting of Shareholders, voting one share is equal to one vote. Therefore, the number of votes each shareholder has will correspond to the number of shares they hold or represent by proxy. Shareholders can only vote agree, against, or abstain. Any shareholder with a special interest in any agenda item does not have the right to vote on that particular agenda item.

During the voting process, the Meeting Conductor will inquire for every agenda item whether there are any objections or abstentions. If none are raised, the meeting will conclude that the proposal has been unanimously approved. However, if any shareholder wishes to object or abstain from voting, only those

shareholders who wish to object or abstain shall voting in the system. For those who do not object or abstain from voting, the Company will assume that they approve the proposal.

For shareholders who gave proxies to others to attend and represent the form of voting in the meeting according to the wishes of the shareholders, the Company has scored agree, disagree or abstain according to the shareholders' wishes, collectively recorded in the registration for voting according to each agenda. The proxy shall not vote in the system

For vote counting, the Company will deduct the disagree votes and abstentions from the total number of votes. The remaining votes will be considered as affirmative votes.

Voting Methods

For voting, shareholders shall select agenda to vote, then press the "Vote" button and the system will show the 3 voting statuses Agree, Disagree and Abstain.

For shareholders or many proxies, the system will display all names of proxies and voting separately for each user account.

If the shareholder wants to cancel the latest vote, press "Cancel the latest vote" button. For any shareholder who does not vote within the specified time, the Company will assume that the shareholder agrees with the agenda. Additionally, shareholders can amend their votes until that agenda is closed for voting.

In the event that the proxy received proxies from many shareholders, select "User Icon" and click on the "Switch Account" button to access other accounts. The system will not remove votes from the meeting. If a shareholder wishes to leave the meeting before the voting for any agenda is closed, their vote will not be counted towards the quorum for that agenda, and their vote will not be immediately counted for any remaining agenda. However, leaving the meeting and not being counted towards the quorum for any agenda will not disqualify the shareholder's rights or proxies to return to the meeting and vote on the next agenda in the system.

Shareholders have 1 minute after being notified of opening of voting for each agenda item to vote, and when voting results in each agenda have been closed, the results of that agenda will be announced to the Meeting.

Sending and answering questions in the meeting room

If the shareholders have questions or comments on any agenda, the shareholders can ask questions by selecting the agenda the shareholders want to inquire about, then press the symbol "Question" and type the question. Then press the symbol "Send Question" to confirm the sending of such message to the

Company. Shareholders should inform name, surname and status of shareholders, such as attending in person or by proxy before asking questions every time in order to be recorded in the Minutes of the Meeting accurately and completely.

The Company reserves the right to consider selecting questions as appropriate and in the event that there are any questions that cannot be answered during the Meeting due to time constraints, the Company will consider collecting questions, answering questions and disclosing in the Minutes of the Meeting or through the Company's website.

The Company Secretary informed to the Meeting that there were 31 shareholders attended the Meeting themselves and by proxies at the start of the meeting, totaling 4,848,256,878 shares or equivalent to 63.708 percent of 7,610,120,537 shares totaling sold, which duly formed a quorum as stated in the Articles of Association.

The Company Secretary invited the Chairman, Dr. Apichai Taechaubol presided as Chairman of the Meeting, announced the Meeting.

Therefore, the Chairman of the Meeting announced the Meeting opened and assigned the Company Secretary to conduct the Meeting according to the Meeting agenda as follows:

Agenda 1: To adopt the Minutes of the 2023 Annual General Meeting of Shareholders

The Company Secretary proposed the 2023 Annual General Meeting of Shareholders held on April 25, 2023 for the Meeting to adopt.

This agenda must be approved by simple majority of the total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter and deemed that the Minutes of the 2023 Annual General Meeting of Shareholders were correct, therefore the Meeting resolved with unanimously votes, adopted the 2023 Annual General Meeting of Shareholders held on April 25, 2023 with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the start of the Meeting, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 2: To acknowledge the report of the Company's operating results in year 2023.

The Company Secretary reported the Company's operating results in year 2023 which appeared in the 2023 Annual Report (Form 56-1 One Report) in QR Code, Attachment 2, sent to shareholders along with the meeting invitation letter to the shareholders for acknowledgement which can be summarized as quoted below:

Items	Separate financial statement		Change		Consolidated financial statement Y 2023
	Y 2023	Y 2022	Increase (Decrease)	% change	
(unit: Baht Million)					
<u>Statement of financial position</u>					
Current assets	47.51	221.48	(173.97)	(78.55)	39.36
Non-current assets	1,277.07	699.14	577.93	86.66	1,459.26
Total assets	1,324.58	920.62	403.96	43.88	1,498.62
Current liabilities	769.76	647.58	122.18	18.87	809.92
Non-current liabilities	137.31	232.99	(95.68)	(41.06)	228.52
Total liabilities	907.07	880.57	26.50	3.01	1,038.44
Total shareholders' equity	417.51	40.06	377.45	942.20	460.18
Debt to Equity Ratio (times)	2.17	21.98	(19.81)	(90.12)	2.26
<u>Statement of Comprehensive income</u>					
Revenues from sales	258.13	512.05	(253.92)	(49.59)	258.13
Total revenues	370.41	547.07	(176.66)	(32.29)	397.60
Cost of goods sold	144.41	258.57	(114.16)	(44.15)	144.41
Selling and Administrative expenses	322.36	472.98	(150.62)	(31.84)	326.98
Gain (Loss)	(125.00)	(214.66)	(89.66)	(41.77)	(108.86)
Gross profit margin	44.06%	49.50%	(0.05)	(10.99)	44.06%
Net profit margin	(33.75%)	(39.24%)	(0.05)	(13.99)	(27.38%)

In 2023, despite the COVID-19 epidemic situation around the world is becoming better and people are returning to travelling and living their lives as usual before, however Thailand still faces other challenges both from the fluctuating in the world economic situation, the protracted war situation abroad and the rising in cost of living including the people's awareness of technological changes and new innovations which have influence in the society and business operations. All these factors have greater impact on the lifestyle and consumers' behavior.

From those factors above, for 2023 the Company has changed its business strategy for stability and diversify risks to other businesses rather than its main food business. The Company has successfully invested in and transferred the ownership of the land and office buildings in the center of Bangkok to be used as the Company's office which will result in decrease in the space rental expenses and also increase consistent income from the remaining rental area immediately, thus increases the financial stability and is an asset that creates value added for the Company in the long term. Moreover, there is an opportunity for the development of new buildings in addition to the adjacent vacant land in the future.

For the main business of the Company, the restaurants, although the overall consumption situation in the country has benefited from the tourism sector which has recovered very fast in line with the government sector's supportive policies. The Company still need to manage its business cautiously to compete with the rising in raw material costs and the purchasing power of the fragile groups of customers in the country. In addition, the highly increase in competition in the restaurant market, all these factors have caused the Company to continuously change its service branch management policy by changing brands in branches that were unable to meet the needs of the consumer market and closing down branches where the costs were uncontrollable.

However, the Company is still well aware of the selection of consumers who require quality, safe and hygienic products and services as the main factors. Therefore, the Company places importance on and continuously invests in developing new products and service style to respond the requirements in line with the rapid changes in consumer behaviors. The Company sets the targets to improve service branches to be modern and easier to reach their customers under various brands that can cover all customer groups at all level and be able to manage all service costs more efficiently.

As for the business plan for the year 2024, the Company will focus the branch expansions on the Company's new brand, namely "SHABU TOMO" which is a Japanese premium styles shabu restaurants served in individual pots and the newest brand "Ai Huo Guo" to respond the trend of Mala shabu restaurants in a premium style, serving the happiness over the

conveyor belt. The Company expects that these new brands will be the significant keys to sustainably turning around the Company's operation performance in the near future.

The Company Secretary informed to the meeting of shareholders that Mr. Suwit Chanamporn, proxy from Thai Investors Association, would like to inquire as follows:

1. How will the Company have any strategies and business plan that will bring the Company back to profit? In 2020, the Company had restaurants 82 branches, decreasing to 16 branches at the end of 2023. Revenue has continued to decline and there has always been a loss.
2. At the end of 2023, the Company had accumulated losses of Baht 1,411 Million. How will the Company plan its finances to enhance the Company's liquidity in order to be able to operate continuously?
3. Is there a chance that the Company will breach the terms of the loan contract because it is unable to maintain the financial ratios according to the loan contract?
4. How can the Company manage the costs to reduce?

Mr. Nirun Chamroonrat, the Company's financial advisor, answered the questions as follows:

1. The Company currently has a business plan to close down all branches that cannot make any profit. This is the reason that the Company's branches continue decreasing. However, the Company has also developed new brands to replace the existing brands that are unable to meet the needs of consumers.
2. Recently, the Company has considered the matter of diversifying risks in other business operations. In 2023, the Company began to diversify risks by investing in a new business, the office building business. So that the Company has more stable income from rental income in order to be used to increase the Company's liquidity.
3. The Company can fully comply with the conditions of the loan agreement with the financial institution without any reason for defaulting on any contracts.
4. The Company has closed down branches that are not profitable and in terms of costs which is the main cost: food and rental costs. The Company is in a constant negotiation with the lessor regarding the change of business model to be able to control the rental.

Resolved: The Meeting acknowledged the Annual Report of the Board of Directors and the 2023 operating results of the Company.

Agenda 3: To consider and approve the Financial Statement for the fiscal year ended December 31, 2023.

The Company Secretary proposed the Financial Statements, for the Meeting to consider and approve, which comprise of the statement of financial position, the statement of

comprehensive income, the statement of changes in shareholders' equity and the cash flow statement for the fiscal year ended December 31, 2023 which have been audited and certified true and correct by the auditor, and also have been reviewed by the Audit Committee. The results are presented in the 2023 Annual Report (Form 56-1 One Report).

This agenda must be approved by simple majority of the total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter, resolved by simple majority of the total number of votes of the shareholders present at the meeting and vote, approved the statement of financial position, the statement of comprehensive income, the statement of changes in shareholders' equity and the cash flow statement for the fiscal year ended December 31, 2023 with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,778	99.9999
2. Disapprove	100	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 4: To consider and approve the allocation of the 2023's net profit, and the omission of dividend payment.

The Company Secretary proposed to the Meeting of Shareholders to consider and approve the allocation of the 2023's net profit, and the omission of dividend payment.

The Company Secretary informed to the Meeting that according to Clause 45 of the Company's Articles of Association, the Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach no less than 10 percent of its registered capital. In addition, Public Limited Companies Act, B.E. 1992 also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to the approval of the

Shareholders' Meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the Shareholders' Meeting at a subsequent meeting.

The Company has the policy to pay dividend not less than 40 percent of net profit after deducting of income tax and legal reserves, of which the dividend payment in each year will depend on the investment plan, liquidity, necessity and other suitability in the future. In addition, the resolution of the Board of Directors that approve to pay dividend must be submitted for approval of the shareholders' meeting, except for the interim dividend payment which the Board of Directors is authorized to approve, which have to report to the shareholders' meeting to acknowledge at a subsequent meeting. (Details of Dividend payments of the past year appeared on page 3 of the Invitation Letter (English Version) which have already been delivered to the shareholders).

According to the Company's accumulated loss at the end of 2023, the Board of Directors deemed that the Meeting is appropriate to approve the omission of dividend payment and legal reserve.

This agenda must be approved by simple majority of the total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes, approved the omission of dividend payment and legal reserve with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

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

The Company Secretary proposed to the Meeting of Shareholders to consider and approve the election of the directors in replacement of those retired by rotation.

The Company Secretary informed to the Meeting that according to Clause 17 of the Company's Articles of Association, one-third of the directors shall be retired by rotation at

the Annual General Meeting of Shareholders. The Articles of Association require the approval by majority vote, and the Company will propose each person for shareholders to consider and elect. The directors who had been in the office for the longest period shall be retired and be eligible for re-appointment by the shareholders.

In this year, the directors who had been in the office for the longest period and shall be retired by rotation are as follow:

1. Dr. Varnadharm Kanchanasuvarna Director, Independent Director and Audit Committee Member
2. Mrs. Rachanee Siwawej Director and Executive Committee Member

The nomination method of directors of the Company was not considered by the Nomination Committee, because at present the Company has still not appointed such committee yet. However, the directors which exclude the directors who have the related benefits, have considered the matter and deemed that the 2 directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 1992, and terms and conditions of Company executives issued by the Securities and Exchange Commission. In addition, they are competent, have experiences that benefit the Company's business, have visionary and worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting. The details of their biographies and achievements are pursuant to the Invitation Letter (English version) which have already been delivered to the shareholder also in Attachment 3 (page 37-38).

For the persons to be nominated to be an independent director, the committee has considered that such persons have the qualifications according to the law that the requirements regarding independent directors.

This agenda must be approved by simple majority of the total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes, re-elected 2 directors, Dr. Varnadharm Kanchanasuvarna and Mrs. Rachanee Siwawej who were retired by rotation as directors, for another term.

Whereas the Meeting had elected each individual person, with the following votes:

1. The Meeting resolved with unanimously votes, re-elected Dr. Varnadharm Kanchanasuvarna as Director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

2. The Meeting resolved with unanimously votes, re-elected Mrs. Rachanee Siwawej as Director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 6: To determine directors' remuneration.

The Company Secretary proposed to the Meeting of Shareholders to consider and approve the determination of directors' remuneration.

The Company Secretary informed to the Meeting that referred to the Company's Articles of Association No. 30, directors shall be entitled to the remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms which pursuant to the Company's Articles of Association or the approval from the shareholders' meeting.

The determination of directors' remuneration has not been considered by Remuneration Committee, because the Company still not appointed such committee yet, however the determination of directors' remuneration have been carefully considered by the Board of Directors which taking into consideration of their suitability with the scopes of work and duties as well as reasonability comparing with businesses in same industry which have the similar size, and to attract and keep qualified directors as required, in which the details of the remuneration payment of each directors as appeared in Annual Report 2023 (Form 56-1 One Report) page 101 – 102 (Thai Version).

The Board of Directors therefore deems appropriate to propose the Annual General Meeting of Shareholders to determine the 2024 remuneration for the directors of remaining the same amount of Baht 3,500,000.- per year, and authorize the Board of Directors to allocate and distribute such remuneration to each director.

This agenda must be approved by not less than two-thirds of the total number of votes of the shareholders presented at the Meeting, pursuant to Section 90 of the Public Limited Company Act B.E. 1992.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes, approved the directors' remunerations for the year 2024 remain the same amount of Baht 3,500,000.- per year whereby the Board of Directors has authorized to allocate the remuneration to each director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

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

The Company Secretary proposed to the Meeting of Shareholders to consider and approve the appointment of the auditors and determination of the auditor's fees.

The Company Secretary informed to the Meeting that to comply with the Public Limited Company Act, B.E. 1992 requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the auditor's fee every year. According to the regulation of The Securities and Exchange Commission (SEC) about the rotation of the auditor in accordance with international standard, the listed companies have to change its auditor every 7 years, and have to space the same auditor for 5 years, in order to promote independence and building trust to investors. The Board of Directors has considered and agreed with an opinion of the Audit Committee to be considered on independent, experience, and ability of the auditor then deems appropriate to propose to the Annual General Meeting of Shareholders to appoint the auditor from Karin Audit Company Limited as an auditor of the Company and its subsidiary for the year 2024, where either of the

following auditors shall audit and express opinions to the Company and its subsidiaries' financial statements, and in the event those auditors are unable to perform their duties, Karin Audit Company Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company and its subsidiaries' financial statements in their place.

1. Ms. Kannika Wipanurat CPA No. 7305 and/or
(Being the Company's auditor since 2022, for a total of 3 years)
2. Mr. Jirote Sirirrote CPA No. 5113 and/or
(Being the Company's auditor since 2022, for a total of 3 year)
3. Ms. Nonglak Pattanabandith CPA No. 4713 and/or
(Being the Company's auditor since 2022, for a total of 3 years)
4. Mrs. Sumana Senivongse CPA No. 5897 and/or
(Being the Company's auditor since 2022, for a total of 3 years)
5. Mr. Komin Linphrachaya CPA No. 3675 and/or
(Being the Company's auditor since 2022, for a total of 3 years)
6. Ms. Kojchamon Sunhuan CPA No. 11536 and/or
(Being the Company's auditor since 2022, for a total of 3 years)
7. Mr. Jesada Hangsapruerk CPA No. 3759 and/or
(Being the Company's auditor since 2023, for a total of 2 years)
8. Mr. Woraphon Viriyakulpong CPA No. 11181 and/or
(Being the Company's auditor since 2023, for a total of 2 years)
9. Mr. Poj Asawasantichai CPA No. 4891 and/or
(Being the Company's auditor since 2023, for a total of 2 years)
10. Mr. Wichien Prungpanich CPA No. 5851 and/or
(Being the Company's auditor since 2023, for a total of 2 years)
11. Mr. Supoj Mahantachaisakul CPA No. 12794 and/or
(Being the Company's auditor since 2023, for a total of 2 years)
12. Ms. Kanwarat Saksriborworn CPA No. 13273 and/or
(Being the Company's auditor since 2023, for a total of 2 years)
13. Ms. Bongkotrat Sarumsiri CPA No. 13512 and/or
(Being the Company's auditor since 2023, for a total of 2 years)
14. Mr. Thanatit Raksathien CPA No. 13646
(Being the Company's auditor since 2023, for a total of 2 years)

The auditor proposed the 2024 auditor's fee of the Company in the total amount of Baht 1,630,000.- per year, which increased Baht 110,000.- from the 2023 auditor's fee of the Company, which was Baht 1,520,000.- per year.

In addition, Karin Audit Company Limited is also proposed to be the auditor of a subsidiary of the Company, namely CPT Hotels and Resorts Company Limited. The 2024 auditor's fee of the Company and its subsidiary is totaling Baht 1,870,000.- per year.

Karin Audit Company Limited, is known for its auditing experiences of various listed companies, its reliability, creditability, and adequate personnel to support the work efficiently to comply with generally accepted accounting standard, have good performance and understanding of our business. This will make the auditing standards of the Company and its subsidiaries to be at the international level including the proposed audit fees to be at an appropriate price level. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company or its subsidiaries. Nor does it have any interest with the Company, its subsidiaries, executives or major shareholders or those related thereto in any manner, either.

This agenda must be approved by simple approved by majority of the total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes, appointed Ms. Kannika Wipanurat CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 and/or Ms. Nonglak Pattanabandith CPA No. 4713 and/or Mrs. Sumana Senivongse CPA No. 5897 and/or Mr. Komin Linphrachaya CPA No. 3675 and/or Ms. Kojchamon Sunhuan CPA No. 11536 and/or Mr. Jesada Hangsapruuek CPA No. 3759 and/or Mr. Woraphon Viriyakulpong CPA No. 11181 and/or Mr. Poj Asawasantichai CPA No. 4891 and/or Mr. Wichien Prungpanich CPA No. 5851 and/or Mr. Supoj Mahantachaisakul CPA No. 12794 and/or Ms. Kanwarat Saksriborworn CPA No. 13273 and/or Ms. Bongkotrat Sarumsiri CPA No. 13512 and/or Mr. Thanatit Raksathien CPA No. 13646 from Karin Audit Company Limited as the auditors of the Company and its subsidiaries in Year 2024 with the total audit fee of Baht 1,870,000.- per year. with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 8: To amend Clause 8. of the Company’s Articles of Association.

The Company Secretary proposed to the Meeting of Shareholders to consider and approve the amendment of Clause 8. of the Company’s Articles of Association.

To comply Clause 8. of the Company’s Articles of Association with the Ministerial Regulation Prescribing Rules and Procedures for the Repurchase of Shares, Disposal of Repurchased Shares and Deduction of Repurchased Shares of Companies No.2, B.E. 2565, Section 3, which stipulates that.

“The Company’s share repurchase in each scheme shall be approved by the shareholders’ meeting, except that the repurchase of such shares does not exceed 10 percent of the total shares sold. The Company may specify in the Company’s Articles of Association that the Board of Directors has the authority to approve the repurchase of such shares.

In the case that the number of shares repurchased by the Company exceeds 10 percent of the total shares sold, the Company shall repurchase shares within one year from the date of receiving approval from the shareholders’ meeting.

The provisions of paragraph one shall apply mutatis mutandis to the amendment or cancellation of the Company’s share repurchase.”

The Board of Directors’ meeting resolved to approve to propose to the Meeting of Shareholders to consider and approve the amendment of Clause 8. of the Company’s Articles of Association in order to be in line with the said ministerial regulations. The details are as follows:

From Previous	Amendment to
Clause 8. The Company must not own its own shares or take them in pledge except in any of the following cases: (1) The Company may repurchase shares from the shareholders who vote against the resolution of the shareholders’ meeting for the amendment of the Company’s Articles of Association in the matters related to the right to vote and the right to receive dividends which are considered by such shareholders to be unfair to them (2) The Company may repurchase shares for the purpose of financial management when the Company has accumulated profits and surplus liquidity and such	Clause 8. The Company must not own its own shares or take them in pledge except in any of the following cases: (1) The Company may repurchase shares from the shareholders who vote against the resolution of the shareholders’ meeting for the amendment of the Company’s Articles of Association in the matters related to the right to vote and the right to receive dividends which are considered by such shareholders to be unfair to them (2) The Company may repurchase shares for the purpose of financial management when the Company has accumulated profits and surplus liquidity and such

From Previous	Amendment to
<p>repurchase does not cause any financial difficulty toward the Company.</p> <p>Therefore, shares held by the Company shall not be counted towards constituting a quorum for the shareholders' meeting and shall carry no voting right as well as no right to receive dividends.</p> <p>The Company shall dispose of the repurchased shares as mentioned in the preceding paragraph within the time prescribed in the share repurchase scheme specified by the Company. In the event that the Company is unable to complete the disposition of all repurchased shares within the prescribed time, the Company shall reduce the paid-up capital by writing off the portion of unsold registered shares.</p> <p>The repurchase of shares, disposition and deduction of the repurchased shares including determining the amount, offering price to repurchase shares or dispose repurchased shares or any other cases related to such share repurchase shall be in accordance with the criteria and methods specified in the Ministerial Regulations. In the event where the Company's shares are listed on the Stock Exchange of Thailand, the Company shall also comply with the regulations, notifications, orders or requirements of the Stock Exchange of Thailand.</p> <p>The share repurchases not exceeding ten (10) percent of the Company's paid-up capital is under the authority of the Board of Directors to consider and approve. Therefore, in the event that the amount of repurchased shares exceeds ten (10) percent of the Company's paid-up capital, the Company shall obtain approval from the shareholders' meeting with simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote and the Company shall repurchase within one (1) year from the date received the resolution from shareholders' meeting.</p>	<p>repurchase does not cause any financial difficulty toward the Company.</p> <p>Therefore, shares held by the Company shall not be counted towards constituting a quorum for the shareholders' meeting and shall carry no voting right as well as no right to receive dividends.</p> <p>The Company shall dispose of the repurchased shares as mentioned in the preceding paragraph within the time prescribed in the share repurchase scheme specified by the Company. In the event that the Company is unable to complete the disposition of all repurchased shares within the prescribed time, the Company shall reduce the paid-up capital by writing off the portion of unsold registered shares.</p> <p>The repurchase of shares, disposition and deduction of the repurchased shares including determining the amount, offering price to repurchase shares or dispose repurchased shares or any other cases related to such share repurchase shall be in accordance with the criteria and methods specified in the Ministerial Regulations. In the event where the Company's shares are listed on the Stock Exchange of Thailand, the Company shall also comply with the regulations, notifications, orders or requirements of the Stock Exchange of Thailand.</p> <p><u>The share repurchase of the Company shall obtain approval from the shareholders' meeting, except such share repurchase not exceeding ten (10) percent of the Company's total shares sold shall be under the authority of the Board of Directors to consider and approve such share repurchase. Therefore, in the event that the amount of repurchased shares exceeds ten (10) percent of the Company's total shares sold, the Company shall obtain approval from the shareholders' meeting and the Company shall repurchase within one</u></p>

From Previous	Amendment to
	<u>(1) year from the date received the resolution from shareholders' meeting.</u>

Including approval of delegation of authority to Chief Executive Officer and/or the persons designated by the Chief Executive Officer as the authorized person to perform any procedure to file the registration of the amendment of the Company's Articles of Association including editing and/or changing sentences in order to comply with the orders of the registrar as necessary and appropriate which has no any effect on the content of the amendment to the Company's Articles of Association to complete the registration.

This agenda must be approved by simple majority of the total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes, approved to amend the last paragraph of Clause 8. of the Company's Articles of Association to comply with the Ministerial Regulation Prescribing Rules and Procedures for the Repurchase of Shares, Disposal of Repurchased Shares and Deduction of Repurchased Shares of Companies No.2, B.E. 2565, Section 3.

From Previous

The share repurchases not exceeding ten (10) percent of the Company's paid-up capital is under the authority of the Board of Directors to consider and approve. Therefore, in the event that the amount of repurchased shares exceeds ten (10) percent of the Company's paid-up capital, the Company shall obtain approval from the shareholders' meeting with simple majority of total number of votes of the shareholders present at the meeting and are eligible to vote and the Company shall repurchase within one (1) year from the date received the resolution from shareholders' meeting.

Amendment to

The share repurchase of the Company shall obtain approval from the shareholders' meeting, except such share repurchase not exceeding ten (10) percent of the Company's total shares sold shall be under the authority of the Board of Directors to consider and approve such share repurchase. Therefore, in the event that the amount of repurchased shares exceeds ten (10) percent of the Company's total shares sold, the Company shall obtain approval from the shareholders' meeting and the Company shall repurchase within one (1) year from the date received the resolution from shareholders' meeting.

including approval of authorization according to the details as proposed with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 9: To consider and approve to decrease the registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

The Company Secretary proposed to the Meeting of Shareholders to decrease the registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

The Company has to complete the decrease of the registered capital of the Company and amendment of 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.

The Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider to decrease of the Company's registered capital by Baht 2,541,496,792.50 from the existing registered capital of Baht 5,764,102,033.50 to the new registered capital of Baht 3,222,605,241.00 by canceling 10,165,987,170 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 (Right Offering) under specifying the purpose of utilizing proceeds that have not yet been sold according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 on March 8, 2023, a total of 9,880,418,619 shares and the issuance of shares reserved for the conversion of the Convertible Debentures Set 2 (CD Set 2), a total of 285,568,551 shares (except for shares reserved for the exercise of warrants to purchase ordinary shares of JCK Hospitality Public Company Limited No. 1 (JCKH-W1), shares reserved for the exercise

of warrants to purchase ordinary shares of JCK Hospitality Public Company Limited No. 2 (JCKH-W2) and shares reserved for the conversion of the Convertible Debentures Set 1 (CD Set 1).

In addition, the Company is 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 follows:

“Clause 4. Registered capital amount	3,222,605,241.00 Baht	(Three billion two hundred twenty-two million, six hundred five thousand and two hundred forty-one Baht)
divided into	12,890,420,964 shares	(Twelve billion eight hundred ninety million, four hundred twenty thousand and nine hundred sixty-four shares)
Par value	0.25 Baht	(Twenty-five Satang)
separated into :		
Common stock	12,890,420,964 shares	(Twelve billion eight hundred ninety million, four hundred twenty thousand and nine hundred sixty-four shares)
Preferred stock	- share	(- share)”

Including approving the delegation of authority to the Chief Executive Officer and/or the persons designated by the Chief Executive Officer as the authorized person to determine the conditions and details of the relevant procedures regarding the capital decrease. As well as, to change words or phrases of the minutes of the shareholders' meeting, the Company's Memorandum of Association, and/or any application and/or any proceeding to comply with the orders of the registrar in order to file the registration of decreased of capital and amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

This agenda must be approved by 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 41. of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes, approved to decrease the registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital and approved relevant authorization as the above details with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and eligible to vote
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 10: To consider and approve to increase the 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.

The Company Secretary proposed to the Meeting of Shareholders to increase the 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.

The Company has the necessities to raise funds for using as funds to pay creditors for the purchase of land assets and office buildings from related companies, namely JC Kevin Development Company Limited, in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023, for the working capital, repay debt, reserve for the current branches improvement and expand new branches, as well as reserve funds to support the investment expansion in the future. Therefore, the Company has to increase registered capital of the Company and amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

The Board of Directors deemed appropriate that the Meeting of Shareholders should consider and approve to increase registered capital of the Company by Baht 1,034,766,136.75 from the existing registered capital of Baht 3,222,605,241.00 to the new registered capital of Baht 4,257,371,377.75 by issuing 4,139,064,547 newly ordinary shares with a par value of Baht 0.25 per share and approve to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital as follows:

“Clause 4. Registered capital amount	4,257,371,377.75 Baht	(Four billion two hundred fifty-seven million, three hundred seventy-one thousand, three hundred seventy-seven and seventy-five Satang)
divided into	17,029,485,511 shares	(Seventeen billion, twenty-nine million, four hundred eighty-five thousand and five hundred eleven shares)
Par value	0.25 Baht	(Twenty-Five Satang)
separated into :		
Common stock	17,029,485,511 shares	(Seventeen billion, twenty-nine million, four hundred eighty-five thousand and five hundred eleven shares)
Preferred share	- shares	(- shares)”

Including approving the delegation of authority to the Chief Executive Officer and/or the persons designated by the Chief Executive Officer as the authorized person to determine the conditions and details of the relevant procedures regarding the capital increase. As well as, to change words or phrases of the minutes of the shareholders' meeting, the Company's Memorandum of Association, and/or any application and/or any proceeding to comply with the orders of the registrar in order to file the registration of increased of capital and amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

This agenda must be approved by 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.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes, approved to increase the 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 and approved relevant authorization to the above details with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and eligible to vote
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 11: To consider and approve the allocation of newly issued ordinary shares for offering to specific persons (Private Placement) under specifying the purpose of utilizing proceeds.

The Company Secretary proposed to the Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares for offering to specific persons (Private Placement) under specifying the purpose of utilizing proceeds.

The Company Secretary reported to the Meeting that to comply with the law, the Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares, which the amount does not exceed 1,674,226,518 shares, with a par value of Baht 0.25 per share, for offering to specific persons (Private Placement) at one time or several times under specifying the purpose of utilizing proceeds to 6 investors who are not the connected persons of the Company, the offering price is at Baht 0.04 per share, total value Baht 66,969,060.72, as follows:

	Amount (Shares)	The Offering Price (Baht per Share)	Amount (Baht)
1. Mrs. Porntipa Ngamaroonkorn	370,226,518	0.04	14,809,060.72
2. Ms. Zanelle Lim Jinn Tonn	370,000,000	0.04	14,800,000.00
3. Mr. Phattharadat Phunkoet	334,000,000	0.04	13,360,000.00
4. Ms. Saranratch Samandakarawattana	200,000,000	0.04	8,000,000.00
5. Mrs. Chitmanutsanun Jeakajorn	200,000,000	0.04	8,000,000.00
6. Mr. Primon Chiaokok	200,000,000	0.04	8,000,000.00
Total	1,674,226,518		66,969,060.72

Any six of them are referred to as the "Investors" who are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions (and additional amendments) and the

Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (and additional amendments) (“the Notification of the Connected Transactions”). Whereas, the offering price of newly issued ordinary shares has been clearly specified at Baht 0.04 per share, total value Baht 66,969,060.72, which does not qualify as offering of issued shares at a price lower than 90 percent of the market price according to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2015 Re: Approval for Offering of Newly Issued Shares by Listed Company to Specific Investors, dated October 28, 2015 (including additional amendments) (“the Notification TorChor. 72/2015”). The market price is calculated from the weighted average price of the Company's shares on the Market for Alternative Investment (“MAI”) over the past 15 consecutive business days before the date that the Company's Board of Directors has resolved to propose an agenda to the Company's shareholders’ meeting to request approval for such offering of ordinary shares which is between February 7 - 28, 2024, with a price equal to Baht 0.04 per share (information from SETSMART).

Therefore, such offering price of newly issued ordinary shares is lower than the Company’s par value as the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2023. The Company shall be able to determine such 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 1992 (including additional amendments) (as stipulated in Section 52 of the Public Limited Companies Act 1992, 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).

Moreover, the Board of Directors’ meeting resolved to propose to the shareholders’ meeting to consider and approve the authorization to the Board of Directors and/or Chief Executive Officer and/or the person who is authorized by the Board of Directors and/or Chief Executive Officer as the authorized person to take any action regarding the issuance, offering, allocation, and subscription of such newly ordinary shares (under the framework of relevant rules) including the following actions:

- (1) To determine and/or amend other details as necessary and relevant to such allotment of the newly issued ordinary shares of the Company as appropriate and not contradictory to or inconsistent with the related notifications, regulations or relevant laws, and to determine and change the date of share subscription and the

date of share offering, and share payment. The share allotment and subscription period may be determined in one time or several times.

- (2) 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 such offering of newly issued ordinary shares of the Company, including but not limited to the newly issued ordinary share subscription agreement, the relevant registration with the Ministry of Commerce, the contacting and filing of such 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 Stock Exchange of Thailand.
- (3) To perform any necessary and relevant actions in order to complete such offering of newly issued ordinary shares of the Company including seeking specific persons (Private Placement), and the appointment and designation of other suitable person to be sub-authorized to perform all aforementioned actions.
- (4) To register the capital increase and amend the memorandum of association at the Department of Business Development, Ministry of Commerce, and has the authority to take any necessary actions to comply with the registrar's orders to complete the registration process.

As stipulated in the Notification TorChor. 72/2015, the Company shall complete the offering of its newly issued ordinary shares within the period as approved by the shareholders' meeting, but not more than 3 months from the date on which the shareholders' meeting passes the resolution approving the offering of newly issued ordinary shares, or the Company shall complete the offering of such newly issued ordinary 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.

This agenda must be approved by not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Section 136 and Section 137 of the Public Limited Companies Act, 1992.

Resolved: The Meeting, having considered the matter, resolved by not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote, approved the allocation of newly issued ordinary shares, the amount does not exceed 1,674,226,518 shares with a par value of Baht 0.25 per share for offering to specific persons (Private Placement) at one time or several times under specifying the purpose of utilizing proceeds. the offering price is at Baht 0.04 per share, total value Baht 66,969,060.72 to be allocated to 6 investors who are not the connected persons of the Company.

	Amount (Shares)	The Offering Price (Baht per Share)	Amount (Baht)
1. Mrs. Porntipa Ngamaroonkorn	370,226,518	0.04	14,809,060.72
2. Ms. Zanelle Lim Jinn Tonn	370,000,000	0.04	14,800,000.00
3. Mr. Phattharadat Phunkoet	334,000,000	0.04	13,360,000.00
4. Ms. Saranratch Samandakarawattana	200,000,000	0.04	8,000,000.00
5. Mrs. Chitmanutsanun Jeakajorn	200,000,000	0.04	8,000,000.00
6. Mr. Primon Chiaokok	200,000,000	0.04	8,000,000.00
Total	1,674,226,518		66,969,060.72

Including approved relevant authorization as the above details with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and eligible to vote
1. Approve	4,848,256,778	99.9999
2. Disapprove	0	0.0000
3. Abstain	100	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 12: To consider and approve the allocation of newly issued ordinary shares for reservation of the issuance and offering under General Mandate.

The Company Secretary proposed to the Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares for reservation of the issuance and offering under General Mandate.

The Company Secretary reported to the Meeting that as mentioned in Agenda 10 regarding the fundraising. Therefore, in order to comply with the law, the Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider and approve the allocation of additional common shares to support the issuance and offering of additional shares according to the General Mandate, with the amount does not exceed 2,283,036,160 shares with a par value. at Baht 0.25 per share, with details as follows:

- (1) The allocation of newly issued ordinary shares of not exceeding 1,522,024,107 shares with a par value of Baht 0.25 per share, representing no more than 20 percent of the issued and paid-up capital of the Company on the date of the Board of Directors' meeting No. 2/2024, held on February 29, 2024, in order to offer to existing shareholders in proportion to their shareholdings (Right Offering) under General Mandate. This may be issued and offered at one time in full or in part and may be offered at the same time or from time to time, and not allocated to shareholders that would make the Company have duties under foreign law.
- (2) The allocation of newly issued ordinary shares of not exceeding 761,012,053 newly issued ordinary shares with a par value of Baht 0.25 per share, representing no more than 10 percent of the issued and paid-up capital of the Company on the date of the Board of Directors' meeting No. 2/2024, held on February 29, 2024, to offering to specific persons (Private Placement) under General Mandate. This may be issued and offered for sale at one time in full or in part and may be offered for sale at the same time or from time to time. In this regard, this allocation of newly issued ordinary shares to specific investors will not be an offering of shares at a low price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2022 Re: Permission for Listed Companies to Offer Newly issued Shares to Private Placement dated December 28, 2022 (including additional amendments). In this respect, the specific investors must not be deemed as connected persons with the Company and shall have the power to determine the offering price of shares according to market conditions during the offering of shares to investors, 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 7 consecutive business days but not exceeding 15 consecutive business days prior to the date of determination of the offering price. However, the Board of Directors may set the offering price with a discount but not more than 10 percent of such market price.

The allocation of such newly issued ordinary shares in total does not exceed 2,283,036,160 shares or 30 percent of the issued and paid-up capital of the Company on the date of the Board of Directors' meeting resolved to approve the capital increase under the General

Mandate under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Disclosure of Information and any practices of listed companies 2017.

Therefore, as the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2023, the Company shall be able to determine such 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 1992 (including additional amendments) (as stipulated in Section 52 of the Public Limited Companies Act 1992, 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, approved the assignment to the Board of Directors to take any actions relating to the allocation of the newly issued ordinary shares under General Mandate 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 under General Mandate;
- (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, seeking investors under private placement, the date for determining the list of shareholders who are entitled to be allocated the newly issued ordinary shares (Record Date) (under the rule of law), 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 Stock Exchange of Thailand; 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.

Therefore, the allocation of newly issued ordinary shares under the General Mandate above must be completed within the date that the Company will hold the 2025 Annual General Meeting of Shareholders.

This agenda must be approved by simple majority of the total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter, resolved by simple majority of the total number of votes of the shareholders present at the meeting and vote, approved the allocation of newly issued ordinary shares for reservation of the issuance and offering under General Mandate with the amount does not exceed 2,283,036,160 shares with a par value of Baht 0.25 per share and approved relevant authorization as the above details with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,778	99.9999
2. Disapprove	100	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 13: To consider and approve the allocation of newly issued ordinary shares for reservation of the conversion of the convertible debentures.

The Company Secretary proposed to the Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares for reservation of the conversion of the convertible debentures.

The Company Secretary reported to the Meeting that to comply with the law, the Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider and approve the allocation of the newly issued ordinary shares not exceeding 181,801,869¹ shares with the par value of Baht 0.25 per share to accommodate the additional allocation that has been allocated for the exercise of conversion right of the convertible debentures issued and offered to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") according to the Extraordinary General Meeting of Shareholders No. 1/2021, held on June 15, 2021 ("Convertible

¹ In this regard, when including the number of shares allocated to accommodate the exercise of all convertible securities of the Company such as all the convertible debentures Set 1, JCKH-W1, and JCKH-W2, which equal to the amount of 5,462,102,296 shares, representing 47.22 percent, which does not exceed 50 percent of the registered and paid-up capital of the Company at the Board of Directors' meeting No. 2/2024, held on February 29, 2024.

Debentures No. 1 or CD Set 1”), which has 6,143,444 remaining shares, after including such share allocation to accommodate the exercising right, the Company will have 187,945,313 shares. Such Convertible Debentures No. 1 is the allocation of newly issued ordinary shares to a private placement, whether once or several times, to AO Fund and AO Fund 1, which are not connected persons to the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions and additional amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Other Acts of Listed Companies on Connected Transactions, 2003 and additional amendments and the Notification of the Capital Market Supervisory Board No. TorChor. 17/2018 Re: Application for and Approval of Offer for Sale of Newly Issued Debt Securities dated January 17, 2018 (including additional amendments) (“the Notification No. TorChor. 17/2018”) and the Notification of the Office of the Securities and Exchange Commission No. SorChor. 39/2008 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of Offering of Newly Issued Shares at Low Price (“Notification No. SorChor. 39/2008”).

In this regard, the conversion price shall not be lower than 90 percent of the market price, which is the market price calculated from the weighted average market price of the Company’s shares in the Stock Exchange of Thailand for the past 7 consecutive business days but not exceeding 15 consecutive business days before the date that the convertible debenture holder exercises the convertible right (Note: the market price will be calculated to 3rd decimal place if there is 4th decimal place having the number of 5 or higher, such number be rounded up and the conversion price of the convertible debentures will be calculated to 3rd decimal place if there is 4th decimal place having the number of 5 or higher, such number be rounded up). In this regard, the weighted average price is calculated from the trading value divided by the trading volume in each consecutive business day (“Floating Conversion Price”). However, in case there is a conversion, the calculating of the conversion price which causes the conversion price to be lower than the par value of the Company share, shall use such conversion price, but cannot be lower than Baht 0.01 per share unless in case of the law prohibiting the Company to issue the share lower than the par value, then, the conversion price will be the par value of the Company ordinary share. In the circumstance that the Company cannot issue a share to accommodate the conversion price lower than the par value, the Company shall compensate in the way that the calculation of all shares to be issued at par value in accordance with the conversion price.

In this regard, approved the assignment to the Board of Directors and/or Chief Executive Officer and/or the person designated by the Board of Directors or Chief Executive Officer as

the authorized person to determine the details and amend or take any necessary action and related to the issuance and offering of convertible debentures to be in accordance with the law including but not limited to such proceedings as follows:

- (a) Determine or amend the details, procedures, and other conditions related to the issuance and offering of convertible debentures which is appropriate, whether issuance and offering at one time or several times including but not limited to rules and conditions of the convertible debentures, the date of issuance the convertible debentures, the par value of the convertible debenture, the offering price, number of ordinary shares which allocated for the conversion of the convertible debentures, interest rate, calculation, and interest payment method, exercise price, exercise ratio, period of exercise, call option price, period of the call option, the due date of the conversion right, method of allocation the convertible debentures or determination event that the Company has to issue new share to accommodate the conversion right, condition of conversion right adjustment.
- (b) Appointment of advisor and any individuals (such as financial advisors and legal advisors) in connection with providing information and submit documents, application, waiver requests, and evidence to relevant government agencies or in any other cases related to the issuance and offering of convertible debentures as deemed appropriate.
- (c) Negotiating, acceptance, entering into, amending, adding, signing the agreement, application, waiver request, evidence, disclosure, transaction report, and any other documents which are necessary and related to the offering and allocating convertible debentures and allocation of newly issued ordinary shares to accommodate the conversion right of convertible debenture holder including communication, filing, amendment, addition, signing of an application, waiver request, evidence, disclosure. transaction report and any other documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, government agencies, and/or agencies related to the issuance and offering of the convertible debentures, the listing of newly issued ordinary shares from right conversion on the Stock Exchange of Thailand.
- (d) Proceeding with necessary and appropriate action in connection with the offering and allocation of convertible debentures to complete the aforementioned action.

In this regard, the accomplishment of the offering and allocation of the convertible debentures depends on the relevant conditions together with Due Diligence review by AO

fund and AO Fund 1 in the business operation of the Company, including but not limited to, Due Diligence, Anti-money Laundering Policy, Anti-Corruption Policy and Sanctions.

In case there is a fraction from the conversion of convertible debentures to ordinary shares, such fraction shall be disregarded.

This agenda must be approved by simple majority of the total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes, approved the allocation of the newly issued ordinary shares not exceeding 181,801,869 shares with the par value of Baht 0.25 per share to accommodate the additional allocation that has been allocated for the exercise of conversion right of the convertible debentures issued and offered to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") according to the Extraordinary General Meeting of Shareholders No. 1/2021, held on June 15, 2021 ("Convertible Debentures No. 1 or CD Set 1") and approved relevant authorization as the above details with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,878	100.0000
2. Disapprove	0	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

Agenda 14: Other matter (if any)

The Company Secretary asked the meeting if there were any shareholders who would like to propose any other matters.

Mr. Suwit Chanamporn, proxy from the Thai Investors Association, would like to make recommendations for organizing a shareholder meeting as follows:

The Thai Investors Association has a policy to present to listed companies in the Stock Exchange of Thailand organize the Annual/Extraordinary Meeting of shareholders using On-site meeting and Online together or called Hybrid meeting in order to meet, communicate and ask questions between shareholders, executives and the Board of Directors conveniently, which is in line with the announcement of the Securities and Exchange

Commission (SEC) No. SEC Nor. Ror. (Wor) 2/2024 Re: Requesting cooperation regarding holding an annual general meeting of shareholders, dated January 10, 2024. Therefore, Mr. Suwit Chanamporn would like to propose to the Company to consider arranging a Hybrid meeting.

The Company Secretary explained that the Company will propose to the Board of Directors for further consideration.

In addition, there is a shareholder, namely Mr. Apichai Taechaubol, holding 1,873,361,502 shares, proposed to the meeting to amend 4 additional clauses of the Company's objectives to be consistent with the change in business strategy of the Company, diversify risk to businesses other than the main food business as mentioned previously in Agenda 2, the report of the Company's operating results. The details are as follows:

- “(41) To import to the domestic and export to the foreign countries for selling the products specified in the objectives.”
- “(42) To operate businesses of bidding for selling of goods in accordance with the objectives with persons, group of persons, juristic persons, governmental department and public organizations both domestically and internationally.”
- “(43) To operate business of buying – selling all types of ores.”
- “(44) To operate businesses of mining, ore smelting, mineral separation, ore metamorphism, ore melting, ore dressing, ore surveying, ore inspection and analysis, ore crushing and ore transporting.”

Therefore, the Company Secretary would like to propose to the shareholders' meeting to consider and approve to amend 4 additional clauses of the Company's objectives as proposed.

The Company Secretary informed the meeting that this was due to a shareholder proposing a matter that was not specified in the agendas prescribed in the Invitation Letter, therefore, according to Section 105 paragraph 2 of the Public Company Limited Act, 1992, for consideration the matter, there must be supported from shareholders in this matter agenda which the number of shares must be not less than one-third of the total number of the Company's share sold, amounting to 7,610,120,531 shares.

Therefore, in this case, there must be supported from shareholders holding at least 2,536,706,846 shares, therefore requested the meeting to vote.

The meeting considered and approved that the meeting shall consider such matter which was not specified in the agendas prescribed in the Invitation Letter with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,778	99.9999
2. Disapprove	100	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

The total number of the Company's shares sold, amounting to 7,610,120,531 shares

According to the meeting approved to consider to amend 4 additional clauses of the Company's objectives from original 40 clauses to 44 clauses as mentioned above.

Therefore, the Company Secretary proposed the meeting to consider and approve to amend 4 additional clauses of the Company's objectives. This agenda must be approved by simple majority of the total number of votes of the shareholders present at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

Resolved: The Meeting, having considered the matter, resolved by simple majority of the total number of votes of the shareholders present at the meeting and vote, approved to amend 4 additional clauses of the Company's objectives from original 40 clauses to 44 clauses, with additional objectives as follows:

“(41) To import to the domestic and export to the foreign countries for selling the products specified in the objectives.”

“(42) To operate businesses of bidding for selling of goods in accordance with the objectives with persons, group of persons, juristic persons, governmental department and public organizations both domestically and internationally.”

“(43) To operate business of buying – selling all types of ores.”

“(44) To operate businesses of mining, ore smelting, mineral separation, ore metamorphism, ore melting, ore dressing, ore surveying, ore inspection and analysis, ore crushing and ore transporting.”

According to the above details with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of the shareholders or proxies present at the Meeting and vote
1. Approve	4,848,256,778	99.9999
2. Disapprove	100	0.0000
3. Abstain	0	0.0000

Remark: In this agenda, there was - shareholder/proxy increasing from the previous agenda, holding - shares. Total attendees in this agenda are 31 persons and total number of shares in this agenda are 4,848,256,878 shares.

As there was no further matter or question from the shareholders, the Company Secretary invited the Chairman said closing of this shareholders' meeting.

The Chairman expressed his appreciation to the shareholders for taking the time to attend the Meeting and declared the Meeting closed at 15.39 hours.



(Dr. Apichai Taechaubol)
Chairman of the Meeting