JCK HOSPITALITY

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No. CS./68 - 064

17 October 2025

Subject Notification of the Resolutions of the Board of Directors' Meeting No. 6/2025 regarding the Change in Par Value, Issuance and Allocation of the warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) allocated to Existing Shareholders who subscribed and had been allocated Newly Issued Ordinary Shares issued and offered to Existing Shareholders in Proportion to their Shareholding (Right Offering), Increase of Registered Capital, Allocation of Newly Issued Ordinary Shares to the Existing Shareholders in Proportion to their Shareholding (Right Offering), Change of the Company's Name, Stock Abbreviation**,** Logo and Seal**,** the Amendment of the Company's Memorandum of Association, the Amendment to the Company's Articles of Association in Sections Related to the Company's Name and Seal and Scheduling the Date of the Extraordinary General Meeting of Shareholders No. 1/2025 (Revised)

To The President
Stock Exchange of Thailand

Attachment
1. Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) which is allocated to Existing Shareholders who subscribed and had been allocated Newly Issued Ordinary Shares issued and offered to Existing Shareholders in Proportion to their Shareholding (Right Offering)
2. Capital Increased Report Form (F53-4)
3. Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholding (Right Offering) and the Issuance and Allocation of Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3)

JCK Hospitality Public Company Limited (the "**Company**") would like to inform that the Board of Directors' Meeting no. 6/2025 held on 17 October 2025 has passed significant resolutions as follows:

1. Approved the change in a par value of the shares of the Company by combining shares from a par value of 3.75 Baht per share to a par value of 150.00 Baht per share, resulting in a decrease in the number of shares of the Company by 755,712,594 shares, from the existing amount at 775,089,840 shares, with a par value of 3.75 Baht per share to 19,377,246 shares, with a par value of 150.00 Baht per share. This change in the par value of shares of the Company will impact the number of shares held by each shareholder to decrease at a ratio of 40 existing ordinary shares to 1 new ordinary share, as follows;

บริษัท เจซีเค ฮอสพิทอลลิตี้ จำกัด (มหาชน)
เลขประจำตัวผู้เสียภาษี 0107554000160
เลขที่ 18 ซอยสาทร 11 แยก 9 อาคารทีเอฟดี แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120

JCK HOSPITALITY PUBLIC COMPANY LIMITED
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	<u>Prior</u> to the change in the par value of the shares	**<u>After</u> the change in the par value of the shares**
Number of Registered Capital *	2,906,586,900.00 Baht	2,906,586,900.00 Baht
Number of Paid-up Capital	2,149,825,500.00 Baht	2,149,825,500.00 Baht
Number of Registered Shares *	775,089,840 Shares	19,377,246 Shares
Number of Paid-up Shares	573,286,800 Shares	14,332,170 Shares
Par Value	3.75 Baht per share	150.00 Baht per share

<u>Remark* :</u>

After the change in the par value of the Company's shares through the aforementioned share consolidation, the remaining unissued ordinary shares reserved for the exercise of conversion rights of the convertible debentures will be total 5,045,076 shares with a par value of 150.00 Baht per share (previously 201,803,040 shares with a par value of 3.75 per share Baht), which are classified as follows:

(1) To accommodate the exercise of the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2024 which held on 27 December 2024 (EGM 1/2024) in the amount of 4,924,095 shares with a par value of 150.00 Baht per share;

(2) To accommodate the exercise of the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2021 which held on 15 June 2021 (EGM 1/2021) in the amount of 120,981 shares with a par value of 150.00 Baht per share

The Company intends to change the par value of shares of the Company through the combining shares to enhance the stability of the Company's stock price in the stock exchange. The reduction in the number of shares and the increase in share price may result in a decrease in trading volume.

In this regard, the calculation to change a par value of the shares from 3.75 Baht per share to 150.00 Baht per share will result in certain shareholders having fractional shares that are insufficient to convert into new shares. These fractional shares will be discarded in the calculation. For the calculation of the change in a par value of shares and the rounding of fractional shares, the Company will assign Thailand Securities Depository Company Limited ("**TSD**"), which is a share registrar of the Company, to carry out the calculation based on the operational system of the TSD.

The Company has reviewed and assessed the shareholding structure of its minority shareholders based on the most recent shareholder register closing date. After the par value consolidation, the Company's free float distribution will remain in compliance with the Stock Exchange's requirements — having no fewer than 150 minority shareholders collectively holding not less than 15 percent of the Company's paid-up capital.

Nonetheless, in order to protect the rights of shareholders affected by the rounding of fractional shares, shareholders may buy or sell fractional shares (odd lot) on the SET to ensure that they have a sufficient number of shares for the share combining calculation before the change in the par value of shares of the Company becomes effective. However, for shareholders who have insufficient fractional shares to convert into new shares, which will be discarded after the calculation, the Company is willing to compensate for the for the fractional shares that are discarded at a price equal to the market price of the Company's shares, calculated based on the 7-day weighted average trading price of the Company's shares on the SET immediately preceding the date of registration of the change in the Company's par value with the Department of Business Development, Ministry of Commerce. Each affected shareholder can claim the compensation for the fractional shares through the following procedures:

1. Request cash compensation for fractional shares in person at the Company's office, at No. 18 Soi Sathorn 11, Yaek 9, TFD Building, Yannawa Sub-District, Sathorn District, Bangkok 10120 or;
2. Notify the intention to request compensation for the fractional shares via bank transfer by submitting a written request to the Company through postal mail or by electronic mail (E-mail) to the Company at cs@jckhgroup.com. The request should include documents confirming the shareholder's identity, which must still be valid (e.g., a copy of the ID card, governmental officer card, state enterprise employee card, passport, or certificate of business registration, etc.), along with a copy of the bank account details for the transfer, where the account holder's name must match the shareholder's name. The Company will transfer the compensation for the fractional shares once the accuracy of the provided information has been verified.

Such request for cash compensation for the fractional shares in person or notification of the intention to request compensation for the fractional shares via bank transfer, the shareholders must take action **within 1 month from the date of a change in par value of the Company is registered** with the Department of Business Development, Ministry of Commerce, which is expected to occur during November 2025. The Company will announce further details through the news notification system of the SET. In this respect, any shareholder fails to claim the cash compensation or notify their intention to receive the compensation via bank transfer within the specified period, the Company will consider that shareholder to have waived their right to receive the compensation.

In this regard, the Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization to the Board of Directors and/or the Executive Committee of the Company and/or Chief Executive Officer or any person designated by Board of Directors and/or Executive Committee and/or Chief Executive Officer of the Company as the authorized person to determine the terms and details related to the implementation of change in the par value of the shares by combining shares, including, but not limited to, determining other terms and conditions for the compensation of discarded fractional shares, and notifying or applying approval to any relevant authorities to ensure compliance with applicable laws and/or regulations.

In addition, approved the amendment of Clause 4 under the Company's Memorandum of Association to be in accordance with the change in par value of the Company as follows:

"Clause 4.	Registered Capital	2,906,586,900.00 Baht	(Two billion nine hundred six million five hundred eighty-six thousand nine hundred Baht)
	Divided into	19,377,246 Shares	(Nineteen Million Three Hundred Seventy-Seven Thousand, Two Hundred and Forty-Six shares)
	Share value	150.00 Baht	(One Hundred and Fifty Baht)
	Categorized into:		
	Ordinary share	19,377,246 Shares	(Nineteen Million Three Hundred Seventy-Seven Thousand, Two Hundred and Forty-Six shares)
	Preferred share:	- Share	(-)"

Including, the Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization to the Chief Executive Officer and/or the authorized directors or any person assigned by the Chief Executive Officer or the authorized directors to determine the conditions and details of the relevant procedures regarding such change in par value of shares; as well as correcting words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any application, and/or any proceeding to comply with the Registrar's instruction in order to file for registration of the change in par value of shares and amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

And, to propose the above matter to the shareholders' meeting for further consideration and approval.

2. Approved the issuance and allocation of Warrants to purchase ordinary shares of the Company No. 3 ("**JCKH-W3**" or "**Warrant**") not exceeding 286,643,400 units which the number of newly issued ordinary shares allocated to accommodate the exercise of JCKH-W3 shall not exceeding 286,643,400 shares (the number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares) with a par value of 150.00 Baht per share, to allocate to existing shareholders who subscribed and had been allocated newly issued

ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) ("**RO**") (which will be proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 55 newly issued ordinary shares to 20 Warrant unit (if there are fractional shares remain from the calculation, such fractions shall be discarded). Such warrant has a term of 1 year after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.03 Baht per share (except for the adjustment of rights).

In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the exercise price of the JCKH-W3 lower than a par value, however the exercise price of JCKH-W3 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

In this regard, the Company will determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) in <u>a single occasion</u> for all rights offerings (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025) in every occasion (if any) (the "**Record Date for RO**") and the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) shall be 26 November 2025 and the subscription period for the newly issued ordinary shares of the Company shall be 15-19 December 2025 (total 5 business days). However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 3.75 Baht per share to 150.00 Baht per share.

Including, the Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization to the Chief Executive Officer and/or the authorized directors or any person assigned by the Chief Executive Officer or the authorized directors to determine and change the rules, conditions, and other details related to the issuance and allocation of JCKH-W3 in all respects as deemed appropriate and under the scope of law, for instance, the allocation and issuance date of Warrant, as well as having the authority to perform any other acts necessary and appropriate for the issuance and allocation of the Warrants in all respects, including but not limited to, contact, prepare or deliver any documents necessary or related to the issuance and allocation of the Warrant and the listing of the Warrant as listed securities on SET, as well as applying for permission to the relevant authorities and appointing subcontractors, etc.

Please consider the Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) which is allocated to existing shareholders who subscribed and have been allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) (**Attachment 1**).

And, to propose the above matter to the shareholders' meeting for further consideration and approval.

3. Approved the increase of registered capital of the Company at the amount of 161,236,912,500 Baht from the existing registered capital of 2,906,586,900 Baht to the new registered capital of 164,143,499,400 Baht by issuing newly issued ordinary shares at the amount not exceeding 1,074,912,750 shares (the number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 150.00 Baht per share, details are as follows:

(1) To accommodate the allocation of newly issued ordinary shares to offer to the existing shareholders in proportion to their shareholding (Right Offering) at the amount not exceeding 788,269,350 shares with a par value of 150.00 Baht per share.

(2) To accommodate the exercise of warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) issued and offered to the existing shareholders in proportion to their shareholding at the amount not exceeding 286,643,400 shares with a par value of 150.00 Baht per share.

The details regarding the increase of registered capital of the Company are provided in the Capital Increase Report Form (F53-4) (**Attachment 2**).

In addition, resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the amendment of Clause 4 under the Company's Memorandum of Association to accordance with the increase of registered capital as follows:

"Clause 4.	Registered Capital	164,143,499,400 Baht	(One hundred sixty-four billion one hundred forty-three million four hundred ninety-nine thousand four hundred Baht)
	Divided into	1,094,289,996 Shares	(One billion ninety-four million two hundred eighty-nine thousand nine hundred ninety-six shares)
	Share value	150.00 Baht	(Seven Baht)
	Categorized into:		
	Ordinary share	1,094,289,996 Shares	(One billion ninety-four million two hundred eighty-nine thousand nine hundred ninety-six shares)

Preferred share: - Share (-)"

Including, the Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization to the Chief Executive Officer and/or the authorized directors or any person assigned by the Chief Executive Officer or the authorized directors to determine the conditions and details of the relevant procedures regarding such increase of registered capital; as well as correcting words or text in the minutes of the shareholders' meeting, Memorandum of Association, and/or any applications, and/or any proceeding to comply with the Registrar's instruction in filing for registration of increase in registered capital and amendment of the Memorandum of Association of the Company to the Department of Business Development, Ministry of Commerce. This includes the listing of the newly issued ordinary shares on the Stock Exchange of Thailand and the submission of relevant documents and evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Ministry of Commerce, or other relevant authorities.

And, to propose the above matter to the shareholders' meeting for further consideration and approval.

4. Approved the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 788,269,350 shares (the number of newly issued ordinary shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 150.00 Baht per share, to offer to the existing shareholders in proportion to their shareholding (Right Offering), whether once or several times, at the allocation rate of 1 existing ordinary share to 55 newly issued ordinary shares. If there are fractional shares as a result from the calculation, such fractions shall be discarded. The offering price for the newly issued ordinary shares is set at 0.13 Baht per share.

In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the offering price of newly issued ordinary shares lower than the par value of the Company. The offering price of the newly issued ordinary shares of the Company must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company, in this instance, will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be discarded. <u>However, the existing shareholders have no right to oversubscribe for newly issued ordinary shares in excess of their rights</u>. The allocation of the newly issued ordinary shares, whether in once or several times, shall not affect the proportion of shareholding distribution among minority shareholders.

In this regard, the allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders who subscribed to hold the

Company's shares in a manner that is within the scope of making a tender offer for all of the Company's securities (Tender Offer) according to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (and its amendments) or violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49 percent of the total number of issued shares of the Company.

In the event that there remain any unsubscribed newly issued ordinary shares after the initial allocation to the existing shareholders in proportion to their shareholding, the Company may consider setting a new subscription period to offer such remaining shares to the existing shareholders in proportion to their shareholding in subsequent offerings (whether once or several times). In any case, no existing shareholder shall be entitled to subscribe for shares in excess of their entitlement. Alternatively, the Company may propose to the shareholders' meeting to consider and approve a reduction of the Company's registered capital by cancelling the remaining unsubscribed newly issued ordinary shares.

In this regard, the Company will determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) in a single occasion for all rights offerings (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025) in every occasion (if any) (the "**Record Date for RO**") and the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) shall be 26 November 2025 and the subscription period for the newly issued ordinary shares of the Company shall be 15-19 December 2025 (total 5 business days). However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 3.75 Baht per share to 150.00 Baht per share.

Including, the Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the authorized directors or any person assigned by the Board of Directors or Executive Committee or Chief Executive Officer or the authorized directors to consider and determine the conditions, determine offering price, and determine details of any actions relevant to the allocation of the newly issued ordinary share, such as, the determining the date for subscription and payment of capital increase shares, including to change or add details in the allocation, and to determine other details related to the allocation of such newly issued ordinary shares as deemed appropriate for the utmost benefit of the Company, which shall not be contrary or inconsistent with the law and/or rules or regulations related to the Securities and Exchange Commission, SET, and/or other relevant agencies. Such authorizations include but is not limited to the following:

(a) Determination or amendment of conditions and details regarding the allocation of the newly issued ordinary shares, which includes but is not limited to, the offering period, subscription, share payment, offering method, offering ratio, offering price, to determine and/or amend the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares to be offered to existing shareholders in proportion to their shareholding (Right Offering) (Record Date), including the subscription and payment dates for such newly issued ordinary shares, as well as, any conditions and details relevant to the allocation and offering of newly issued ordinary shares;

(b) Signing the application, notice, and other instrument or relevant documents concerning the capital increase and the allocation of newly issued ordinary shares of the Company, including the certification of relevant documents, in conjunction with communication and/or receiving the documents from the officer or agent of the relevant authority along with listing the newly issued ordinary share of the Company as listed securities on the SET at that time.

(c) Proceed with any other necessary, relevant, and/or related actions concerning the capital increase and allocation of newly issued ordinary shares of the Company in compliance with applicable laws and/or relevant regulations.

And, to propose the above matter to the shareholders' meeting for further consideration and approval.

5. Approved the allocation of newly issued ordinary shares at the amount not exceeding 286,643,400[1] shares (the number of newly issued ordinary shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 150.00 Baht per share, to accommodate the exercise of rights of the Warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 55 newly issued ordinary shares to 20 Warrant unit (if there are fractions resulting from the calculation of such allocation, discarded them). Such warrant has a term of 1 year after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.03 Baht per share (except for the adjustment of rights).

In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the exercise price of the JCKH-W3 lower than a par value, however the exercise price of JCKH-W3 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company

[1] the number of newly issued ordinary shares allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) at the amount of 286,643,400 shares combined with the total number of newly issued ordinary shares allocated to accommodate the exercise of all convertible securities of the Company, namely (1) the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2024 which held on 27 December 2024 (EGM 1/2024) in the amount of 4,924,095 shares and (2) the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2021 which held on 15 June 2021 (EGM 1/2021) in the amount of 120,981 shares, which results in the total amount of 291,688,476 shares, representing 36.34 percent of the total number of shares sold of the Company (in this regard, the total number of issued shares is calculated together with the number of newly issued ordinary shares allocated for offering to the existing shareholders in proportion to their shareholding, proposed to this shareholders' meeting for approval), which not exceed 50 percent of the total number of shares sold of the Company.

Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

In this regard, the Company will determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) in a single occasion for all rights offerings (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025) in every occasion (if any) (the "**Record Date for RO**") and the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) shall be 26 November 2025 and the subscription period for the newly issued ordinary shares of the Company shall be 15-19 December 2025 (total 5 business days). However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 3.75 Baht per share to 150.00 Baht per share.

Details of the increase in registered capital of the Company, including the allocation of newly issued ordinary shares of the Company are shown in the Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) which is allocated to Existing Shareholders who subscribed and had been allocated Newly Issued Ordinary Shares issued and offered to Existing Shareholders in Proportion to their Shareholding (Right Offering) (**Attachment 1**), Capital Increase Report Form (F53-4) (**Attachment 2**) and Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholding (Right Offering) and the Issuance and Allocation of Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) (**Attachment 3**).

And, to propose the above matter to the shareholders' meeting for further consideration and approval.

6. Approved to the change of Company's Name, Stock Abbreviation, Logo and Seal, and Amendment to Clause 1 of the Company's Memorandum of Association

6.1 Change of Company Name, Stock Abbreviation, Logo, and Company Seal

Item	Original	New
Thai Name	บริษัท เจซีเค ฮอสพิทอลลิตี้ จำกัด (มหาชน)	บริษัท ควอนตัม ดี ซี จำกัด (มหาชน)
English Name	JCK Hospitality Public Company Limited	Quantum D C Public Company Limited
Stock Abbreviation	JCKH	QDC
Logo		

Company Seal		

6.2 Amendment to Clause 1 of the Company's Memorandum of Association (Company Name)

From Original:	Company Name:	“บริษัท เจซีเค ฮอสพิทอลลิตี้ จำกัด (มหาชน)”
	And its English Name:	“JCK Hospitality Public Company Limited”
Change to:	Company Name:	“บริษัท ควอนตัม ดี ซี จำกัด (มหาชน)”
	And its English Name:	“Quantum D C Public Company Limited”

In this regard, the Board of Directors’ meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve to the authorization to the Chief Executive Officer and/or the authorized directors or any person assigned by the Chief Executive Officer or the authorized directors to register the amendment and change of the Company's name, the Company seal, and the amendment to Clause 1 of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce. This includes the power to amend or change application forms or text in related documents, and to undertake any other actions necessary and related to such operations to comply with laws, regulations, rules, as well as recommendations or orders from the Registrar of Public Companies.

And, to propose the above matter to the shareholders’ meeting for further consideration and approval.

7. Approved the amendment to the Company's Articles of Association in sections related to the Company's name, specifically Clauses 1, 2, and 55, regarding the Company’s name and seal, to align with the amendment and change of the Company’s name and seal, as follows:

	Current Articles of Association	**Proposed Amended Articles of Association**
Clause 1.	These Articles of Association shall be called the Articles of Association of JCK Hospitality Public Company Limited.	These Articles of Association shall be called the Articles of Association of Quantum D C Public Company Limited.
Clause 2.	The term "Company" in these Articles of Association refers to JCK Hospitality Public Company Limited.	The term "Company" in these Articles of Association refers to Quantum D C Public Company Limited.
Clause 55.	The Company's seal shall be as impressed herein:	The Company's seal shall be as impressed herein:

In this regard, the Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve to the authorization to the Chief Executive Officer and/or the authorized directors or any person assigned by the Chief Executive Officer or the authorized directors to register the amendment to the Company's Articles of Association, amend or change application forms or text in related documents, and to undertake any other actions necessary and related to such operations to comply with laws, regulations, rules, as well as recommendations or orders from the Registrar of Public Companies.

And, to propose the above matter to the shareholders' meeting for further consideration and approval.

8. Approved the amendment of the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association to align with the amendment of the Company's objectives, by adding 10 additional objectives, increasing the total number of objectives from 44 to 54, in order to ensure that the Company's business objectives cover its business operations. The details are as follows:

Existing Objectives	Proposed Amendment of Objectives
The Company's objectives consist of 44 items.	The Company's objectives consist of 54 items, with 10 additional objectives added as follows: **Clause 45:** "To engage in the business of providing services, consultation, advice, preparation, compilation, development, analysis, writing, design, installation, supervision, storage,

Existing Objectives	Proposed Amendment of Objectives
	system integration, maintenance, and repair of all types of information technology systems, website systems, database systems, computer equipment, computer systems, and network systems, including but not limited to the invention, creation, development, improvement, analysis, research, study, and processing of all kinds and types of technology systems, information technology, innovations, digital technologies, or data." **Clause 46:** "To engage in the business of providing Cloud Service solutions, including but not limited to e-mail, file backup and retrieval, data center, security, cloud server farm, and IT center services, as well as services relating to management, transfer, and maintenance of all relevant data, and to act as consultant, designer, and contractor for system integration in connection with digital identity verification or digital information services, and all related Cloud Service operations." **Clause 47:** "To engage in the business of selling and installing signal cable systems, power backup systems, generators, air-conditioning systems, automatic fire suppression systems, and automatic alarm and monitoring systems for computer centers." **Clause 48:** "To engage in the business of providing audit and consultancy services in relation to computer network and information system security for individuals, juristic persons, government agencies, regional and local administrative organizations, public organizations, state enterprises, or any other entities." **Clause 49:** "To engage in the business of selling and leasing computers, including computer parts and accessories, as well as electronic equipment." **Clause 50:**

Existing Objectives	Proposed Amendment of Objectives
	"To engage in the business of contracting, designing, installing, laying and routing cables, conduits, repairing, modifying, and relocating all types of electrical and communication cables, and to provide consultancy services relating to telephone systems, cable television, television, electrical systems, and telecommunication systems." **Clause 51:** "To engage in the business of organizing training courses, instruction, and seminars to provide knowledge in the field of computers and other academic disciplines, subject to obtaining permission from the relevant authorities." **Clause 52:** "To operate power and steam generation plants using various types of fuels for producing electricity and steam for own use or for sale to private entities, government agencies, state enterprises, and all categories of electricity users." **Clause 53:** "To operate power and steam generation plants from various types of non-conventional renewable energy sources for producing electricity and steam for own use or for sale to private entities, government agencies, state enterprises, and all categories of electricity users." **Clause 54:** "To engage in the business of providing solar panel installation services, as well as maintenance, repair, and the supply of spare parts and equipment related to such products of all kinds."

In this regard, the Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve to the authorization to the Chief Executive Officer and/or the authorized directors or any person assigned by the Chief Executive Officer or the authorized directors to register the amendment to the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association to align with the amendment to the Company's objectives. This includes the power to amend or change application forms or text in related documents, and to undertake any other actions necessary and related to such operations to comply with laws, regulations, rules, as well as recommendations or orders from the Registrar of Public Companies.

And, to propose the above matter to the shareholders' meeting for further consideration and approval.

9. Approved to schedule the Extraordinary General Meeting of Shareholders No. 1/2025 on 17 November 2025 at 14.00 hrs. via electronic media in accordance with the Royal Decree on Electronic Meetings B.E. 2563 (2020) and Notification of the Ministry of Digital Economy and Society Re: Standards for Security Measures of Electronic Meetings B.E. 2563 (2020) to consider the following agendas:

<u>Agenda 1</u> To consider and certify the minutes of the Annual General Meeting of Shareholders for 2025 held on April 28, 2025.

<u>Agenda 2</u> Consider and approve the change in a par value of shares by combining shares of the share value of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the change in par value

<u>Agenda 3</u> Consider and approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering)

<u>Agenda 4</u> Consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital

<u>Agenda 5</u> Consider and approve the allocation of newly issued ordinary shares of the Company to offer to the existing shareholders in proportion to their shareholding (Right Offering)

<u>Agenda 6</u> Consider and approve the allocation of newly issued ordinary shares to accommodate the exercise of Warrants to purchase ordinary shares of the Company No.3 (JCKH-W3)

<u>Agenda 7</u> To consider and approve the change of the Company's name, stock abbreviation, logo and seal, and to consider and approve the amendment to Clause 1 of the Company's Memorandum of Association to align with the change of the Company's name.

<u>Agenda 8</u> To consider and approve the amendment to the Company's Articles of Association in relation to the Company's name and seal.

Agenda 9 To consider and approve the amendment of the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association to align with the amendment of the Company's objectives.

Agenda 10 Consider other matters (if any)

And, approved to schedule the date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Record Date) on 31 October 2025 (Record Date).

In addition, the Board of Directors resolved to authorize to the Chief Executive Officer and/or the authorized directors or any person assigned by the Chief Executive Officer or the authorized directors to take any action related to calling the Extraordinary General Meeting of Shareholders No. 1/2025, including issuing an invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2025, determining and amending the date, time, place, format of the meeting and other details as deemed necessary or appropriate within the framework of relevant laws.

Please be informed accordingly.

Yours Sincerely,

JCK Hospitality Public Company Limited

(Dr. Apichai Taechasirithiwapakdi)

Chairman

<u>Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) which is allocated to Existing Shareholders who Subscribed and had been Allocated the Newly Issued Ordinary Shares Issued and Offered to Existing Shareholders in Proportion to their Shareholding (Right Offering)</u>

Topic	Details
Issuer	JCK Hospitality Public Company Limited ("**the Company**")
Warrant Name	Warrants to Purchase Ordinary Shares of JCK Hospitality Public Company Limited Company Limited No. 3 ("**JCKH-W3**" or "**Warrant**")
Type of Warrant	Name-registered certificate and transferable
Number of Warrants Issued and Allocated	Not exceeding 286,643,400 units However, the issuance and allocation of JCKH-W3 will proceed upon the approval from the Extraordinary General Meeting of Shareholders No.1/2025
Offering Price per Unit	0 Baht per unit (free of charge)
Allocation Method	The Company will issue and allocate the Warrant to existing shareholders of the Company who subscribe and have been allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) ("**RO**") (according to the approaching proposal in the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 55 newly issued ordinary shares to 20 Warrant unit (if there are fractions as a result from the calculation of such allocation, disregard them). Such warrant has a term of 1 year after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.03 Baht per share (except for the adjustment of rights). In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the exercise price of the JCKH-W3 lower than a par value, however the exercise price of JCKH-W3 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified). In this regard, the Company will determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) in <u>a single occasion</u> for all rights offerings (issued pursuant to the resolution of

Topic	Details
	the Extraordinary General Meeting of Shareholders No. 1/2025) in every occasion (if any) (the "**Record Date for RO**") and the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) shall be 26 November 2025 and the subscription period for the newly issued ordinary shares of the Company shall be 15-19 December 2025 (total 5 business days). However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 3.75 Baht per share to 150.00 Baht per share. In the case that the calculation of each shareholder's entitlement to receive the allocation of JCKH-W3 results in a fraction of shares or warrant (if any), such fraction will be discarded. After calculating the shareholders' entitlement to receive Warrants, if there are any remaining fractional Warrants from the total allocation, the Company will cancel those remaining Warrants. This will result in a final number of Warrants that aligns exactly with the allocated amounts for the shareholders.
Exercise Ratio	1 Warrant unit is entitled to purchase 1 ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions of the adjustment of rights as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of JCK Hospitality Public Company Limited (“**Terms and Conditions**”).
Exercise Price	0.03 Baht per share, unless the exercise price is adjusted otherwise pursuant to the conditions of the adjustment of rights as stipulated in the Terms and Conditions. In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the exercise price of the JCKH-W3 lower than a par value, however the exercise price of JCKH-W3 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).
Issuance and Allocation Date	the Board of Directors and/or the Executive Committee of the Company and/or Chief Executive Officer or any person designated by Board of Directors and/or Executive Committee and/or Chief Executive Officer of the Company has the

Topic	Details
	authority to schedule the issuance date and will schedule such date after obtain an approval from the Extraordinary General Meeting of Shareholders No. 1/2025.
Term of Warrants	1 year from the issuance date of the Warrant. In this respect, the Company will not extend the term of Warrant after issuance.
Exercise Period	Warrant holders can exercise their rights on the last business day of every month throughout the term of the Warrant ("**Exercise Date**"). The first exercise date is the last business day of the month following the month in which the warrants are issued and the last exercise date is the date on which the Warrant reach its term of 1 year ("**Last Exercise Date**"). However, in the event that such date falls on a holiday of the Company or The Stock Exchange of Thailand, the Exercise Date shall be postponed to the last business day prior business day. The remaining Warrant from exercise or not being exercised on the any date determined. It can be accumulated for using on the next exercise date, during the maturity period of the Warrant. If the Warrant is due, any Warrant that have not been exercised will be revoked and terminated.
Notification Period of Intention to Exercise Warrants	The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall deliver a notification of intention to exercise the Warrant within the period of 5 business days prior to each exercise date. In the event that such date falls on a holiday of the Company, the Exercise Date shall be postponed to the prior business day, except for the last notification of Intention to Exercise Warrant which shall notify the intention to exercise the right within the period of 15 days prior to the last exercise date.
Irrevocability of Notification of Intention to Exercise Warrant	When the warrant holders notify the Company of the intention to exercise the right to purchase the newly issued ordinary shares of the Company under the Warrant, such notification shall be irrevocable, unless approved with a written consent from the Company.
Offering Period	Offering must be completed within 1 year from the date that the shareholders meeting approves the issuance and allocation of Warrant. Whereas the Board of Directors and/or the Executive Committee of the Company and/or Chief Executive Officer or any person designated by Board of Directors and/or Executive Committee and/or Chief Executive Officer of the Company have the authority to determine further conditions and details.

Topic	Details
Number of Ordinary Shares Reserved for the Exercise of Warrants	Not exceeding 286,643,400 shares (the number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares) at par value of 150.00 Baht per share In this regard, the number of newly issued ordinary shares allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) at the amount of 286,643,400 shares combined with the total number of newly issued ordinary shares allocated to accommodate the exercise of all convertible securities of the Company, namely (1) the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2024 which held on 27 December 2024 (EGM 1/2024) in the amount of 4,924,095 shares and (2) the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2021 which held on 15 June 2021 (EGM 1/2021) in the amount of 120,981 shares, which results in the total amount of 291,688,476 shares, representing 36.34 percent of the total number of shares sold of the Company (in this regard, the total number of issued shares is calculated together with the number of newly issued ordinary shares allocated for offering to the existing shareholders in proportion to their shareholding, proposed to this shareholders' meeting for approval), which not exceed 50 percent of the total number of shares sold of the Company. Calculation methodology for the proportion of ordinary shares accommodated for the exercise of the Warrants, the details are as follows: Number of ordinary shares accommodated for the exercise of warrants issued this time + Number of ordinary shares reserved for the exercise of rights for convertible securities in other time X 100 ――――――――――――― Total number of shares sold of the Company + Number of shares issued for offering to existing shareholders in proportion to their shareholding along with Warrants = (286,643,400 + 4,924,095 + 120,981) / (14,332,170 + 788,269,350) = 36.34 percent The number of shares sold of the Company is the number calculated based on the number of shares after the change in a par value from 3.75 Baht to 150.00 Baht per share.
Warrant Registrar	Thailand Securities Depository Company Limited or the person duly appointed to act as the registrar of the Warrant
Secondary Market for Warrants	The Company will list the Warrants as listed securities on the Securities Exchange of Thailand or the stock exchange where the Company's ordinary shares are listed securities at that time. However, according to the Rules of the Stock Exchange of Thailand Re: Listing and Delisting of Warrants Representing Rights to Purchase Ordinary Shares or Preferred Shares as Listed Securities B.E. 2563 (2020), Chapter 1, Qualifications of Securities, Clause (5), there must

<table>
<tr><th>Topic</th><th>Details</th></tr>
<tr><td></td><td>be at least 50 warrant holders on the date of the application submission in order for the warrants to be eligible for listing on the Stock Exchange of Thailand.</td></tr>
<tr><td>Secondary Market for the Ordinary Shares Issued upon Exercise of Warrants</td><td>The Company will list the ordinary shares arising from the exercise of the Warrants as listed securities on the Securities Exchange of Thailand or the stock exchange where the Company's ordinary shares are listed securities at that time.</td></tr>
<tr><td>Other Rights and Benefits</td><td>Ordinary shares issued under the exercise of the Warrants will have equal rights as the Company’s ordinary shares which is issued prior in all respects.</td></tr>
<tr><td>Dilution Effect</td><td>The impact of the issuance and offering of the newly issued ordinary shares in proportion to their shareholding (Rights Offering) and Warrants to Purchase Ordinary Shares of the Company in the same instance is as follows:

The calculation of dilution effect is based on the number of paid-up shares after the change in the par value from 3.75 Baht per share to 150.00 Baht per share.

1. <u>Control Dilution</u>

In the event that the resolution has approved to issue and offer newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering)

In the event that the shareholders who received the warrants (JCKH-W3) exercise their rights to convert into ordinary shares in the full amount, there will be no effect on the voting rights of the Company's shareholders (Control Dilution). However, in the event that the shareholders who received the warrants (JCKH-W3) do not exercise their conversion rights and other shareholders are fully exercise their conversion rights, there will be a maximum impact on the voting rights of the Company’s shareholders (Control Dilution) as follows. (The calculation of the impact below is based on the assumption that the offering newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will occur prior to the allocation of the warrants (JCKH-W3) the shareholders are fully exercise their rights to subscribe the newly issued ordinary shares).

Control Dilution = $Qe / (Qo + Q_{RO} + Qe)$
= 286,643,400 / (14,332,170 + 788,269,350 + 286,643,400)
= 26.32%

Qo = The existing number of shares, which equals 14,332,170 shares.

Qe = The amount of newly issued ordinary shares accommodated for the exercise of rights to purchase ordinary shares under the warrants (JCKH-W3) at the amount of 286,643,400 shares.</td></tr>
</table>

Topic	Details
	Q_{RO} = The number of newly ordinary shares increased from offering the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), at the amount of 788,269,350 shares. **In the event that the resolution has approved to issue and offer newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), and issues and allocates the warrants to purchase ordinary shares No.3 (JCKH-W3), with the shareholder are fully exercising their rights and Convertible Debentures of the Company are fully converted.** In the event that the shareholders who received the warrants (JCKH-W3) exercise their rights to convert into ordinary shares in the full amount, there will be no effect on the voting rights of the Company's shareholders (Control Dilution). However, in the event that the shareholders who received the warrants (JCKH-W3) do not exercise their conversion rights and other shareholders are fully exercise their conversion rights, there will be a maximum impact on the voting rights of the Company's shareholders (Control Dilution) as follows. (The calculation of the impact below is based on the assumption that the offering newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will occur prior to the allocation of the warrants (JCKH-W3) the shareholders are fully exercise their rights to subscribe the newly issued ordinary shares). Control Dilution = $Qe / (Qo + Qe + Q_{RO} + Q_{W4} + Q_{CD})$ = (286,643,400+5,045,076) / (14,332,170+788,269,350 + 286,643,400 + 5,045,076) = 26.66% Whereas; Qo = The existing number of shares, which equals 14,332,170 shares. Qe = The amount of newly issued ordinary shares accommodated for the exercise of rights to purchase ordinary shares under the warrants (JCKH-W3) at the amount of 286,643,400 shares. Q_{RO} = The number of newly ordinary shares increased from offering the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), at the amount of 788,269,350 shares. Q_{CD} = the number of shares resulting from the conversion of Convertible Debentures, the number of shares allocated to accommodate for the conversion at the amount of 5,045,076 shares which calculated from (1) Convertible Debenture no. 1/2024 in the amount of 4,924,095 shares and (2) Convertible Debenture no. 1/2021 in the amount of 120,981 shares

Topic	Details
	2. <u>Price Dilution</u> **In the event that the resolution has approved to issue and offer newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering)** In the event that the shareholders who received the warrants (JCKH-W3) exercise their rights to convert into ordinary shares in the full amount, there will be no effect on the market price of the shares (Price Dilution). However, in the event that the shareholders who received the warrants (JCKH-W3) do not exercise their conversion rights and other shareholders are fully exercise their conversion rights, there will be a maximum impact on the market price of the shares as follows. (The calculation of the impact below is based on the assumption that the offering newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will occur prior to the allocation of the warrants (JCKH-W3) the shareholders are fully exercise their rights to subscribe the newly issued ordinary shares). Price Dilution = (Po – PE) / Po Whereas; PE = The share price after the offering of the Convertible Debentures. PE = ((Po x Qo) + (Pe x Qe) + (P_{RO} x Q_{RO})) / (Qo + Qe + Q_{RO}) Po = The existing share price, which equals 0.07 Baht per share by calculated based on the weighted average price of shares of the Company trading on the Stock Exchange of Thailand (SET) for not less than 15 consecutive business days prior the board of director has the resolution to purpose to the Extraordinary General Meeting No. 1/2025 to consider and approve the issuance of newly issued ordinary shares between 25 September 2025 to 16 October 2025. Pe = the exercise price for purchasing ordinary shares under the warrants (JCKH-W3) at 0.03 Baht per share. P_{RO} = the offering price for the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Right offering) at 0.13 Baht per share. Qo = The existing number of shares, which equals 14,332,170 shares. Qe = The amount of newly issued ordinary shares accommodated for the exercise of rights to purchase ordinary shares under the warrants (JCKH-W3) at the amount of 286,643,400 shares. Q_{RO} = The number of newly ordinary shares increased from offering the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), at the amount of 788,269,350 shares.

Topic	Details
	Therefore PE = ((0.07 x 14,332,170) + (0.03 x 286,643,400) + (0.13 x 788,269,350)) / (14,332,170 + 286,643,400 + 788,269,350) PE = 0.10 Baht per share. Price Dilution = (Po – PE) / Po) = (0.07 – 0.10) / 0.07 = -42.86% In the event that the warrants (JCKH-W3) are fully exercised and converted into the Company's ordinary shares, will be effect to the market price of the shares by -42.86%, which represents the maximum possible from the issuance and offering of the warrants by the Company. **In the event that the resolution has approved to issue and offer newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering) and issues and allocates the warrants to purchase ordinary shares No.3 (JCKH-W3), with the shareholder are fully exercising their rights, and issuance and offering the Convertible Debentures of the Company** In the event that the shareholders who received the warrants (JCKH-W3) exercise their rights to convert into ordinary shares in the full amount, there will be no effect on the market price of the shares (Price Dilution). However, in the event that the shareholders who received the warrants (JCKH-W3) do not exercise their conversion rights and other shareholders are fully exercise their conversion rights, there will be a maximum impact on the market price of the shares as follows. (The calculation of the impact below is based on the assumption that the offering newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will occur prior to the allocation of the warrants (JCKH-W3) the shareholders are fully exercise their rights to subscribe the newly issued ordinary shares). Price Dilution = (Po – PE) / Po Whereas; PE = The share price after the offering of the Convertible Debentures. PE = ((Po x Qo) + (Pe x Qe) + (P_{RO} x Q_{RO}) + + (P_{CD} x Q_{CD})) / (Qo + Qe + Q_{RO} + Q_{CD}) Po = The existing share price, which equals to 0.07 Baht per share by calculated based on the weighted average price of shares of the Company trading on the Stock Exchange of Thailand (SET) for not less than 15 consecutive business days prior the board of director has the resolution to purpose to the Extraordinary General Meeting No. 1/2025 to consider and approve the issuance of newly issued ordinary shares between 25 September 2025 to 16 October 2025.

Topic	Details
	Pe = the exercise price for purchasing ordinary shares under the warrants (JCKH-W3) at 0.03 Baht per share. P_{RO} = the offering price for the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Right offering) at 0.03 Baht per share. P_{CD} = the conversion price of the convertible debentures, at 90% of the market price, assumed to be equal to Po which is 0.07 Baht per share. Qo = The existing number of shares, which equals 14,332,170 shares. Qe = The amount of newly issued ordinary shares accommodated for the exercise of rights to purchase ordinary shares under the warrants (JCKH-W3) at the amount of 286,643,400 shares. Q_{RO} = The number of newly ordinary shares increased from offering the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), at the amount of 788,269,350 shares. Q_{CD} = the number of shares resulting from the conversion of Convertible Debentures, the number of shares allocated to accommodate for the conversion at the amount of 5,045,076 shares which calculated from (1) Convertible Debenture no. 1/2024 in the amount of 4,924,095 shares and (2) Convertible Debenture no. 1/2021 in the amount of 120,981 shares Therefore PE = ((0.07 x 14,332,170) + (0.03 x 286,643,400) + (0.13 x 788,269,350) + (0.07 x 5,045,076)) / (14,332,170 + 286,643,400 + 788,269,350 + 5,045,076) PE = 0.10 Baht per share. Price Dilution = (Po – PE) / Po) = (0.07 – 0.10) / 0.07 = -42.86% In the event that the warrants (JCKH-W3) are fully exercised and converted into the Company's ordinary shares, will be effect to the market price of the shares by -42.86% , which represents the maximum possible from the issuance and offering of the warrants by the Company. Including the exercise fully of conversion rights of the Company's Convertible Debentures. **3. <u>Earnings per Share Dilution : EPS Dilution</u>** Cannot be calculated Earnings per Share Dilution due to the Company's operating loss in the year 2024.

Topic	Details
	Moreover, the number of paid-up shares is the number of shares is the result after change in par value from 3.75 Baht per share to 150.00 Baht per share.
Event to issue new shares to accommodate the adjustment of rights	When there is an adjustment of rights to the Exercise Price and Exercise Ratio pursuant to the conditions of the adjustment of rights stipulated in the Terms and Conditions, which is the event as stated in Clause 11(4)(b) pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of the newly issued shares, Warrants, and Underlying Shares dated 15 December 2008 (as amended).
Rights Adjustment of the Warrants	The Company will be required to adjust the Exercise Price and/or Exercise Ratio upon the occurrence of any of the following events; (a) In case of a change in par value of the Company's ordinary shares as a result of a combination or split of shares. (b) In case of the Company offers new allotment of ordinary shares to the existing shareholders and/or the general public and/or private placement at the net price per share of the newly issued ordinary share is lower than 90 percent of the market price per share of the Company's ordinary shares (c) In case the Company issues any newly issued securities to existing shareholders and/or the general public and/or private placement and such securities confer the right of conversion into ordinary shares or the right to purchase the ordinary shares (such as convertible debentures or warrants representing rights to purchase the ordinary shares) at the net price per new ordinary shares below 90 percent of the market price per share of the Company's ordinary shares. (d) When the Company distributes all or part of the dividends in the form of newly issued ordinary shares to the shareholders. (e) When the Company makes dividend payment in cash with the amount exceeding 80 percent of the Company's net profit after deduction of the legal reserve and other reserves in accordance with the Company's Articles of Association (from the separated financial statement), for operations in any accounting period, whether it is dividend payment on operating results or retained earnings for the Company's separate financial statements, during the maturity period of the Warrants. (f) In the event of any occurrence that causes a Warrant holders to lose rights and benefits that they would otherwise have received upon exercising the Warrants, resulting in a reduction of such rights and benefits, and where such occurrence is not specified in clauses (a) to (e), the Company will consider to determine the adjustment of the new Exercise Price and Exercise Ratio (or adjust the number of the Warrants units instead of the Exercise Ratio) in good faith. In this regard, the definitions, rights adjustment formula, as well as other details shall be in accordance with the Terms and Conditions of the Issuer and Holders of Warrants to Purchase Ordinary Shares of the Company

Topic	Details
	In this regard, the Board of Directors and/or the Executive Committee of the Company and/or Chief Executive Officer or any person designated by Board of Directors and/or Executive Committee and/or Chief Executive Officer of the Company shall determine other conditions and details related to the amendment and adjustment of Exercise Price and Exercise Ratio.
Objectives of issuing warrants and the benefits that the Company will receive from the allocation of newly issued ordinary shares	Objectives and plans including the benefits for utilizing capital from the capital increase to accommodate the issuance and allocation of Warrant: 1. To repay the Company's debt, which help company maintain its ability to comply its financial obligations, for instance, debt payments and interest incurred from business operations. This increases the ability to expand additional investment, which will result in the Company's operations probable to grow in the future. 2. To support the expansion of investments for the future business expansion of the Company and its subsidiaries, which may include investments in new businesses with potential and favorable returns. 3. To use as working capital for the Company, which enhance liquidity in the Company received from the fundraising and increase strengthen the Company's financial position and increase its flexibility of capital structure, including, the Company will have sufficient capital for the Company's business operations and/or the Company's future business expansion. This will enable the Company to create a stable and sustainable income base in both the short and long term. 4. The Company wishes to provide a return to its shareholders who subscribe for and are allocated the warrants. Therefore, the Company is issuing and allocating these warrants to its shareholders. The shareholders who are allocated the warrants will be entitled to exercise their rights to purchase the Company's newly issued ordinary shares when the exercise period becomes due or to receive a return from the warrants traded on the Stock Exchange of Thailand.
Benefits shareholders will receive from the capital increase	**Dividend Payment Policy** If the shareholders who have been allocated warrants has exercised the right to purchase ordinary shares, such act will bring in working capital to the Company. In addition, the Company will use the money for investment. This will help increase revenue and profits for the Company in the future. In this regard, if the Company business profits, shareholders will receive dividends according to the dividend payment policy. The Company has a dividend policy to pay not less than 40 percent of net profit after tax and after legal reserves. However, the dividend payment may be subject to change based on investment plans, liquidity, needs, and other appropriateness in the future. The resolution of the Board of Directors approving the dividend payment must be presented for approval at the shareholders' meeting, except for interim dividends, which the Board of Directors has the

Topic	Details
	authority to approve. The interim dividend will be reported to the shareholders at the next meeting **Rights of Shareholders** Warrant holders that have exercised the right to purchase the Company's newly issued ordinary shares will have the status of a shareholder of the Company only when the registrar of the Company has registered the name of the warrant holder as a shareholder in the Company's share register book and the Company has registered the change of paid-up capital with the Department of Business Development. This includes the right to attend the shareholders' meeting and the right to be allocated to existing shareholders (Right Offering) in addition to receiving dividends. However, it is as the Company's management deems appropriate.
Other Conditions	the Board of Directors and/or the Executive Committee of the Company and/or Chief Executive Officer or any person designated by Board of Directors and/or Executive Committee and/or Chief Executive Officer of the Company shall have the authority to set and change the rules, conditions, and necessary details related to the issuance of JCKH-W3 in all respects as deemed appropriate and under the scope of law, for instance, the allocation and issuance date of Warrant, as well as having the authority to perform any other acts necessary and appropriate for the issuance and allocation of the Warrant in all respects, including but not limited to, contact, prepare or deliver any documents required or related to the issuance and allocation of the Warrant and the listing of the Warrant as listed securities on the Securities Exchange of Thailand, as well as applying for permission to the relevant authorities and appointing subcontractors, etc.
Board of Directors' Opinions	
Reason, necessity, and suitability for the capital increase by issuing and allocating warrants	The Board of Directors is of the opinion that, given the current economic situation both domestically and internationally, which continues to experience increasing volatility, together with the intensifying competition in the food industry, the Company has adopted a policy to maintain its market share and enhance its competitiveness. The issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), together with the allocation of newly issued ordinary shares to accommodate the exercise of the JCKH-W3 warrants, will enable the Company to raise the required funds in a timely manner in line with its intended funding objectives. This will strengthen the Company's financial position and readiness for business operations. The proceeds from the capital increase will be used as working capital to support the Company's ongoing operations and/or to repay existing debts previously used to finance its operations and/or to support future business expansion. These actions are expected to improve the Company's revenue and operating performance, thereby providing long-term returns to its shareholders, as detailed in the Capital Increase Report Form (F53-4) (**Attachment 2**). If the

Topic	Details
	transaction is successfully completed, it will enhance the Company's liquidity and enable it to maintain its ability to meet financial obligations, such as repayment of debts and interest arising from normal business operations. This will also increase the Company's capacity for additional investments, which is expected to drive future business growth. In this regard, in the event that the Company has issued the Warrant and the Warrant Holders have not fully exercised their rights under the Warrant, the Company expects that the Company's operations in the future should have sufficient cash flow. In addition, if necessary, the Company may offer new ordinary shares to shareholders or private placement, which is another option. The Company will consider the appropriateness at that time to make a decision again.
Possibility of the plan for utilizing funds	The Board of Directors is of the opinion that the capital increase and the allocation of the newly issued ordinary shares represent an appropriate alternative for the Company's fund-raising. This method provides flexibility and expedites the capital-raising process. The Company expects to proceed with the issuance and offering of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Rights Offering), as well as the allocation of newly issued ordinary shares to accommodate the exercise of the warrants to purchase the Company's ordinary shares, Series JCKH-W3. The proceeds from the capital increase will be utilized for the purposes as specified in the Capital Increase Report Form (Form F53-4) (**Attachment 2**).
Expected impacts on the Company's business operations as well as the Company's financial position and operating results due to the capital increase	The Board of Directors has further considered and views that the issuance and offering of the newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Rights Offering) and the allocation of the newly issued ordinary shares to accommodate the exercise of the JCKH-W3 warrants will strengthen and enhance the Company's financial stability. This capital increase will provide opportunities for future business expansion and serve as a financial reserve for working capital to support the Company's current operations and the development of new business initiatives with growth potential. However, in the event that the capital-raising plan is not successful, the Company may face liquidity constraints, which could disrupt its business operations and limit its ability to respond to emergency situations or potential business opportunities. To ensure the success of the capital utilization plan, the Company may consider other sources of funding, such as borrowing from investors or financial institutions and/or issuing other financial instruments as deemed appropriate by the Board of Directors. Following the completion of the Rights Offering and the issuance and offering of the JCKH-W3 warrants, the Company is expected to have a more stable and solid financial position, with a reduced debt-to-equity ratio (D/E Ratio), reflecting an improvement in the Company's capital structure stability.

Topic	Details
Directors' Testimonials	In the case that the directors of the Company fail to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535. If the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 and as amended).

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

Yours Sincerely,

JCK Hospitality Public Company Limited

(Dr. Apichai Taechasirithiwapakdi)

Chairman

(F53-4)

Capital Increase Report Form
JCK Hospitality Public Company Limited
17 October 2025

JCK Hospitality Public Company Limited (the "**Company**") hereby report on the resolutions of Board of Directors' Meeting No. 6/2025 (the "**Meeting**") held on 17 October 2025 relating to change in par value, increase of registered capital and allocation of newly issued ordinary shares as follows:

1. The change in par value, the increase of registered capital

1.1 The change in par value

The Borad of Directors' meeting had resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the change in a par value of the shares of the Company by combining shares from a par value of 3.75 Baht per share to a par value of 150.00 Baht per share, resulting in a decrease in the number of shares of the Company by 755,712,594 shares, from the existing amount at 775,089,840 shares, with a par value of 3.75 Baht per share to 19,377,246 shares, with a par value of 150.00 Baht per share. This change in the par value of shares of the Company will impact the number of shares held by each shareholder to decrease at a ratio of 40 existing ordinary shares to 1 new ordinary share.

1.2 The increase of registered capital

The Borad of Directors' meeting had resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the increase of registered capital of the Company at the amount of 161,236,912,500 Baht from the existing registered capital of 2,906,586,900 Baht to the new registered capital of 164,143,499,400 Baht by issuing newly issued ordinary shares at the amount not exceeding 1,074,912,750 shares (the number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 150.00 Baht per share, details are as follows:

(1) To accommodate the allocation of newly issued ordinary shares to offer to the existing shareholders in proportion to their shareholding (Right Offering) at the amount not exceeding 788,269,350 shares with a par value of 150.00 Baht per share.

(2) To accommodate the exercise of warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) issued and offered to the existing shareholders in proportion to their shareholding at the amount not exceeding 286,643,400 shares with a par value of 150.00 Baht per share.

This capital increase will be conducted in the following manner:

Capital Increase	Type of securities	Number of Shares (Shares)	Par Value (Baht per Share)	Total Value (Baht)
☑ Specifying the purpose of utilizing the capital	Ordinary shares Preferred Shares	1,074,912,750 -	150.00 -	161,236,912,500
☐ General Mandate	Ordinary shares Preferred Shares	- -	- -	- -

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item No. 2.2
- General Mandate: please fill in only items No.2.2, No.3, and No.4

2. The allocation of newly issued shares

2.1 Specifying the purpose of utilizing the capital

Allocated to	Number of Shares	Ratio (Original : New)	Selling Price (Baht per Share)	Date and Time of Subscription and Payment for Shares	Remark
(1) To accommodate the offering newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering)	Not exceeding 788,269,350 shares	1 existing ordinary share per 55 newly issued ordinary shares	0.13	The subscription period shall be during 15–19 December 2025 (a total of 5 business days)	Please consider the remarks below and Attachment 3
(2) To accommodate the exercise of Warrants JCKH-W3	Not exceeding 286,643,400 shares	55 existing ordinary shares per 20 newly issued ordinary shares	Free-of-charge (Zero Baht)	The Company will determine the issuance date later	Please consider the remarks below and Attachment 1
total	Not exceeding 1,074,912,750 shares				

Remarks:

1. The meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No. 3 (“**JCKH-W3**” or “**Warrant**”) not exceeding 286,643,400 units which the number of newly issued ordinary shares allocated to accommodate the exercise of JCKH-W3 shall not exceeding 286,643,400 shares (the number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares) with a par value of 150.00 Baht per share, to allocate to existing shareholders who subscribed and had been allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) (“RO”) (which will be proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 55 newly issued ordinary shares to 20 Warrant unit (if there are fractional shares remain from the calculation, such fractions shall be discarded). Such warrant has a term of 1 year after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.03 Baht per share (except for the adjustment of rights).

   In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the exercise price of the JCKH-W3 lower than a par value, however the exercise price of JCKH-W3 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

   In this regard, the Company will determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company

No. 3 (JCKH-W3) in a single occasion for all rights offerings (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025) in every occasion (if any) (the "**Record Date for RO**") and the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) shall be 26 November 2025 and the subscription period for the newly issued ordinary shares of the Company shall be 15-19 December 2025 (total 5 business days). However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 3.75 Baht per share to 150.00 Baht per share.

Please consider the Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) which is allocated to existing shareholders who subscribed and have been allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) **(Attachment 1)**.

2. The Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 788,269,350 shares (the number of newly issued ordinary shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 150.00 Baht per share, to offer to the existing shareholders in proportion to their shareholding (Right Offering), whether once or several times, at the allocation rate of 1 existing ordinary share to 55 newly issued ordinary shares. If there are fractional shares as a result from the calculation, such fractions shall be discarded. The offering price for the newly issued ordinary shares is set at 0.17 Baht per share.

   In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the offering price of newly issued ordinary shares lower than the par value of the Company. The offering price of the newly issued ordinary shares of the Company must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

   This issuance and offering of newly issued ordinary shares to existing shareholders of the Company, in this instance, will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be discarded. However, the existing shareholders have no right to oversubscribe for newly issued ordinary shares in excess of their rights. The allocation of the newly issued ordinary shares, whether in once or several times, shall not affect the proportion of shareholding distribution among minority shareholders.

   In this regard, the allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders who subscribed to hold the Company's shares in a manner that is within the scope of making a tender offer for all of the Company's securities (Tender Offer) according to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (and its amendments) or violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49 percent of the total number of issued shares of the Company.

   In the event that there remain any unsubscribed newly issued ordinary shares after the initial allocation to the existing shareholders in proportion to their shareholding, the Company may consider setting a new subscription period to offer such remaining shares to the existing shareholders in proportion to their shareholding in subsequent offerings (whether once or several times). In any case, no existing shareholder shall be entitled to subscribe for shares in excess of their entitlement. Alternatively, the Company may propose to the shareholders' meeting to consider and approve a reduction of the Company's registered capital by cancelling the remaining unsubscribed newly issued ordinary shares.

   In this regard, the Company will determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) in a single occasion for all rights offerings (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025) in every occasion (if any) and the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) shall be 26 November 2025 and the subscription period for the newly issued ordinary shares of the Company shall be 15-19 December 2025 (total 5 business days). However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 3.75 Baht per share to 150.00 Baht per share.

3. The Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the allocation of newly issued ordinary shares at the amount not exceeding 286,643,400[1] shares (the number of newly issued ordinary shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 150.00 Baht per share, to accommodate the exercise of rights of the Warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 55 newly issued ordinary shares to 20 Warrant unit (if there are fractions resulting from the calculation of such allocation, discarded them). Such warrant has a term of 1 year after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.04 Baht per share (except for the adjustment of rights).

   In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the exercise price of the JCKH-W3 lower than a par value, however the exercise price of JCKH-W3 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

   Moreover, the Company will determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) in a single occasion for all rights offerings (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025) in every occasion (if any) and the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) shall be 26 November 2025 and the subscription period for the newly issued ordinary shares of the Company shall be 15-19 December 2025 (total 5 business days). However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 3.75 Baht per share to 150.00 Baht per share.

   Details of the increase in registered capital of the Company, including the allocation of newly issued ordinary shares of the Company are shown in the Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) which is allocated to Existing Shareholders who subscribed and had been allocated Newly Issued Ordinary Shares issued and offered to Existing Shareholders in Proportion to their Shareholding (Right Offering) (**Attachment 1**) and Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholding (Right Offering) and the Issuance and Allocation of Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) (**Attachment 3**).

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[1] the number of newly issued ordinary shares allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) at the amount of 286,643,400 shares combined with the total number of newly issued ordinary shares allocated to accommodate the exercise of all convertible securities of the Company, namely (1) the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2024 which held on 27 December 2024 (EGM 1/2024) in the amount of 4,924,095 shares and (2) the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2021 which held on 15 June 2021 (EGM 1/2021) in the amount of 120,981 shares, which results in the total amount of 291,688,476 shares, representing 36.34 percent of the total number of shares sold of the Company (in this regard, the total number of issued shares is calculated together with the number of newly issued ordinary shares allocated for offering to the existing shareholders in proportion to their shareholding, proposed to this shareholders' meeting for approval), which not exceed 50 percent of the total number of shares sold of the Company.

2.1.1 Company Procedures in the case of fractional shares

In the event that there are fractions of shares from the allocation of newly issued ordinary shares to existing shareholders in proportion to the shareholding and/or the allocation of Warrants JCKH-W3. The Company will disregard the whole fraction of shares.

2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital[1/]	Remarks
Existing Shareholders	Ordinary Preferred	- -	- -	- -
To accommodate the conversion/exercise of the transferable warrants to purchase newly issued shares	Ordinary Preferred	- -	- -	- -
Public Offering	Ordinary Preferred	- -	- -	- -
Private Placement	Ordinary Preferred	- -	- -	- -

[1/] The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate

3. Schedule for the Shareholders' Meeting to Approve the Capital Increase and Allocation of Newly Issued Shares

Schedule the Extraordinary General Meeting of Shareholders No. 1/2025 on 17 November 2025 at 14.00 hrs. via electronic media in accordance with the Royal Decree on Electronic Meetings B.E. 2563 (2020) and Notification of the Ministry of Digital Economy and Society Re: Standards for Security Measures of Electronic Meetings B.E. 2563 (2020) to consider the following agendas:

☑ The record date to determine the list of shareholders entitled to attend the shareholders' meeting shall be on 31 October 2025

☐ The share register shall be closed to suspend any share transfer for the right to attend the shareholders' meeting from................................until such meeting is adjourned.

4 Approval for capital increase/newly issued share allocation from relevant governmental agencies and conditions of such approval

4.1 The Company must obtain approval from the shareholders' meeting to proceed the change in a par value of shares, increase registered capital as well as approve other related matters;

4.2 The Company shall register the change in a par value of the shares, increase of registered capital and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date that the Extraordinary General Meeting of Shareholders No. 1/2025 resolved to approve.

4.3 The Company will apply for permission from the Stock Exchange of Thailand to bring the following securities Listed on the Stock Exchange of Thailand according to relevant regulations and rules

4.3.1 Newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding, (according to Table 2.1 (1))

4.3.2 Newly issued ordinary shares issued to accommodate the issuance and allocation of Warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) to existing shareholders who subscribed and had been allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) (according to Table 2.1 (2))

5 Objectives of capital increase and plans for utilizing additional capital

In the event that all newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering) are fully subscribed, and the JCKH-W3 warrants allocated to existing shareholders who subscribed and had been allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) are fully subscribed. The Company will be able to raise funds from the issuance and offering to existing shareholders in the proportion of shareholding (Right Offering) of approximately 100 million Baht and from the exercise of JCKH-W3 warrants in the amount of approximately 12 million Baht. The total amount is about 112 million Baht. The Company's objectives and plans for the use of such funds are as follows:

Objective	Estimated amount used (Millon Baht)	Period of utilization	Source of funds
1. To repay the Company's outstanding debts, including outstanding trade creditors.	Approximately 60 million Baht	Within March 2026	- From the issuance and offering RO in the amount not exceeding 60 million Baht
2. To be used as working capital in the Company and enhance liquidity to the Company	Approximately 10 million Baht	Within June 2026	- From the issuance and offering RO in the amount not exceeding 10 million Baht
3. To support the expansion of investments for the Company's and its subsidiaries future business growth, which may include investments in new potential businesses such as information technology and renewable energy businesses.	Approximately 42 million Baht	Within March 2026	- From the issuance and offering RO in the amount not exceeding 30 million Baht - From the exercise of JCKH-W3 warrants in the amount not exceeding 12 million Baht
Total Approximately	**Approximately 112 million Baht**		

Remarks:

- The Company expects to utilize the proceeds within 2025 - mid year 2026, upon receiving approval from the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025.
- The investment amount and the period for utilizing the aforementioned funds are initial estimates and subject to uncertainty, including the use of the funds may change but will remain aligned with the aforementioned objectives. This is dependent upon the amount of capital the company is able to raise in the future, as well as the specific conditions, details, and necessities of each situation, which may also vary over time.

6 Benefits that the Company will receive from the capital increase/newly issued share allocation

6.1 The Company will have greater liquidity from the working capital received from the capital increase, which will strengthen its financial position for business operations and ensure sufficient funds for the Company's business operations and future expansion.

6.2 To enhance the Company's readiness for business operations, increase the flexibility of its capital structure, and ensure sufficient funds for its current and future business operations, including future business expansion, which will enable the Company to establish a stable and sustainable revenue base in both the short and long term.

6.3 The Company will be able to strengthen and stabilize its financial position through the improvement of its capital base derived from operations in its core business, related businesses, and business extensions.

6.4 To enable the Company to maintain its ability to meet financial obligations, such as the repayment of debts and interest incurred in the ordinary course of business, thereby enhancing its capacity for further investments, which is expected to support the Company's future business growth.

7 Benefits that the Shareholders will receive from the capital increase/newly issued share allocation

7.1 The funds raised from the issuance and offering to offer to existing shareholders in proportion to their shareholding (Right Offering) and to exercise of Warrants JCKH-W3 to purchase ordinary shares in this time will strengthen and enhance the Company's financial stability, increase opportunities for future growth, and serve as a reserve fund to be used as working capital to support the Company's operations and business expansion with growth potential. In the event that such capital raising is unsuccessful, the Company may lose significant business opportunities, resulting in the failure to achieve its business objectives. However, to ensure the success of the funding plan, the Company may consider obtaining additional funding from other sources, such as borrowing from investors or financial institutions and/or issuing other financial instruments, as deemed appropriate by the Board of Directors. Moreover, if the Company achieves favorable operating results, shareholders will receive dividends in accordance with the Company's dividend policy.

7.2 Company's Dividend Payment Policy

If the shareholders who are allocated the Warrants exercise their rights to purchase the Company's ordinary shares, additional working capital will be generated for the Company. The Company will also utilize such proceeds for investment purposes, which will help enhance its revenue and profitability in the future. In the event that the Company achieves favorable performance, shareholders will receive dividend payments in accordance with the Company's dividend policy.

The Company has the policy to pay dividend at the rate of not less than 40% of the net profit after deduction of corporate income tax and legal reserves as required by law. However, such dividend payments may be subject to change depending on the investment plan, liquidity, necessity, and other future considerations as appropriate. Any resolution of the Board of Directors approving the dividend payment must be proposed to the shareholders' meeting for approval, except for interim dividends, which the Board of Directors has the authority to approve and must report to the next shareholders' meeting.

7.3 Shareholders' Rights

Subscribers of the newly issued ordinary shares and holders of Warrants who have exercised their rights to convert such Warrants into ordinary shares will be regarded as shareholders of the Company once the Company's share registrar has recorded their names in the shareholders' register book and the Company has completed the registration of the paid-up capital increase with the Department of Business Development, Ministry of Commerce. Such rights include the entitlement to attend shareholders' meetings and to receive dividends.

8 Other details necessary for shareholders' decision making in the approval of the capital increase/newly issued share allocation

Any other necessary details for shareholders to make an informed decision on approving the capital increase/allocation of newly issued shares can be found in the Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) which is allocated to Existing Shareholders who subscribed and had been allocated Newly Issued Ordinary Shares issued and offered to Existing Shareholders in Proportion to their Shareholding (Right Offering) (**Attachment 1**) and Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholding (Right Offering) and the Issuance and Allocation of Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) (**Attachment 3**).

9 Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/newly issued share allocation

No.	Procedures of the Capital Increase	Date/Month/Year
1	Board of Directors' Meeting No. 6/2025	17 October 2025
2	Date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Record Date)	31 October 2025
3	The Extraordinary General Meeting of Shareholders No. 1/2025	17 November 2025
4	Registration of the change in a par value (by combining share values of the Company), increase of registered capital and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 1/2025 approve
5	Date to determine the list of shareholders entitled to allocate of newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (RO)	26 November 2025

No.	Procedures of the Capital Increase	Date/Month/Year
	including, date to determine the list of shareholders entitled to allocate of warrant JCKH-W3 who subscribe the rights offering shares RO (Record date)	
6	The subscription date and payment date for the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Right Offering)	During 15–19 December 2025 (a total of 5 business days)
7	The issuance date of the Warrant to purchase ordinary shares of the Company No. 3 (JCKH-W3)	To be determined later
8	The due date for receiving payment for fractional shares resulting from the change in par value of the shares	Within 1 months from the date of registration the change in par value to the Department of Business Development, Ministry of Commerce
9	Registration of the increase of paid-up capital with the Department of Business Development, Ministry of Commerce and the listing of newly issued shares as a listed securities on the Stock Exchange of Thailand	After each allocation of newly issued shares / the exercise of rights under the warrant to purchase the company's ordinary shares.

Remark : The procedures and timeline for implementation are subject to change based on operational circumstances and appropriateness, subject to the provisions of the law.

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

Yours Sincerely,
JCK Hospitality Public Company Limited

(Dr. Apichai Taechasirithiwapakdi)
Authorized Director

(Mr. Wimon Detchkul)
Authorized Director

Information Memorandum Re: Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholding (Right Offering) and the Issuance and Allocation of Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3)

As the Board of Directors' Meeting of JCK Hospitality Public Company Limited (the "**Company**") No. 6/2025 on 17 October 2025, resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2025 on 17 November 2025, to consider and approve the increase of registered capital of the Company at the amount of 161,236,912,500 Baht from the existing registered capital of 2,906,586,900 Baht to the new registered capital of 164,143,499,400 Baht by issuing newly issued ordinary shares at the amount not exceeding 1,074,912,750 shares (the number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 150.00 Baht per share, details are as follows: (The details regarding the increase of registered capital of the Company are provided in the Capital Increase Report Form (F53-4) (**Attachment 2**))

(1) To accommodate the allocation of newly issued ordinary shares to offer to the existing shareholders in proportion to their shareholding (Right Offering) at the amount not exceeding 788,269,350 shares with a par value of 150.00 Baht per share.

(2) To accommodate the exercise of warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) issued and offered to the existing shareholders in proportion to their shareholding at the amount not exceeding 286,643,400 shares with a par value of 150.00 Baht per share.

In this regard, the Company has prepared this information memorandum with details as follows:

1. Offering Details

1.1 Allocation of Newly Issued Ordinary Shares to Offer to Existing Shareholders in Proportion to Their Shareholding (Right Offering)

allocate the newly issued ordinary shares, whether once or several times, at the amount not exceeding 788,269,350 shares (the number of newly issued ordinary shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 150.00 Baht per share, to offer to the existing shareholders in proportion to their shareholding (Right Offering), whether once or several times, at the allocation rate of 1 existing ordinary share to 55 newly issued ordinary shares. If there are fractional shares as a result from the calculation, such fractions shall be discarded. The offering price for the newly issued ordinary shares is set at 0.13 Baht per share.

In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the offering price of newly issued ordinary shares lower than the par value of the Company. The offering price of the newly issued ordinary shares of the Company must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company, in this instance, will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be discarded. However, the existing shareholders have no right to oversubscribe for newly issued ordinary shares in excess of their rights. The allocation of the newly issued ordinary shares, whether in one or several rounds, shall not affect the proportion of shareholding distribution among minority shareholders.

In this regard, the allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders who subscribed to hold the Company's shares in a manner that is within the scope of making a tender offer for all of the Company's securities (Tender Offer) according to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (and its amendments) or violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49 percent of the total number of issued shares of the Company.

In the event that there remain any unsubscribed newly issued ordinary shares after the initial allocation to the existing shareholders in proportion to their shareholding, the Company may consider setting a new subscription period to offer such remaining shares to the existing shareholders in proportion to their shareholding in subsequent offerings (whether once or several times). In any case, no existing shareholder shall be entitled to subscribe for shares in excess of their entitlement. Alternatively, the Company may propose to the shareholders' meeting to consider and approve a reduction of the Company's registered capital by cancelling the remaining unsubscribed newly issued ordinary shares.

In this regard, the Company will determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) in a single occasion for all rights offerings (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025) in every occasion (if any) (the "Record Date for RO") and the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) shall be 26 November 2025 and the subscription period for the newly issued ordinary shares of the Company shall be 15-19 December 2025 (total 5 business days). However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 3.75 Baht per share to 150.00 Baht per share.

Including, the Board of Directors' meeting approved to proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization to the Board of Directors and/or the Executive Committee and/or Chief Executive Officer and/or the authorized directors or any person assigned by the Board of Directors or Executive Committee or the Chief Executive Officer or the authorized directors to consider and determine the conditions, determine offering price, and determine details of any actions relevant to the allocation of the newly issued ordinary share, such as, the determining the date for subscription and payment of capital increase shares, including to change or add details in the allocation, and to determine other details related to the allocation of such newly issued ordinary shares as deemed appropriate for the utmost benefit of the Company, which shall not be contrary or inconsistent with the law and/or rules or regulations related to the Securities and Exchange Commission, SET, and/or other relevant agencies. Such authorizations include but is not limited to the following:

(a) Determination or amendment of conditions and details regarding the allocation of the newly issued ordinary shares, which includes but is not limited to, the offering period, subscription, share payment, offering method, offering ratio, offering price, to determine and/or amend the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares to be offered to existing shareholders in proportion to their shareholding (Right Offering) (Record Date), including the subscription and payment dates for such newly issued ordinary shares, as well as, any conditions and details relevant to the allocation and offering of newly issued ordinary shares;

(b) Signing the application, notice, and other instrument or relevant documents concerning the capital increase and the allocation of newly issued ordinary shares of the Company, including the certification of relevant documents, in conjunction with communication and/or receiving the documents from the officer or agent of the relevant authority along with listing the newly issued ordinary share of the Company as listed securities on the SET at that time.

(c) Proceed with any other necessary, relevant, and/or related actions concerning the capital increase and allocation of newly issued ordinary shares of the Company in compliance with applicable laws and/or relevant regulations.

1.2 <u>Allocate Newly Issued Ordinary Shares to Accommodate to exercise of Warrant JCKH-W3</u>

Allocate of newly issued ordinary shares at the amount not exceeding 286,643,400[1] shares (the number of newly issued ordinary shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 150.00 Baht per share, to accommodate the exercise of rights of the Warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 55 newly issued ordinary shares to 20 Warrant unit (if there are fractions resulting from the calculation of such allocation, discarded them). Such warrant has a term of 1 year after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.03 Baht per share (except for the adjustment of rights).

In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the exercise price of the JCKH-W3 lower than a par value, however the exercise price of JCKH-W3 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

In this regard, the Company will determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) in <u>a single occasion</u> for all rights offerings (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025) in every occasion (if any) (the "**Record Date for RO**") and the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 3 (JCKH-W3) shall be 26 November 2025 and the subscription period for the newly issued ordinary shares of the Company shall be 15-19 December 2025 (total 5 business days). However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 3.75 Baht per share to 150.00 Baht per share.

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[1] the number of newly issued ordinary shares allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 3 (JCKH-W3) at the amount of 286,643,400 shares combined with the total number of newly issued ordinary shares allocated to accommodate the exercise of all convertible securities of the Company, namely (1) the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2024 which held on 27 December 2024 (EGM 1/2024) in the amount of 4,924,095 shares and (2) the convertible debentures which issued and allocated to the specific investor (Private Placement) pursuant to the resolution of EGM 1/2021 which held on 15 June 2021 (EGM 1/2021) in the amount of 120,981 shares, which results in the total amount of 291,688,476 shares, representing 36.34 percent of the total number of shares sold of the Company (in this regard, the total number of issued shares is calculated together with the number of newly issued ordinary shares allocated for offering to the existing shareholders in proportion to their shareholding, proposed to this shareholders' meeting for approval), which not exceed 50 percent of the total number of shares sold of the Company.

Details of the increase in registered capital of the Company, including the allocation of newly issued ordinary shares of the Company are shown in the Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (JCKH-W3) which is allocated to Existing Shareholders who subscribed and had been allocated Newly Issued Ordinary Shares issued and offered to Existing Shareholders in Proportion to their Shareholding (Right Offering) (**Attachment 1**), Capital Increase Report Form (F53-4) (**Attachment 2**).

2. Objectives of the share issuance and plans to utilize the funds received

In the event that all newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering) are fully subscribed, and the JCKH-W3 warrants allocated to existing shareholders who subscribed and had been allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) are fully subscribed. The Company will be able to raise funds from the issuance and offering to existing shareholders in the proportion of shareholding (Right Offering) of approximately 100 million Baht and from the exercise of JCKH-W3 warrants in the amount of approximately 12 million Baht. The total amount is about 112 million Baht. The Company's objectives and plans for the use of such funds are as follows:

Objective	Estimated amount used (Millon Baht)	Period of utilization	Source of funds
1. To repay the Company's outstanding debts, including outstanding trade creditors.	Approximately 60 million Baht	Within March 2026	- From the issuance and offering RO in the amount not exceeding 60 million Baht
2. To be used as working capital in the Company and enhance liquidity to the Company	Approximately 10 million Baht	Within June 2026	- From the issuance and offering RO in the amount not exceeding 10 million Baht
3. To support the expansion of investments for the Company's and its subsidiaries future business growth, which may include investments in new potential businesses such as information technology and renewable energy businesses.	Approximately 42 million Baht	Within March 2026	- From the issuance and offering RO in the amount not exceeding 30 million Baht - From the exercise of JCKH-W3 warrants in the amount not exceeding 12 million Baht
Total Approximately	**Approximately 112 million Baht**		

Remarks:

- The Company expects to utilize the proceeds within 2025 - mid year 2026, upon receiving approval from the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025.
- The investment amount and the period for utilizing the aforementioned funds are initial estimates and subject to uncertainty, including the use of the funds may change but will remain aligned with the aforementioned objectives. This is dependent upon the amount of capital the company is able to raise in the future, as well as the specific conditions, details, and necessities of each situation, which may also vary over time.

3. Dilution Effect

The Company has issued and offered newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), together with warrants to purchase the Company's ordinary shares at the same time. However, the Company will separate dilution effect on shareholders as follows:

The calculation of dilution effect is based on the number of paid-up shares after the change in par value from Baht 3.75 per share to Baht 150.00 per share.

3.1 Control Dilution

In the event that the resolution has approved to issue and offer newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering)

In the event that the shareholders who received the warrants (JCKH-W3) exercise their rights to convert into ordinary shares in the full amount, there will be no effect on the voting rights of the Company's shareholders (Control Dilution). However, in the event that the shareholders who received the warrants (JCKH-W3) do not exercise their conversion rights and other shareholders are fully exercise their conversion rights, there will be a maximum impact on the voting rights of the Company's shareholders (Control Dilution) as follows. (The calculation of the impact below is based on the assumption that the offering newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will occur prior to the allocation of the warrants (JCKH-W3) the shareholders are fully exercise their rights to subscribe the newly issued ordinary shares).

Control Dilution = $Qe / (Qo + Q_{RO} + Qe)$

= 286,643,400 / (14,332,170 + 788,269,350 + 286,643,400)

= 26.32%

Qo = The existing number of shares, which equals 14,332,170 shares.

Qe = The amount of newly issued ordinary shares accommodated for the exercise of rights to purchase ordinary shares under the warrants (JCKH-W3) at the amount of 286,643,400 shares.

Q_{RO} = The number of newly ordinary shares increased from offering the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), at the amount of 788,269,350 shares.

In the event that the resolution has approved to issue and offer newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), and issues and allocates the warrants to purchase ordinary shares No.3 (JCKH-W3), with the shareholder are fully exercising their rights and Convertible Debentures of the Company are fully converted.

In the event that the shareholders who received the warrants (JCKH-W3) exercise their rights to convert into ordinary shares in the full amount, there will be no effect on the voting rights of the Company's shareholders (Control Dilution). However, in the event that the shareholders who received the warrants (JCKH-W3) do not exercise their conversion rights and other shareholders are fully exercise their conversion rights, there will be a maximum impact on the voting rights of the Company's shareholders (Control Dilution) as follows. (The calculation of the impact below is based on the assumption that the offering newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will occur prior to the allocation of the warrants (JCKH-W3) the shareholders are fully exercise their rights to subscribe the newly issued ordinary shares).

Control Dilution = $Qe / (Qo + Qe + Q_{RO} + Q_{W4} + Q_{CD})$

= (286,643,400+5,045,076) / (14,332,170+788,269,350 + 286,643,400 + 5,045,076)

= 26.66%

Whereas;

Qo = The existing number of shares, which equals 14,332,170 shares.

Qe = The amount of newly issued ordinary shares accommodated for the exercise of rights to purchase ordinary shares under the warrants (JCKH-W3) at the amount of 286,643,400 shares.

Q_{RO} = The number of newly ordinary shares increased from offering the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), at the amount of 788,269,350 shares.

Q_{CD} = the number of shares resulting from the conversion of Convertible Debentures, the number of shares allocated to accommodate for the conversion at the amount of 5,045,076 shares which calculated from (1) Convertible Debenture no. 1/2024 in the amount of 4,924,095 shares and (2) Convertible Debenture no. 1/2021 in the amount of 120,981 shares.

3.2 <u>Price Dilution</u>

In the event that the resolution has approved to issue and offer newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering)

In the event that the shareholders who received the warrants (JCKH-W3) exercise their rights to convert into ordinary shares in the full amount, there will be no effect on the market price of the shares (Price Dilution). However, in the event that the shareholders who received the warrants (JCKH-W3) do not exercise their conversion rights and other shareholders are fully exercise their conversion rights, there will be a maximum impact on the market price of the shares as follows. (The calculation of the impact below is based on the assumption that the offering newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will occur prior to the allocation of the warrants (JCKH-W3) the shareholders are fully exercise their rights to subscribe the newly issued ordinary shares).

Price Dilution = (Po – PE) / Po

Whereas; PE = The share price after the offering of the Convertible Debentures.

PE = ((Po x Qo) + (Pe x Qe) + (P_{RO} x Q_{RO})) / (Qo + Qe + Q_{RO})

Po = The existing share price, which equals 0.07 Baht per share by calculated based on the weighted average price of shares of the Company trading on the Stock Exchange of Thailand (SET) for not less than 15 consecutive business days prior the board of director has the resolution to purpose to the Extraordinary General Meeting No. 1/2025 to consider and approve the issuance of newly issued ordinary shares between 25 September 2025 to 16 October 2025.

Pe = the exercise price for purchasing ordinary shares under the warrants (JCKH-W3) at 0.03 Baht per share.

P_{RO} = the offering price for the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Right offering) at 0.13 Baht per share.

Qo = The existing number of shares, which equals 14,332,170 shares.

Qe = The amount of newly issued ordinary shares accommodated for the exercise of rights to purchase ordinary shares under the warrants (JCKH-W3) at the amount of 286,643,400 shares.

Q_{RO} = The number of newly ordinary shares increased from offering the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), at the amount of 788,269,350 shares.

Therefore

PE = ((0.07 x 14,332,170) + (0.03 x 286,643,400) + (0.13 x 788,269,350)) / (14,332,170 + 286,643,400 + 788,269,350)

PE = 0.10 Baht per share.

Price Dilution = (Po – PE) / Po) = (0.07 – 0.10) / 0.07 = -42.86%

In the event that the warrants (JCKH-W3) are fully exercised and converted into the Company's ordinary shares, will be effect to the market price of the shares by -42.86%, which represents the maximum possible from the issuance and offering of the warrants by the Company.

In the event that the resolution has approved to issue and offer newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering) and issues and allocates the warrants to purchase ordinary shares No.3 (JCKH-W3), with the shareholder are fully exercising their rights, and issuance and offering the Convertible Debentures of the Company

In the event that the shareholders who received the warrants (JCKH-W3) exercise their rights to convert into ordinary shares in the full amount, there will be no effect on the market price of the shares (Price Dilution). However, in the event that the shareholders who received the warrants (JCKH-W3) do not exercise their conversion rights and other shareholders are fully exercise their conversion rights, there will be a maximum impact on the market price of the shares as follows. (The calculation of the impact below is based on the assumption that the offering newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will occur prior to the allocation of the warrants (JCKH-W3) the shareholders are fully exercise their rights to subscribe the newly issued ordinary shares).

Price Dilution = (Po – PE) / Po

Whereas; PE = The share price after the offering of the Convertible Debentures.

PE = ((Po x Qo) + (Pe x Qe) + (P_{RO} x Q_{RO}) + + (P_{CD} x Q_{CD})) / (Qo + Qe + Q_{RO} + Q_{CD})

Po = The existing share price, which equals to 0.07 Baht per share by calculated based on the weighted average price of shares of the Company trading on the Stock Exchange of Thailand (SET) for not less than 15 consecutive business days prior the board of director has the resolution to purpose to the Extraordinary General Meeting No. 1/2025 to consider and approve the issuance of newly issued ordinary shares between 25 September 2025 to 16 October 2025.

Pe = the exercise price for purchasing ordinary shares under the warrants (JCKH-W3) at 0.03 Baht per share.

P_{RO} = the offering price for the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Right offering) at 0.03 Baht per share.

P_{CD} = the conversion price of the convertible debentures, at 90% of the market price, assumed to be equal to Po which is 0.07 Baht per share.

Qo = The existing number of shares, which equals 14,332,170 shares.

Qe = The amount of newly issued ordinary shares accommodated for the exercise of rights to purchase ordinary shares under the warrants (JCKH-W3) at the amount of 286,643,400 shares.

Q_{RO} = The number of newly ordinary shares increased from offering the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), at the amount of 788,269,350 shares.

Q_{CD} = the number of shares resulting from the conversion of Convertible Debentures, the number of shares allocated to accommodate for the conversion at the amount of 5,045,076 shares which calculated from (1) Convertible Debenture no. 1/2024 in the amount of 4,924,095 shares and (2) Convertible Debenture no. 1/2021 in the amount of 120,981 shares

Therefore

PE = ((0.07 x 14,332,170) + (0.03 x 286,643,400) + (0.13 x 788,269,350) + (0.07 x 5,045,076)) / (14,332,170 + 286,643,400 + 788,269,350 + 5,045,076)

PE = 0.10 Baht per share.

Price Dilution = (Po – PE) / Po) = (0.07 – 0.10) / 0.07 = -42.86%

In the event that the warrants (JCKH-W3) are fully exercised and converted into the Company's ordinary shares, will be effect to the market price of the shares by -42.86%, which represents the maximum possible from the issuance and offering of the warrants by the Company. Including the exercise fully of conversion rights of the Company's Convertible Debentures.

3.3 Earnings per Share Dilution : EPS Dilution

Cannot be calculated Earnings per Share Dilution due to the Company's operating loss in the year 2024.

4. Board of Directors' Opinions

4.1 Reason and Necessity for the Capital Increase

The Board of Directors is of the opinion that the Company necessary to increase the registered capital to accommodate the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering) and to accommodate the issuance and offering of the warrants to purchase ordinary shares of the Company allocated to existing shareholders who subscribed and had been allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering), this is an alternative way for the Company to raise funds to provides flexibility and fast to raising funds, allowing the Company to respond promptly to changes in the stock market and the external environment. This will benefit the Company's business operations by enhancing financial liquidity and enabling investment expansion when necessary, and also helps to reduce the Company's financial costs for the proceeds from the capital increase are used to repay debts, Moreover, the Company's financial position will become more stable and stability, which will strengthen its overall financial. This will also allow the Company to restructure suitably its capital structure. In addition, the Company can utilize the funds raised to generate income through investments and business development, which is expected to provide returns for both the Company and its shareholders in the future. Furthermore, this capital raising will bring benefits to the Company and its shareholders.

In this regard, the Company will use the funds raised through such capital increase for the purposes specified in Clause 2 above.

4.2 Possibility of the plan for utilizing funds

The Company expects to proceed with the issuance and offering of newly issued shares to existing shareholders in proportion to their shareholdings (Right Offering), including receiving money from the offering of shares for the capital increase to be completed within 1 year from the date that the shareholders' meeting approved to issue and offer for sale the newly issued shares.

In this regard, the Company will use the funds raised through such capital increase for the purposes specified in Clause 2 above.

4.3 Reasonableness of the capital increase, plan for utilizing funds and projects to be implemented including the adequacy of funding sources in the event that all the proceeds from the capital increase does not cover the total budget required for the implementation of the project

The Board of Directors is of the opinion that the capital increase is reasonable in the Company's and shareholders' best interests. In addition, the proceeds from this capital increase will be sufficiently covered for use according to the above-mentioned capital increase plan. Therefore, the Company needs to raise additional funds to support its business plans, and the proceeds from this fundraising will be used for the purposes detailed in Clause 2 above.

4.4 Expected impact on the Company's business operations as well as the financial position and operating results of the Company due to the capital increase

The Board of Directors has considerate that this issuance and allocation of the Company's newly issued ordinary shares will increase the Company's financial strength. The Company is planning to use the capital increase proceeds for the purposes as detailed in Clause 2 above. This will enhancing the Company’s financial structure will improve financial flexibility and alleviate the Company’s debt obligations, including the Company has working capital to reserve for the Company's current business operations. Including readiness to invest in new potential businesses Therefore, the aforementioned capital increase will not have a negative impact on the Company's business operations, However, if the Company receives less funds than expected from the capital increase, the plan for using the funds received from the capital increase may change from those mentioned above.

5. Directors’ Testimonials

In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535

The Company hereby certify that the information contained in this information memorandum report is correct and complete in all respects.

Yours Sincerely,

JCK Hospitality Public Company Limited

(Dr. Apichai Taechasirithiwapakdi)

Authorized Director

(Mr. Wimon Detchkul)

Authorized Director