



No. CS./23 - 006

6 January 2023

Subject Notification of the Board of Directors' Meeting No. 1/2023 Resolution Re: the **Cancellation** of the Notification of the Board of Directors' Meeting No. 10/2022 Resolution Re: Entering into the Acquisition of Asset, which is a Connected Transaction, of the Company, the Issuance of Warrant to Purchase Ordinary Shares of the Company No. 2 (JCKH-W2) to Existing Shareholders of the Company who Subscribed and have been Allocated the Newly Issued Ordinary Shares which are Issued and Offered to Existing Shareholders in Proportion to their Shareholding, the Decreased and Increase of the Registered Capital of the Company, the Allocation of the Newly Issued Shares, the Request for a Waiver from making a Tender Offer for all Securities of the Company by Virtue of the Resolution of the Shareholders' Meeting (Whitewash), the **Cancellation** of the Date of the Extraordinary General Meeting of Shareholders No.1/2023, and the **Cancellation** of the Date To Determine the List of Shareholders who are Entitled to Attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date)

To Directors and Managers
Stock Exchange of Thailand

Reference Notification of the Board of Directors' Meeting of JCK Hospitality Public Company Limited No. CS. /190 dated 26 December 2022 ("**Notification of the Board's Resolution**")

As the Board of Directors' Meeting of JCK Hospitality Public Company Limited (the "**Company**") No. 10/2022 held on 26 December 2022 resolved to approve to propose the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve entering into the Acquisition of Asset, which is a connected transaction of the Company, the issuance and offering of Warrant To Purchase Ordinary Shares of the Company No. 2 (JCKH-W2) to existing shareholders of the Company who subscribed and have been allocated the newly issued ordinary shares which are issued and offered to existing shareholders in proportion to their shareholding, the decreased and increase of the registered capital of the Company, the allocation of the newly issued shares (1) to accommodate the additional exercise right of convertible debentures (2) to offer to a private placement (3) to offer to existing shareholders in proportion to their shareholding (Right Offering) (4) to accommodate the exercise of rights of JCKH-W2 (5) to accommodate the adjustment of rights of JCKH-W1, and the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash), including the schedule of the date of the Extraordinary General Meeting of Shareholders No. 1/2023 and date to determine the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) as detailed in the referred Notification of the Board's Resolution (collectively referred as "**Resolution of the Board of Directors' Meeting No. 10/2022**").

Due to the fact that after the resolution of the Board of Directors' Meeting No. 10/2022, there are investors exercising the right to convert the Convertible Debentures of the Company¹. As a result, the

¹ Convertible debentures issued and offered to a private placement, namely Advance Opportunities Fund and Advance Opportunities Fund 1.

number of paid-up capital and total number of issued shares of the Company has been changed. Therefore, it is necessary for the Company to change the amount and details regarding the capital increase and the allocation of newly issued ordinary shares to be offered to existing shareholders in proportion to their shareholding (Right Offering) and other related matters. The Company will later schedule the date to determine the list of shareholders who are entitled to subscribe for the newly issued ordinary shares after the extraordinary general meeting of shareholders has already approved the resolution.

In this regard, the Board of Directors' Meeting No. 1/2023, held on 6 January 2023, had resolved **to cancel** the resolution of the Board of Directors' Meeting No. 10/2022, **cancel** the date of the Extraordinary General Meeting of Shareholders No. 1/2023, and **cancel** the date to determine the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date), in which the Company will arrange a board of directors' meeting to consider and approve all such matters again. Including the approval of the date of the Extraordinary General Meeting of Shareholders No. 1/2023 and the date to determine the list of shareholders who are entitled to attend the new Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) **within January 2023** and will notify the resolutions of such board of directors' meeting to the SET for further information in accordance with relevant regulations.

Please be informed accordingly.

JCK Hospitality Public Company Limited



(Mr. Athawut Taechaubol)
Joint-Chief Executive Officer