

Ref. AIT/21 - 261

June 24, 2021

Subject : Share allocation under a General Mandate to investors via Private Placement

To : President
The Stock Exchange of Thailand

Enclosure : Report on the issuance and allotment of newly issued ordinary shares under a General Mandate (F53-4-1)

Reference is made to the Company's 2021 Annual General Meeting of Shareholders held on April 19, 2021 approving the Company to allot and offer newly issued ordinary shares in an amount not exceeding 214,703,447 shares by offering in the same time or to separate into partial for offering in lots from time to time to investors via Private Placement under a General Mandate.

The Board of Directors' Meeting No. 4/2021 of the Company, held on June 24, 2021, has approved the allotment of newly issued ordinary shares in an amount not exceeding 16,260,000 shares to an investor via Private Placement ("PP") (Details are shown in Enclosure: Report on the issuance and allotment of newly issued ordinary shares under a General Mandate (F53-4-1)) which such persons are not connected persons of the Company. The offering price is Baht 1.23 per share and the subscription period and payment period is on June 25, 2021, such offering price is not lower than 90% of the market price of the Company's share which is Baht 1.36 per share (market price of the Company's share was calculated from the weighted average market price of the Company's shares in Market for the Stock Exchange of Thailand (SET) 15 days prior to the date of the board of directors' meeting resolved to allot and offer the newly issued ordinary shares, between June 2 – June 23, 2021, (information from SETSMART)), therefore, the offering price is not lower than 90% of the market price of the Company's share as in accordance with the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) and amended

Please be informed accordingly.

Sincerely yours,



(Ms.Siriporn Tamenant)
Chief Executive Officer

(F 53-4-1)

Report on the issuance and allotment of newly issued ordinary shares under a General Mandate
JCK Internation Public Company Limited
June 24, 2021

JCK International Public Company Limited hereby reports the resolution of the Board of Directors No. 4/2021, held on June 24, 2021 in respect of a share allotment under a General Mandate as follows:

1. Number of new shares under a General Mandate that has been previously issued before this allocation:

The meeting of the 2021 Annual General Meeting of Shareholders, held on April 19, 2021 has passed a resolution approving the capital increase and share allotment in the amount of not exceeding 429,406,895 shares to Existing Shareholders (Right Offering) under General Mandate type, and in the amount of not exceeding 214,703,447 shares for the allotment to investors via Private Placement.

As a result, the allocation of share under a General Mandate outstanding are as follows:

Allotted to	Type of share	Number (shares)	Note
Existing Shareholders	Ordinary shares	429,406,895	-
General Public	Ordinary shares	-	-
Specific Persons	Ordinary shares	214,703,447	-

2. Issuance and allotment of newly issued ordinary shares under a General Mandate in this time:

2.1 The details of issuance and allotment are as follows:

Allotted to	Type of share	Number (shares)	Ratio (old : new)	Offering price (Baht/share)	Subscription and payment period	Note
Existing shareholders	Ordinary shares	-	-	-	-	-
General public	Ordinary shares	-	-	-	-	-
Specific persons	Ordinary shares	16,260,000	-	1.23	June 25, 2021	Details as specified in the remarks

Remarks :

(A) Details of the allotment of newly issued ordinary shares

The Board of Directors' Meeting of the Company No.4/2021, held on June 24, 2021 approving the Company to offer newly issued ordinary shares in the amount of 16,260,000 shares with the par value of Baht 1.00 per share to an investor via Private Placement with the offering price of Baht 1.23 per share totaling Baht 19,999,800.- and the subscription period and payment period is on June 25, 2021, such offering price is not lower than 90% of the market price of the Company's share which is Baht 1.36 per share (market price of the Company's share was calculated from the weighted average market price of the Company's shares in Market for the Stock Exchange of Thailand (SET) 15 days prior to the date of the board of directors' meeting resolved to allot and offer the newly issued ordinary shares, between June 2 – June 23, 2021 (information from SETSMART)), therefore, the offering price is not lower than 90% of the market price of the Company's share as in accordance with The Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (Codified).

The investor who has shares allotted is the investor who has strong financial status with good potential and knowledge to invest in the Company's business, thus, such person is not connected persons to the Company as in accordance with the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) and amended.

(B) Details of Investors who have shares allotted in Private Placement

No.	Details of Investor	
1	Company name	Mr.Suttipojt Taechateerawat
	Address	334, Moo 9, Bandoo, Muang Chiang Rai, Chiang Rai
	Career / Business type	Businessman
	Board of Directors / Major Shareholders (In the case of juristic person)	-
	Number of shares to be allotted	16,260,000 shares
	Relationship with the company	None

- 2.2 The Company's plan in case there is a fraction of shares remaining
- Disregarded -

3. Remaining of newly issued ordinary share under a General Mandate:

Allotted to	Type of share	Number (shares)	Note
Existing shareholders	Ordinary shares	429,406,895	-
General public	Ordinary shares	-	-
Specific persons	Ordinary shares	198,443,447	-

- The completion date for allocation of newly issued ordinary shares under a General Mandate is the date that the Company set the 2022 Annual General Meeting of Shareholders.

4. Specification of the right to subscribe newly issued ordinary shares

- None -

5. The Progress of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- None -

6. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

To be used as a working capital, paying debt, and to be reserved fund for the improvement of current branches and for branch expansion in the future, and to be capital support for the expansion of investment in the future.

7. Benefits which the Company will receive from the capital increase

- 7.1 To enhance the Company's liquidity and to be used as the working capital.

- 7.2 To have sufficient capital to be used in business operation, and project development of the Company and subsidiaries. It will affect to raise profitability and the Company's performance trend will be better in the future.
- 7.3 To strengthen the Company's financial position, and to help reducing the burden of loans from financial institutions which make the Company's financial costs lower.

8. Benefits which the shareholders will receive from the capital increase

8.1 Policy of Paying Dividend

The Company will pay no fewer than 60% of net profit in a relevant year based on a separated financial statement as a dividend if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate, and it shall be reported to the shareholders at the next shareholders meeting.

8.2 Rights in Dividend for Subscribers of Capital Increase

The ordinary shares issued on this occasion are entitled to receive the same dividend as the Company's shareholders do as long as such shareholders are listed in the shareholder's register book as of the record date for the rights to receive dividend.

9. Other details necessary for shareholders to approve the capital increase/share allotment:

9.1 The effect which could incur from the offering of newly issued ordinary shares.

9.1.1 Control Dilution

$$= \frac{\text{PP shares}}{(\text{paid-up shares} + \text{PP shares})}$$

$$= \frac{16,260,000}{(2,147,034,479 + 16,260,000)}$$

$$= 0.75 \%$$

9.1.2 Earnings Per Share Dilution

This shares offering will not cause any Earning Per Share Dilution due to the Company's operating results shown net loss.

9.1.3 Price Dilution

$$= \frac{\text{Market price (Pre PP)} - \text{Market price (Post PP)}}{\text{Market price (Pre PP)}}$$

$$= \frac{1.36 - 1.36}{1.36}$$

$$= 0.00\%$$

Therefore, this shares offering will not cause any Price Dilution due to Market price (Post PP) which is higher than Market price (Pre PP).

Whereas

Market price (Pre PP) = The weighted average price of shares traded in the Stock Exchange of Thailand 15 consecutive trading days prior to the first offering date.

$$\begin{aligned} \text{Market price (Post PP)} &= \frac{(\text{Market Price (Pre PP)} \times \text{Paid-up Shares}) + (\text{PP Price} \times \text{PP Shares})}{\text{Paid-up shares} + \text{PP Shares}} \\ &= \frac{(1.28 \times 2,147,034,479) + (1.23 \times 16,260,000)}{2,147,034,479 + 16,260,000} \\ &= 1.36 \end{aligned}$$

In addition, in order to comply with Notification of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015), the Company would like to demonstrate the market price of the Company's share for 15 working days consecutively prior to the first date of the shares offering, between June 2 – June 23, 2021 (information from SETSMART) by the details as follows;

No.	Date	Trading Volume (Share)	Trading Value ('000 Baht)
1	23/06/2564	6,553,900	7,573.06
2	22/06/2564	4,920,765	5,751.29
3	21/06/2564	8,071,019	9,451.27
4	18/06/2564	5,529,900	6,668.56
5	17/06/2564	10,532,714	12,921.03
6	16/06/2564	7,840,618	9,523.49
7	15/06/2564	13,648,684	16,507.79
8	14/06/2564	20,067,724	24,858.68
9	11/06/2564	71,977,405	95,782.69
10	10/06/2564	41,726,780	55,301.57
11	09/06/2564	387,000,072	555,531.83
12	08/06/2564	136,749,600	180,796.80
13	07/06/2564	5,523,142	6,916.54
14	04/06/2564	11,857,040	14,897.43
15	02/06/2564	33,017,789	41,080.60
	Total	765,017,152 shares	Baht 1,043,563

$$\begin{aligned} \text{Weighted average market price for 15 working says (Baht/Share)} &= \frac{\text{Trading Volume}}{\text{Trading Value}} \\ &= \frac{765,017,152}{1,043,563} \\ &= 1.36 \\ 90\% \text{ of the weighted average market price} &= 1.224 \end{aligned}$$

With the offering price of Baht 1.23 per share which is higher than 90% of the weighted average market price of Baht 1.36 per share, therefore, this shares offering will not be considered to have the offering price for lower than 90% of the market price according to the Notification of the Stock Exchange of Thailand, as a result, it will not meet with the criteria to determine the Silent Period of the shares offering via Private Placement.

9.2 The change in role of managements, directors, or business operating.

- None -


9.3 The opinion of the Board of Directors

The Board of Directors is of the opinion that by increasing the share capital and offering of ordinary shares via private placement (PP), it will help reduce loans burden from financial institute and reduce debt on equity ratio which also benefit the Company capacity to take on a loan with financial institute in the future. Besides, it will make the financial status of the Company to be more stable and have more capacity to efficiently operate the business in the future.

10. Schedule of action regarding the issuance and allotment the newly issued ordinary shares under the General Mandate:

No.	Procedures of the capital increase	Month/ Date/Year
1	The date of the meeting of the Board of Directors to consider and approve the allotment of newly issued ordinary shares to investors via Private Placement.	June 24, 2021
2	The date of reporting resolution of the Board of Directors' Meeting to the Stock Exchange of Thailand.	June 24, 2021
3	The subscription and payment period for the subscription of newly issued ordinary shares.	June 25, 2021
4	The date to register change of paid-up capital to Ministry of Commerce	Within 14 days from the date of receiving full amount of share price
5	The filling date to list the increased share capital in the Market of Alternative Investment (MAI)	Within 30 days from the closing date of the subscription and receiving full amount of share price

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

Signed  authorized director
(Mr.Anukul Ubonnuch)
Director

Signed  authorized director
(Ms.Siriporn Tamenant)
Director