

(Translation)

Ref. CS./22-087

June 23, 2022

Subject: Report on Connected Transaction of the right to develop the restaurant under the “Burger and Lobster” marks in the territory of Thailand

To: President
The Stock Exchange of Thailand

JCK Hospitality Public Company Limited (“the Company”) would like to inform that the Board of Directors’ meeting No. 4/2022, held on June 23, 2022, resolved to approve the Company to acquire the right to develop the restaurant under “Burger& Lobster” marks from Lobster Power Company Limited, a connected person of the Company. This transaction is considered as connected transaction in the category of acquisition/disposition of assets, the right to get or receive the service in accordance with the Notification of the Capital Market Supervisory Board No. TorJor 21/2008 Re: Rules of Entering into Connected Transaction 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 Transaction B.E.2546

In addition, such transaction is also considered as an acquisition or disposition of asset under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2008 Re: Rules for Significant Transactions Qualified as Acquisition or Disposition of Assets of the Listed Companies. However, the size of such transaction including other transactions during the past 6 months does not reach the criteria for any further actions.

Details of the transaction are as follows:

1. Transaction Date

When the Board of Directors approve the transaction

2. Related Parties

Right Assignee : JCK Hospitality Public Company Limited (“the Company”)
Right Assignor : Lobster Power Company Limited (“LP”)
Relationship : The Company and LP have connected person as directors and shareholders in both parties (Please see details in “5. Details of the Connected Persons”)

3. General Characteristics of the Transaction

As LP has been granted the right to develop the restaurant under “Burger & Lobster” mark in the territory of Thailand from B&L Operating Limited (B&L), the franchisor according to the Burger & Lobster International Development Agreement (with Operating Terms) for Thailand dated September 19, 2016 (“Master Agreement”), whereby LP is the sole recipient of such rights (exclusivity) in the territory of Thailand. Currently, LP has opened and operated 1 branch of Burger & Lobster.

The Company will enter in the agreement with LP regarding the acquisition of right to operate the restaurant under “Burger & Lobster” mark in Thailand for 1 branch. In the acquisition of such right, the Company shall pay a compensation to LP. The Company aims to open 1 branch within 2022, which will be the first branch invested and operated by the Company and is the second branch of Burger & Lobster in Thailand.

Such transaction is considered as the connected transaction in the category of acquisition/disposition of assets, the right to get or receive the service in accordance with the Notification of the Capital Market Supervisory Board No. TorJor 21/2008 Re: Rules of Entering into Connected Transaction 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 Transaction B.E.2546. The transaction size is Baht 6.57 million, calculated based on the minimum transaction size of more than Baht 1 million but less than Bath 20 million (1 MB < X < 20MB) since 3% of the Company’s Net Tangible Asset as of March 31, 2022, is equivalent to Baht 0.97 million which is lower than the minimum value threshold. This transaction is a medium-sized transaction, and the Company has no connected transaction in the past 6 months. Therefore, in order to enter into this transaction, the Company must obtain the approval from the Board of Directors and is obligated to disclose information memorandum to the Stock Exchange of Thailand.

4. Total Consideration Value and Conditions of Payment

The total value of compensation for acquiring the right to develop the Company’s first Burger & Lobster restaurant (the second branch in Thailand) is equal to GBP 150,000 or equivalent to Baht 6,575,625 (according to the Bangkok Bank’s exchange rate of GBP 1 to THB 43.8375 as of June 22, 2022), which is the amount required for opening of Branch 2 based on the Master Agreement that LP has paid to B&L. The Company will pay such compensation to LP.

5. Details of the Connected Person

Connected Person	Position	%Shareholding in the Company (as of March 15, 2022)		%Shareholding in the LP (as of June 23, 2022)	
		No. of Shares	%Paid-up Capital	No. of Shares	%Paid-up Capital
1. Mr. Apichai Taechaubol	Director of the Company Director of LP	276,472,784	17.73	0	0.00
2. Mrs. Chalida Taechaubol ^{1/}	Director of LP	0	0.00	0	0.00
3. Mr. Chotiwit Taechaubol ^{2/}	Director of the Company	15,975,000	1.02	0	0.00
4. Mr. Akarawin Taechaubol ^{2/}	Director of LP	0	0.00	0	0.00
5. Mr. Athawut Taechaubol ^{2/}	Director of the Company	30,214,850	1.94	50	0.01
6. Akara Foods Co., Ltd ^{3/}		0	0.00	255,000	51.00
7. JC Kevin Development Co., Ltd. ^{4/}		0	0.00	244,495	48.99
Total		323,009,134	20.71	500,000	100.00

Remarks 1/ Spouse of Mr. Apichai Taechaubol, classified as a person in the section 258

2/ Son of Mr. Apichai Taechaubol and Mrs. Chalida Taechaubol

3/ Juristic entity which its shares are indirectly held by Mr. Akarawin Taechaubol

4/ Juristic entity which its shares are held by sons and daughters of Mr. Apichai Taechaubol and Mrs. Chalida Taechaubol

6. Attendance and Casting of Votes at the Board of Directors' Meeting by the Directors Having an Interest in the Transaction

In the agenda of the Board of Directors' meeting for entering into such transaction, those Directors having interest as stated in no.5, did not attend the meeting, and did not vote on the agenda.

7. Opinion of the Board of Directors Regarding the Connected Transaction

The meeting of the Board of Directors has considered that such transaction is a good business opportunity for the Company to have more branded restaurants under management. The "Burger & Lobster" restaurant is a globally well-known brand with wide customer base especially tourists and premium consumer. These are customers that the Company has not been able to target with the existing brands. Moreover, the compensation for the right to develop a new branch is reasonable and is the cost according to the term in the Master Agreement. LP, who has been selected to develop the restaurant in Thailand did not add any premium for such compensation. Therefore, the management considers that such transaction will be beneficial to the Company.

8. Opinion of the Audit Committee and/or the Directors of the Company Differing from the Opinion of the Board of Directors

-None-

Please be informed accordingly.

Sincerely yours,



(Mr. Athawut Taechaubol)
Joint-Chief Executive Officer
Authorized person to sign the notification