



February 23, 2024

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2024 in respect of the recommendation for the dividend payment, the date for calling the 2024 Annual General Meeting of Shareholders, the connected transaction and the acquisition of assets and the appointment of Audit Committee member

To: The President
The Stock Exchange of Thailand

We, MK Restaurant Group Public Company Limited ("the Company"), are pleased to inform you of the important resolutions passed at the Board of Directors' meeting no.1/2024, held on February 23, 2024 as follows:

1. To recommend to the 2024 Annual General Meeting of Shareholders for approval of an annual dividend payment for the year 2023 of Baht 1.60 per share or Baht 1,473.39 million in total. As an interim dividend of Baht 0.60 per share totaling Baht 552.51 million was paid by the Company on September 8, 2023, the final dividend of Baht 1.00 per share totaling Baht 920.88 million, subject to the approval of the shareholders, will be paid on May 24, 2024.

In this regard, the Company sets the date for determining the names of shareholders who shall be entitled to receive the dividend (Record Date) on May 10, 2024.

2. To propose to the 2024 Annual General Meeting of Shareholders for approval of the connected transaction and the acquisition of assets from the purchase of lands from Global Asset Development Co., Ltd. which has common directors and shareholders. The details are as per the attached Information Memorandum.

In this regard, the Board of Directors' meeting of the Company has resolved to approve the appointment of the independent financial advisor, Pioneer Advisory Company Limited, which is in the list of financial advisors approved by Office of the SEC to provide opinion for such transactions.

3. To fix the date for calling the 2024 Annual General Meeting of Shareholders on Friday of April 26, 2024 at 14.00 hours through an electronic meeting platform (E-AGM) only.

In this regard, the Company sets the date for determining the names of shareholders who shall be entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on March 8, 2024.

4. The agenda of the 2024 Annual General Meeting of Shareholders are as follows:

1. To acknowledge the Report of the Board of Directors for the year 2023.
2. To approve the financial statements for the year ended December 31, 2023.
3. To approve the appropriation of profit and the dividend payment for the year 2023.

Board's Opinion: The Meeting should approve the dividend payment for the year 2023 at the rate of Baht 1.60 per share or Baht 1,473.39 million in total. As an interim dividend of Baht 0.60 per share totaling Baht 552.51 million was paid by the Company on September 8, 2023, the final dividend of Baht 1.00 per share totaling Baht 920.88 million, subject to the approval of the shareholders, will be paid on May 24, 2024.

In this regard, the Company sets the date for determining the names of shareholders who shall be entitled to receive the dividend (Record Date) on May 10, 2024.

4. To approve the connected transaction and the acquisition of assets from the purchase of lands from Global Asset Development Co., Ltd. which has common directors and shareholders. (Details as attached Information Memorandum)
5. To elect directors in replacement of those who are due to retire by rotation.

In the 2024 Annual General Meeting of Shareholders, three directors are due to retire by rotation, namely:

1. Mr. Annop Tanlamai Independent Director and Chairman of Audit Committee
2. Mr. Somchai Pipitvijitkorn Director and Member of Corporate Governance, Sustainability, Nominating and Compensation Committee
3. Mrs. Vilai Chattanrassamee Independent Director, Member of Audit Committee and Member of Corporate Governance, Sustainability, Nominating and Compensation Committee

Board's Opinion: Based on the recommendations of the Corporate Governance, Sustainability, Nominating and Compensation Committee, the Board of Directors, excluding the directors having conflict of interest, recommended that the three retiring directors namely, Mr. Annop Tanlamai, Mr. Somchai Pipitvijitkorn and Mrs. Vilai Chattanrassamee, be re-appointed as the directors of the Company for another term.

6. To approve the remunerations of directors.

The Corporate Governance, Sustainability, Nominating and Compensation Committee recommended that the directors' remuneration for the year 2024 and the directors' annual bonus for the year 2023 be as follows:

1. The current remunerations for the Company directors and the members of the sub-committees are still appropriate and, thus, should not be changed.
2. The annual bonus for the Company's directors for the year 2023 should vary proportionally to the change of the annual dividend for the year 2023.

Board's Opinion: Based on the recommendations of the Corporate Governance, Sustainability, Nominating and Compensation Committee, the Board of Directors is of the opinion that the 2024 Annual General Meeting of Shareholders should approve the directors' remuneration for the year 2024 and the directors' annual bonus for the year 2023 as follows:

Directors' bonus

Position	For the year 2023	For the year 2022	Change from Y2022
Chairman of the Board	747,200 Baht	653,800 Baht	93,400 Baht
Director	497,600 Baht	435,400 Baht	62,200 Baht

Monthly retaining fee

Position	Y2024	Y2023	Change from Y2023
Chairman of the Board	37,500 Baht	37,500 Baht	-
Director	25,000 Baht	25,000 Baht	-

Attendance fee for members of the Audit Committee

Position	Y2024	Y2023	Change from Y2023
Chairman	27,000 Baht	27,000 Baht	-
Director	18,000 Baht	18,000 Baht	-

Attendance fee for members of the Board's sub-committees

Position	Y2024	Y2023	Change from Y2023
Chairman	22,500 Baht	22,500 Baht	-
Director	15,000 Baht	15,000 Baht	-

Note: Directors who are executives of the Company are not entitled to receive any compensation in their capacity as the directors of the Company.

7. To appoint the auditors and fix their remunerations for the year 2024.

In selecting the appropriate auditors with reasonable audit fee to be appointed as the auditors of the Company for the year 2023, the Audit Committee has recommended that Mr. Wichart Lokatekrawee (Certified Public Accountant registration No.4451) and/or Ms. Siriwan Surathepin (Certified Public Accountant registration No.4604) and/or Ms. Satida Ratananurak (Certified Public Accountant registration No.4753) of EY Office Limited be appointed as the auditors of the Company and its subsidiaries for the year 2024. The audit fee as quoted by the auditor for the audit services of the Company for the year 2024 is Baht 2,490,000, unchanged compared to the year 2023.

Board's Opinion: The Board has concurred with the recommendations of the Audit Committee that the 2024 Annual General Meeting of Shareholders should appoint the auditors mentioned above as the auditors of the Company and its subsidiaries for the year 2024 and further that the Meeting should approve the proposed audit fee for the Company of Baht 2,490,000 for the year 2024.

8. To consider other businesses (if any).

4. Appointed Mr. Pravit Tantiwasinchai, Independent Director, as a member of Audit Committee, in replacement of Mr. Katiya Greigarn, by holding the position for the remaining term of the replacement director, effective from February 23, 2024.

Please be informed accordingly

Yours sincerely,

(Mr. Rit Thirakomen)
Chief Executive Officer



Information Memorandum on the connected transaction and the acquisition of assets

MK Restaurant Group Public Company Limited

The Board of Directors' meeting of MK Restaurant Group Public Company Limited (the Company) no.1/2024, held on February 23, 2024 has resolved to approve the purchase of lands from Global Asset Development Co., Ltd. (GAD) which has the common directors and shareholders. Currently, the Company has leased the lands to use as a central kitchen for food production and M-Senko Logistics Co., Ltd., (MSL), the Company's joint venture, has also leased the lands to use as a warehouse and distribution center.

The transaction is considered as the Company's asset acquisition in accordance with 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 Acquisition or Disposition of Assets, B.E. 2547 and the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into Material Transactions deemed as Acquisition or Disposition of Assets (the Notifications on Acquisition or Disposal of Assets). Such transaction is also considered as the connected transaction under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on 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 Transactions, B.E. 2546 (the Notification on Connected Transaction). In this regard, the Board of Directors' meeting has also resolved to approve the appointment of the independent financial advisor, Pioneer Advisory Company Limited, which is in the list of financial advisors approved by Office of the SEC, to provide opinion for such transactions. The details are as follows:

1. Transaction date

Within 90 days after the approval from AGM which will be held on April 26, 2024.

2. Counterparties

Seller: Global Asset Development Co., Ltd. (GAD)
Buyer: MK Restaurant Group Public Company Limited (the Company)
Relationship: Common directors and shareholders, the connected persons as specified by the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transaction

3. Connected persons and nature of connection

The Company and GAD have the common directors and shareholders as follows:

Shareholder	Position	% Shareholding in the Company	% Shareholding in GAD
1. Mr. Rit Thirakomen	Director and Shareholder of the Company & GAD	13.36%	20.00%

2. Mr. Somchai Hanjtkasem	Director and Shareholder of the Company & GAD	16.02%	17.13%
3. Mrs. Yupin Thirakomen	Director and Shareholder of the Company & GAD	19.81%	22.13%
4. Mrs. Yupin Thirakomen (on behalf of the estate)	-	-	23.61%
5. Mrs. Aumporn Hanjtkasem	Shareholder of the Company & GAD	8.95%	8.56%
6. Mr. Varakorn Hanjtkasem	Shareholder of the Company & GAD	4.46%	4.28%
7. Ms. Varaporn Hanjtkasem	Shareholder of the Company & GAD	4.46%	4.28%
8. Aunt Thongkam Foundation*	-	3.40%	-
9. Other shareholders	-	29.56%	0.00%
Total		100.00%	100.00%

* Aunt Thongkam Foundation was founded by Mrs. Yupin Thirakomen and Mr. Somchai Hanjtkasem, a daughter and a son of Mrs. Thongkam Mekto. Mrs. Yupin Thirakomen and Mr. Somchai Hanjtkasem are the chairman and vice chairman of Aunt Thongkam Foundation respectively.

4. Transaction characteristics

4.1. General characteristics of transaction

Type of assets : 9 plots of land with the total area 131-3-26.50 rai
(or 52,726.50 square wa)

Details of assets :

No.	Title Deed No.	Parcel No.	Sub-District No.	Area		
				Rai	Ngan	Square Wa
1	20910	479	3599	0	1	41.70
2	21913	69	3647	10	0	3.20
3	21914	72	3648	19	3	98.90
4	25678	480	4657	0	1	12.10
5	26746	65	4662	3	3	44.30
6	29887	66	4805	38	0	52.30
7	33548	68	5043	38	1	34.00
8	52647	67	10599	10	0	0.00
9	3804	74	756	10	3	40.00
Total				131	3	26.50

- Location** : Debaratna Road (Bangna-Trad) Km. 21, Srisajorrakaeyai Subdistrict, Bangsaothong District, Samutprakarn Province
- Location Characteristics** : Located next to Debaratna Road (Bangna-Trad Road), inbound to Bangkok and surrounding by community areas including villages, shops, gas stations, and industrial factory. There is no problem of flooding and very low risk of flooding.
- Property right** : Freehold
- Transaction value** : Baht 1,700 million
- Payment term** : The buyer will pay the entire amount in cash on the day that the ownership will be transferred.
- Expropriation of land** : Based on the inspection from relevant government agencies on the date of survey, there was no announcement of any expropriation.
- Obligations of assets** :
1. Land title deed no. 20910, 21913, 25678 and 26746 obligated with servitude regarding walkways, roads, and other public utilities with land title deeds no. 21914, 52647 and 3804.
 2. Land title deed no. 33548, 21913 and 21914 obligated the long-term lease with the Company for the period of 20 years starting from November 1, 2013 till October 31, 2033 and the construction on the lands are belong to the tenant.
 3. Land title deed no. 29887 and 33548 obligated the long-term lease with MSL for the period of 15 years starting from July 1, 2018 till June 30, 2033 and the construction on the lands are belong to the tenant.
- Conditions precedent** :
1. The seller shall terminate the registration of all servitudes on the lands before the ownership transfer date.
 2. Both parties agree that two lease agreements made between the Company and GAD dated March 1, 2013 and April 18, 2016 shall be terminated effective from the ownership transfer date and the termination shall be registered at Department of Lands on the ownership transfer date.
 3. The seller shall inform and discuss regarding the sale of lands with MSL. MSL shall agree to terminate two lease agreements made with the seller dated May 21, 2018 and the termination shall be registered at Department of Lands on the ownership transfer date.

Also, MSL shall agree to make the new lease agreements with the buyer under the same conditions and term period as the existing lease agreements effective from the ownership transfer date.

Pricing criteria : Consider based on the appraisal prices of 2 independent appraisers approved by the Office of the SEC in accordance with the announcement of the Office of SEC

Detail of appraisal value by the independent appraisers:

Appraiser Name	Appraised Date	Appraisal Approach	Appraisal Value
1. Knight Frank Chartered (Thailand) Co., Ltd.	February 14, 2024	Comparative Method	Baht 1,740 million
2. CMP Capital Co., Ltd.	February 7, 2024	Comparative Method	Baht 1,820 million

The purchase price is Baht 1,700 million, lower than the appraisal value from both independent appraisers, which is considered beneficial to the Company.

Photo of the location of lands for the transaction



4.2. Transaction value

(unit: million Baht)

Description	Consolidated financial statements As at December 31, 2023
Total assets	20,347
Intangible assets	2,519
Total liabilities	6,153
Total shareholders' equity	14,194
Non-controlling shareholders' equity	351
Net tangible assets (NTA)	11,325

4.2.1 Acquisition of assets transaction

The calculation of the transaction value of the acquisition of assets

1. Net tangible assets criteria
Not applicable as the assets acquired from GAD are lands not shares
2. Net operating profit criteria
Not applicable as the assets acquired from GAD are lands not shares
3. Total value of consideration criteria

Transaction value	=	$\frac{\text{Total value of consideration}}{\text{Total assets of the Company}}$
	=	$\frac{1,700}{20,347}$
	=	8.35%
4. The value of shares issuing for the payment criteria
Not applicable as the Company pays for the assets in cash

There is no other acquisition of assets transaction during the past 6 months; therefore, the transaction value according to the total value of consideration criteria equivalent to 8.35%. The entering into of such transaction constitutes the acquisition of assets of the Company pursuant to the Notification on the Acquisition and Disposal, being a transaction value equivalent to 8.35% (including other transactions during the past 6 months) based on the total value of consideration criteria as detailed above. In this regard, as the transaction value is lower than 15%, such transaction is not required to disclose the transaction information to the Stock Exchange according to the Notification of the Acquisition and Disposal of Assets.

4.2.2 Connected transaction

<u>The calculation of connected transaction value</u>	(unit: million Baht)
Net tangible assets (NTA) of the Company as of December 31, 2023	11,325
Land purchase value	1,700
Transaction value	15.01%
Land purchase value including the rent transactions during the past 6 months	1,725
Transaction value (including other transactions during the past 6 months)	15.23%

The entering into of such transaction constitutes a connected transaction pursuant to the Notifications of the Connected Transactions, being a transaction value equivalent to 15.23% (including other transactions during the past 6 months), which greater than 3% of the net tangible assets (NTA) of the Company as detailed above. As a result, according to the Notification of the Connected Transactions, the Company has duty to disclose the transaction information to the Stock Exchange

and seek for the approval for entering into the transaction from the shareholders' meeting with the vote of not less than three-quarters of total votes casted by shareholders attending the meeting and having the right to vote, excluding the votes casted by the interested shareholders as well as to appoint the independent financial advisor to provide the opinion on such transaction.

5. Rationale and necessity

The Company has considered that such lands are located in the strategic area which is convenience to access. Currently, such lands are the location of the central kitchen as use for raw material preparation and food production in order to distribute to all the Company's outlets throughout the country which is considered as the key infrastructure of the Company's business. Furthermore, MSL, the logistics operator, has leased such lands from GAD to use as the warehouse and the distribution center in order to transport the raw materials and other products from the central kitchen to over 700 outlets under the Company's group in Thailand. Thus, such lands are considered as the important assets for the Company to operate the business. Then, the Company would like to acquire the lands for the Company's benefit as follows:

1. Avoid the risk in the event that the lease agreements are being terminated or not being renew. It may cause the Company to acquire new property and build the new factory which may affect the Company's continuity of business operation.
2. Avoid the risk from the rise of rental cost in the future which the rental rate will be increased by 10% every 3 years.
3. Receive rental revenue from MSL as the land owner instead of GAD.
4. According to the terms in the lease agreements, in case of the lease agreements canceled or expired, the ownership of buildings located on the properties will be transferred to the lessor. Therefore, by entering into such transaction, the Company will not lose the ownership of the factory and buildings on the properties.

6. Source of fund

The sale and purchase agreement stipulates that the buyer will pay the amount of Baht 1,700 million in cash. According to the Company's consolidated financial statements for the year 2023 as at December 31, 2023, there were cash amounted Baht 786 million, other current financial assets which comprise of investments in funds and corporate bonds amounted Baht 7,078 million and net cash from operating activities amounted Baht 3,866 million. In addition, the Company's liquidity ratios before and after entering the transaction equal to 2.7 times and 2.2 times respectively. It ensures that after entering such transaction, the Company still has sufficient working capital to operate the business.

7. Name of directors having conflict of interest

1. Mr. Rit Thirakomen Chairman and Chief Executive Officer
2. Mr. Somchai Hanjirkasem Director
3. Mrs. Yupin Thirakomen Director

There were 11 directors attending the Board Meeting No. 1/2024 held on February 23, 2024. Mr. Rit Thirakomen, Mr. Somchai Hanjirkasem and Mrs. Yupin Thirakomen attended the meeting but left the meeting and did not cast their votes on such agenda.

8. Board's opinion

The Board of Directors (excluding the directors having conflict of interest) has an opinion that such transaction is appropriate in term of the transaction value and beneficial to the Company because such lands are the location of the Company's central kitchen, warehouse and distribution center which are the key infrastructure of the Company to operate the business. It will also reduce the rent burden and avoid the risk in the event that the rent contract expires and the lessor may not renew the contract in the future. Furthermore, the Company has engaged 2 independent appraisers approved by the Office of the SEC in accordance with the announcement of the Office of SEC to evaluate the land prices. The price for entering the transaction is slightly lower than the appraisal value assessed by 2 independent appraisers which is considered beneficial to the Company. In addition, the Company has strong financial position, high liquidity and enough working capital to buy such assets without affecting the Company's liquidity to operate the business.

9. Audit Committee's opinion

None of Audit Committee has different opinion with the Board of Directors.