



(Translation)

May 12, 2022

Subject Notification of the connected transaction regarding the disposal of its subsidiary's investment
To Director and Manager
The Stock Exchange of Thailand

MK Restaurant Group Public Company Limited ("the Company") would like to inform the resolution of the Board of Directors' Meeting No.2/2022 held on May 12, 2022 regarding the connected transaction of the disposal of the total amount of investment of its subsidiary, Mark One Innovation Center Co., Ltd. (MKO) to Mrs. Yupin Thirakomen, the director and the major shareholder of the Company, amounted Baht 54.7 million; the details are as follows:

1. Transaction date

Within 45 days from the date that the Board of Directors' Meeting approved.

2. Counterparties

Seller: MK Restaurant Group Public Company Limited

Buyer: Mrs. Yupin Thirakomen

3. General characteristic of transaction

The Company sells the investment in its subsidiary, Mark One Innovation Center Co., Ltd. to Mrs. Yupin Thirakomen, the Company's director and major shareholder, holding 33.2% of its shares (combining shares held by Mr. Rit Thirakomen).

The details of Mark One Innovation Center Co., Ltd are as follows:

Established date	May 21, 2018
Type of business	Research and development of technology and innovation in food and beverage products
Registered and paid-up capital	Baht 60,000,000 (sixty million Baht)
Shareholder structure	The Company hold 100% of the total shares
Authorized directors	1. Mr. Rit Thirakomen 2. Mr. Somchai Hanjitkasem 3. Mrs. Yupin Thirakomen Two directors jointly sign and affix the company common seal.

Summary of the financial positions and performance of Mark One Innovation Center Co., Ltd.

Statements of financial position as at 31 December

(Unit: Baht)

	Y2021	Y2020	Y2019
Current assets	41,776,906	38,996,988	47,986,675

	Y2021	Y2020	Y2019
Non-current assets	1,663,800	525,664	498,560
Total assets	43,440,706	39,522,652	48,485,235
Current liabilities	9,938,241	1,071,513	2,975,980
Non-current liabilities	441,323	378,266	246,889
Total liabilities	10,379,564	1,449,779	3,222,869
Issued and fully paid capital	60,000,000	60,000,000	60,000,000
Deficit	(26,938,585)	(21,927,127)	(14,737,634)
Total shareholders' equity	33,061,142	38,072,873	45,262,366

Income Statements

(Unit: Baht)

	Y2021	Y2020	Y2019
Total revenues	24,019,523	9,140,423	809,349
Total expenses	29,031,254	16,329,916	11,651,387
Net loss	(5,011,731)	(7,189,493)	(10,842,038)

4. Total transaction's value and the measurement of the transaction's value

4.1. Total transaction's value

The transaction's value is Baht 54.7 million.

4.2. The measure of the transactions' value

The Company hired the independent financial advisor, Pioneer Advisory Company Limited, which is in the list of financial advisor approved by Office of the SEC to evaluate the fair value of the transaction by using the discounted cash flow method. The fair value is in the range of Baht 43.7-62.6 million.

4.3. Term of payment

The Company will receive the total amount in cash on the transaction date.

5. Description and scope of the connected person's stake in making connected transaction

This transaction is considered as the connected transaction relating to assets and services 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.

According to the Notifications regarding the connected transaction, the size of such transaction is greater than 0.3% but less than 3% of net total assets of the Company's consolidated financial statements ended March 31, 2022 (including other transactions during the last 6 months) which is considered as the medium size. Therefore, the Company is required to get the approval from the Board of Directors and disclose the information to the SET.

6. Name of directors having conflict of interest

- Mr. Rit Thirakomen Chairman of the Board of directors and CEO
- Mrs. Yupin Thirakomen Director

There were 9 directors attending the Board Meeting No. 2/2022 held on May 12, 2022. Mrs. Yupin Thirakomen did not attend the meeting while Mr. Rit Thirakomen attended the meeting but left the meeting and did not cast his vote on such agenda.

7. Board's opinion

The Board of Directors has an opinion that this transaction is rational and the transaction's value is reasonable because MKO was recently established and the research and development may consume time to prove the success. In addition, MKO's products are newly launched in the market and may take time to build brand and customer base. As a result, this may affect to the Company's performance. Therefore, the Board has opinion that this transaction is reasonable and beneficial to the Company.

8. Audit Committee's opinion

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

Such transaction is not required to disclose under the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Assets, B.E. 2547.

Sincerely yours,

(Mr. Rit Thirakomen)
Chief Executive Officer