

March 18, 2022

Subject Invitation to attend the 2022 Annual General Meeting of Shareholders

To Shareholders of MK Restaurant Group Public Company Limited

Enclosures

1. Annual Report (Form 56-1 One Report) for the year 2021 in the form of QR Code
2. Profiles of the retiring directors who are being nominated for re-election
3. The Company's Articles of Association in respect of the rules and procedures governing the Meeting of Shareholders
4. Proxy Forms
5. Profiles of the independent directors who are designated to act as proxies for shareholders
6. Definition of independent directors
7. Documents required for attending the E-AGM
8. Guidelines and procedures for attending the E-AGM through electronic meeting platform
9. Procedures for QR Code Download for the 2021 Annual Report
10. Request form for attending the E-AGM through electronic meeting platform
11. Form for submission of questions prior to the E-AGM

NOTICE IS HEREBY GIVEN that in accordance with the resolution of the Board of Directors' Meeting No.1/2022 held on February 24, 2022, the 2022 Annual General Meeting of Shareholders of the Company will be held on Wednesday of April 27, 2022 at 14.00 hours via an electronic meeting platform (E-AGM) only to consider the following agenda:

Agenda 1 To acknowledge the Report of the Board of Directors for the year 2021

Background Information: The report on the performance of the Company for the year ended December 31, 2021 is presented in the Company's 2021 Annual Report, a copy of which is enclosed herewith as Enclosure 1.

Board's Opinion: The Meeting should acknowledge the 2021 Annual Report as presented by the Board of Directors.

Required Vote: This agenda is for acknowledgement and does not require voting.

Agenda 2 To consider and approve the financial statements for the year ended December 31, 2021

Background Information: In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535, the Board has arranged to have the financial statements for the year ended December 31, 2021 properly prepared and submitted to the 2022 Annual General Meeting of Shareholders for approval. Details of the Company's financial statements for the year ended December 31, 2021 are presented in the 2021 Annual Report as per Enclosure 1.

Board's Opinion: The Meeting should approve the Company's financial statements for the year ended December 31, 2021 which have been duly audited and certified by the Company's auditors of EY Office Limited and were also reviewed by the Audit Committee.

Required Vote: The majority vote of shareholders who attend the meeting and cast their votes.

Agenda 3 To consider and approve the appropriation of profit and dividend payment for the year 2021

Background Information: It is the Company's policy to pay dividends to shareholders at least 50 percent of its consolidated net profit after appropriation for legal reserve. However, such dividend payout ratio may be adjusted subject to the Company's operating result, financial position, liquidity and the need for funds to support future business expansions of the Company and its subsidiaries. In 2021, the Company recorded a consolidated net profit of Baht 131 million and is eligible to pay dividend according to Section 115 of the Public Limited Companies Act B.E. 2535 which stated that dividend shall not be paid other than out of profits. Based on the operating result for the year 2021, strong financial position, high liquidity, and adequate funds available for future business expansions, the Meeting of the Board of Directors on February 24, 2022 resolved to propose to the 2022 Annual General Meeting of Shareholders for approval of a dividend payment of Baht 0.80 per share for the year 2021. The total dividend payment will amount to Baht 736.70 which is in line with the Company's dividend policy as mentioned above. A comparison of the dividend payment to the preceding year is as follows:

Details of dividend payment	Year 2021	Year 2020
1. Profit for the year on consolidated financial statements (million Baht)	131	907
2. Dividend (Baht/share)	0.80	1.00 Comprising of interim dividend 0.50 Baht/share and final dividend 0.50 Baht/share
3. Dividend payout ratio	562%	101%

Board's Opinion: The Meeting should approve the dividend payment for the year 2021 at the rate of Baht 0.80 per share or Baht 736.70 million in total and the dividend will be paid on May 25, 2022.

Such dividend payments are paid from the Company's net profit and retained earnings which are subject to the corporate income tax of 20%. Shareholders who are natural persons are entitled to claim tax credit which equals to the dividend received times $\frac{1}{4}$.

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 11, 2022.

Required Vote: The majority vote of shareholders who attend the meeting and cast their votes.

Agenda 4 To elect directors in place of those retiring by rotation

Background Information: Article 18 of the Company's Articles of Association stipulates that at every annual general meeting of shareholders, one third of the directors shall vacate in proportion. The director who has held office longest shall vacate and a director who vacates office may be re-elected. In this 2022 Annual General Meeting of Shareholders, four directors are due to retire by rotation, namely:

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| 1. Mr. Katiya Greigarn | Independent Director, Member of Audit Committee and Chairman of Corporate Governance, Nominating and Compensation Committee |
| 2. Mr. Sujint Chumpolkanjana | Independent Director |
| 3. Mr. Pravit Tantiwasinchai | Director |
| 4. Mrs. Yupin Thirakomen | Director |

The Company has provided an opportunity for the shareholders to nominate qualified persons to be elected as directors of the Company during October 1, 2021 – December 30, 2021. However, no shareholder nominated any person for consideration as candidate for directorship. In respect of the nomination of qualified persons to replace the directors retiring by rotation, the Corporate Governance, Nominating and Compensation Committee recommended that the retiring directors namely, Mr. Katiya Greigarn, Mr. Sujint Chumpolkanjana, Mr. Pravit Tantiwasinchai and Mrs. Yupin Thirakomen, be reappointed as the directors of the Company for another term because they meet the required qualifications of the Company, attended Board meetings regularly, and were able to provide constructive and useful recommendations to the meetings.

Board's Opinion: Based on the recommendations of the Corporate Governance, Nominating and Compensation Committee, the Board of Directors, excluding the directors having conflict of interest, recommend that the four retiring directors namely, Mr. Katiya Greigarn, Mr. Sujint Chumpolkanjana, Mr. Pravit Tantiwasinchai and Mrs. Yupin Thirakomen, be re-appointed as the directors of the Company for another term. Profiles of the nominated candidates and the definition of independent directors are presented in Enclosure 2 and 6 respectively.

In this regard, Mr. Katiya Greigarn hold a position as an Independent director for more than 9 years; however, he has knowledge, experience and expertise in various areas as required by the Company and he has well understanding in the Company's business and is able to provide valuable recommendations to the Company. Therefore, he is qualified to continue to be an independent directors.

In addition, the Board considered that the independent directors could provide opinions independently and in accordance with relevant regulations.

Required Vote: The majority vote of shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the remuneration of directors

Background Information: Section 90 of the Public Limited Companies Act B.E. 2535 stipulates that "in case where the Articles of Association of the Company is not stipulated, the payment of remuneration shall be in accordance with the resolution of the Meeting of Shareholders". The Board of Directors assigned the Corporate Governance, Nominating and Compensation Committee to consider the directors' remunerations in accordance with the following principles and guidelines: (1) The remuneration of directors should commensurate with the duties and responsibilities of each director. In addition, the remuneration of directors should be comparable to that of other companies with good corporate governance and having similar size. (2) The compensation which is paid to directors in accordance with the annual performance of the

Company, such as directors' annual bonus, should be linked to the payment of dividends to shareholders. (3) Executives of the Company who also serve as directors of the Company shall not be paid any additional compensation in their capacity as the directors of the Company, and (4) Remuneration of directors should be reviewed annually to ensure that it remains appropriate. After careful deliberation, the Corporate Governance, Nominating and Compensation Committee recommended that the directors' remuneration for the year 2022 and the directors' annual bonus for the year 2021 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 2021 should vary proportionally to the change of the annual dividend for the year 2021.

Board's Opinion: Based on the recommendations of the Corporate Governance, Nominating and Compensation Committee, the Board of Directors is of the opinion that the 2022 Annual General Meeting of Shareholders should approve the directors' remuneration for the year 2022 and the directors' annual bonus for the year 2021 as follows:

Directors' bonus

Position	For the year 2021	For the year 2020	Change from Y2020
Chairman of the Board	373,600 Baht	467,000 Baht	-93,400 Baht
Director	248,800 Baht	311,000 Baht	-62,200 Baht

Monthly retaining fee

Position	Y2022	Y2021	Change from Y2021
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	Y2022	Y2021	Change from Y2021
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	Y2022	Y2021	Change from Y2021
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.

Other benefits

-None-

Required Vote: A vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Agenda 6 To appoint the auditor and fix the audit fee for the year 2022

Background Information: According to the Public Limited Companies Act, the Annual General Meeting of Shareholders shall appoint an auditor and determine the auditing fee of the company every year. Thus, the 2022 Annual General Meeting of Shareholders of the Company is required to appoint the auditor and determine the audit fee of the Company for the year 2022. In selecting the appropriate auditors with reasonable audit fee to be appointed as the auditors of the Company for the year 2022, 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 2022. The audit fee as quoted by the auditor for the audit services of the Company for the year 2022 is Baht 2,200,000, decreased Baht 140,000 compared to the year 2021.

Note: Mr. Wichart Lokatekrawee has conducted and expressed opinion about the financial statements of the Company for the year 2018-2021 or 4 years in total.

In addition, all of the aforementioned auditors have the required qualifications in respect of the rotating of the auditor as stipulated in the Notification of the Securities and Exchange Commission because none of them has conducted the review or audit and expressed an opinion on the financial statements of the Company for the last 5 consecutive years. Furthermore, neither the audit firm of EY Office Limited nor the aforementioned auditors have any relationship or conflict of interest with the Company or its subsidiaries or executives or major shareholders or persons related to such parties.

Board's Opinion: The Board has concurred with the recommendations of the Audit Committee that the 2022 Annual General Meeting of Shareholders should appoint the auditors mentioned above as the auditors of the Company and its subsidiaries for the year 2022 and further that the Meeting should approve the proposed audit fee for the Company of Baht 2,200,000 for the year 2022.

Required Vote: The majority vote of shareholders who attend the meeting and cast their votes.

Agenda 7 Other businesses (if any)

The Company had invited the shareholders to propose the agenda for the Meeting in advance from October 1, 2021 to December 30, 2021. However, there was no shareholder to propose the agenda for the Meeting.

You are cordially invited to attend the 2022 Annual General Meeting of Shareholders on the date and time as mentioned above via electronic meeting platform.

Your Faithfully



(Mr. Rit Thirakomen)
Chief Executive Officer