

No. NSL\_CS 04/2025

March 21, 2025

Re: Invitation to attend the 2025 Annual General Meeting of Shareholders

Attn.: Shareholders

NSL Foods Public Company Limited

Attachments: Supporting Documents of the Agenda of the 2025 Annual General Meeting of Shareholders

1. Minutes of the 2024 Annual General Meeting of Shareholders *(for Agenda Item 1)*
2. Annual Report 2024 (Form 56-1 One Report), together with the Financial Statements for the year ended December 31, 2024, QR Code format *(for Agenda Items 2 and 3)*
3. List and profiles of directors due to retire by rotation and nominated for reappointment for another term and definition of an independent director *(for Agenda Item 5)*
4. Profiles and work experiences of the Auditors *(for Agenda Item 8)*

Supporting Documents for the Meeting

5. Clarifications on procedures for registration, proxy appointment, documents and evidence for registration of the Meeting held via electronic means (E-AGM)
6. Proxy Forms
7. List and profiles of independent directors for the purpose of assigning the proxy of the shareholders
8. Acceptance for the invitation to the Meeting via electronic means (E-AGM)
9. Articles of Association of the Company in relation to the Shareholders' Meeting
10. Question Form for the 2025 Annual General Meeting of Shareholders
11. Privacy Notice for the Shareholder's Meeting

NSL Foods Public Company Limited (the "**Company**") hereby gives notice that the Board of Directors of the Company has resolved to convene the 2025 Annual General Meeting of Shareholders to be held on Friday, April 18, 2025 at 10.00 a.m. via electronic means (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations, with the agenda of the Meeting as follows:

**Nutrition Sustainable for life**



**Agenda Item 1**                      **To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders**

**Facts and Reasons:**                      The Company held the 2024 Annual General Meeting of Shareholders on Monday, April 22, 2024 and has duly prepared the Minutes of such Meeting, as per the details in **Attachment 1**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

**Opinion of the Board:**                      The Board of Directors has considered the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on Monday, April 22, 2024, and found the same to be duly and completely recorded, and thus deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders.

**Voting:**    The resolution of this agenda item requires a majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting.

**Agenda Item 2**                      **To acknowledge the Company's operating results for the year 2024**

**Facts and Rationale:**                      Article 36 of the Company's Articles of Association requires an annual general meeting of shareholders to consider acknowledging the Board of Directors' report on the Company's activities over the past year, therefore, the Company has summarized its operating results and significant changes in the Company during the year 2024 under "Business Operations and Performance" section in the heading "Management Discussion and Analysis" and "Financial Highlights" of the 2024 Annual Report (Form 56-1 One Report), as per the details in **Attachment 2**, which has been distributed to all shareholders in QR Code format together with the invitation letter for this Meeting.

**Opinion of the Board:**                      The Board of Directors has considered the matter and deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders acknowledge the Company's operating results for the year 2024.

**Voting:**    This agenda item is for acknowledgment only and requires no resolution.

**Agenda Item 3**

**To consider and approve the Financial Statements for the year ended December 31, 2024**

**Facts and Reasons:**

In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) ("**Public Limited Companies Act**") and Articles 36 and 39 of the Company's Articles of Association, which require the Board of Directors to prepare the statement of financial position (balance sheet) and the income statement of the Company as at the end of the fiscal year, and propose the same to the annual general meeting of shareholders for consideration and approval, the Board of Directors shall have an auditor complete an audit of such balance sheet and income statement before submission to the Shareholders' Meeting.

In this regard, the Audit Committee has considered and reviewed the financial statements of the Company for the year ended December 31, 2024, which have been audited, signed and certified by Mr. Mongkol Somphol, Certified Public Accountant Registration No. 8444, from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and deemed it appropriate to propose the same to the Board of Directors for consideration and approval to further propose the same to the 2025 Annual General Meeting of Shareholders to consider approving the Company's financial statements for the year ended December 31, 2024.

The Company's financial statements for the year ended December 31, 2024 are described under "Financial Statement" section in the heading "Financial Statement" of the Annual Report 2024 (Form 56-1 One Report), as per the details in **Attachment 2**, which has been distributed to all shareholders in QR Code format together with the invitation letter for this Meeting. The consolidated financial statements for the year ended December 31, 2024 may be summarized in essence as follows:

Description	Consolidated Financial Statements as of December 31			Separate Financial Statements as of December 31		
	2023 (THB)	2024 (THB)	Change percent +/(–)	2023 (THB)	2024 (THB)	Change percent +/(–)
Total assets	2,499,601,094	3,077,266,455	23.1	2,438,143,663	2,887,324,439	18.4
Total liabilities	923,202,527	1,156,744,267	25.3	866,693,759	987,669,076	14.0
Shareholders' equity	1,576,398,567	1,920,522,188	21.8	1,571,449,904	1,899,655,363	20.9
Total revenues	4,809,325,428	5,865,704,566	22.0	4,748,698,545	5,624,292,282	18.4
Net profit	333,477,185	541,008,129	62.2	345,269,403	539,810,911	56.3
Earnings per share (THB/share)	1.11	1.80	62.2	1.15	1.80	56.3

**Opinion of the Board:**

The Board of Directors has considered the matter and agreed with the Audit Committee's proposal, and thus deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders consider approving the financial statements for the year ended December 31, 2024.

**Voting:**

The resolution of this agenda item requires a majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting.

**Agenda Item 4**

**To consider and approve the dividend payment and omission of the allocation of profits as a legal reserve for the year 2024 and to acknowledge the interim dividend payment**

**Facts and Rationale:**

Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 44 of the Company's Articles of Association, require that the Company's dividend payment shall be made out of its profits, and should the Company still sustain any accumulated loss, no dividend shall be declared. The declaration of dividends is subject to approval from the shareholders' meeting. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 45 of the Company's Articles of Association, the Company is required to appropriate part of its annual net profit as a reserve fund at not less than 5 percent of the annual net profit, less any accumulated losses brought forward (if any) until such reserve reaches not less than 10 percent of the registered capital.

As of December 31, 2024, the Company's registered capital was THB 300,000,000, and the Company had legal reserves of THB 30,000,000, equal to 10 percent of the registered capital. This meets the requirements of the law and the Company does not have a duty to allocate any further profits to the legal reserve.

In addition, the Company has a policy to pay dividends to the shareholders at the rate of not less than 50 percent of the net profit according to the separate financial statements after the deduction of corporate income tax and all kinds of reserves as required by law and by the Company each year, whereby the Board of Directors will consider the declaration of dividend by primarily taking into account various factors in the best interests of the shareholders, e.g., economic situation, the Company's operating results and financial position, cash flow, reserves for future investments, reserves for repayment of loans or as working capital in the Company, conditions and restrictions as specified in the loan agreements, provided that such dividend payment shall in no way materially affect the ordinary course of business operations of the Company, as the Board of Directors may consider appropriate or reasonable.

In 2024, the Company had a net profit from its operating results according to the separate financial statements as of December 31, 2024 in the amount of THB 539,810,911. Therefore, the Company deems it appropriate to propose that the Shareholders' Meeting consider approving the declaration of dividends from the operating results for the year 2024 to the shareholders at the rate of THB 0.90 per share, totaling THB 270,000,000 or representing 50.02 percent of the net profit according to the separate financial statements. The Company paid an interim dividend on September 9, 2024 at the rate of THB 0.35 per share. The final dividend payment will be made at the rate of THB 0.55 per share, in the total amount of THB 165,000,000. The comparison of dividend payments in the past year is as follows:

Details of Dividend Payment	2023	2024 (Proposed Year)
1. Net profit per the separate financial statements (THB)	345,269,403	539,810,911
2. Interim dividend (THB: share)	0.30	0.35
3. Annual dividend (THB: share)	0.35	0.55
4. Total dividend paid (THB)	195,000,000	270,000,000
5. Dividend rate per net profit (%)	56.48	50.02

**Opinion of the Board:**

The Board of Directors has considered the matter and deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider approving the declaration of dividends from the operating results for the year 2024 to the shareholders at the rate of THB 0.90 per share, totaling THB 270,000,000 or representing 50.02 percent of the net profit according to the separate financial statements; approving the omission of the allocation of profit as legal reserve for the year 2024; and acknowledging that the Company paid an interim dividend on September 9, 2024 at the rate of THB 0.35 per share. The final dividend payment will be made at the rate of THB 0.55 per share, in the total amount of THB 165,000,000.

**Voting:**

The resolution of this agenda item requires a majority vote of the shareholder present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting.

**Agenda Item 5**

**To consider and approve the appointment of directors to replace those who are due to retire by rotation**

**Facts and Rationale:**

Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 17 of the Company's Articles of Association require that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) of the directors who have held office for the longest term shall retire. Retiring directors are eligible for re-election.

At present, the Board of Directors is composed of 8 directors. At the 2025 Annual General Meeting of Shareholders, there will be three directors due to retire by rotation as follows:

List of Directors	Position
1. Mr. Somchai Asavapiyanond	Director
2. Mr. Charoen Asavapiyanond	Director
3. Mr. Anajak Limphaisan	Independent Director and Audit Committee

In this respect, the Board of Directors has considered the three directors who are retiring namely (1) Mr. Somchai Asavapiyanond (2) Mr. Charoen Asavapiyanond and (3) Mr. Anajak Limphaisan are knowledgeable, experienced, as well as possessing good employment record, leadership, vision, ethics, integrity, and have an excellent attitude toward the Company. In addition, for those holding positions as independent directors is a person fully qualified according to the definition of an independent director of the Company, which is equivalent to the notification of the Capital Market Supervisory Board and relevant regulations as well as suitable for the position as the company's director. The Board of Directors, therefore, deemed it appropriate to reappoint the 3 directors retiring by rotation as directors for another term and proposed the 2025 Annual General Meeting of Shareholders for approval.

The details regarding profiles, educational backgrounds and work experience of the directors due to retire by rotation and nominated to return to office as directors for another term are described in **Attachment 3**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

Moreover, the Board of Directors is of the view that Mr. Anajak Limphaisan, who is nominated for election as independent directors and/or Audit Committee for another term, is fully qualified per the definition of an independent director of the Company, which has been specified to be in line with the Notification of the Capital Market Supervisory Board. The details of the definition of an independent director are described in **Attachment 3**, which has been distributed to all shareholders together with the invitation letter for this Meeting. In addition, Mr. Anajak Limphaisan is capable of performing his functions and offering their opinions independently and have held his positions as the Company's independent directors for a consecutive period of not exceeding 9 years from the date of their initial appointment (including the term of office proposed for appointment on this occasion).

**Opinion of the Board:**

The Board of Directors, excluding interested directors, has considered this matter, with a view that the three candidates have passed the recruitment process of the Board of Directors to ensure that they are duly qualified for the Company's business operations, knowledgeable and competent with experiences and expertise in line with the Company's business strategies, and credentials, leadership, vision, and are capable of contributing sufficient time to the benefit of the Company's business operations, and are fully qualified without any prohibited characteristics under the applicable laws.

Besides, the Board of Directors considers that Mr. Anajak Limphaisan is eligible to act as independent directors according to the definition of an independent director of the Company, which has been specified to be in line with the Notification of the Capital Market Supervisory Board and are capable of offering their opinions independently, in line with the applicable requirements and have held their positions as the Company's independent directors for a consecutive period of not exceeding 9 years from the date of their initial appointment (including the term of office proposed for appointment on this occasion), and thus deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders consider approving the re-election of those three directors who are due to retire by rotation above to return to office as director and independent directors of the Company for another term.

**Voting:**

The resolution of this agenda item requires a majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting (in considering the election of directors who are due to retire by rotation, the Company will consider and approve on an individual basis).

**Agenda Item 6**

**To consider and approve the remuneration of the Company's directors for the year 2025**

**Facts and Rationale:**

Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 22 of the Company's Articles of Association require that the Company's directors shall be entitled to receive remuneration from the Company in the form of rewards, meeting allowances, fringe benefits, bonuses or other benefits as the Shareholders' Meeting shall consider and resolve by not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting. Such remuneration for directors may be fixed or subject to specific criteria, and may be effective from time to time or indefinitely until otherwise changed by resolution of the Shareholders' Meeting, and furthermore, the Company's directors are also entitled to allowances and benefits under the Company's regulations.

In this regard, the Board of Directors has reviewed and determined the remunerations for the directors and subcommittee members for the year 2025 by taking into account the number of directors, the Company's operating results, business size, duties and responsibilities as well as their respective performances, and such remuneration is justifiable and comparable to those of other leading companies listed on the Stock Exchange of Thailand and in the same industry, and thus deemed it appropriate to propose the Board of Directors consider proposing that the Shareholders' Meeting consider approving the determination of the remuneration for the directors and subcommittee members for the year 2025 to be as follows:

### Remuneration of the directors

Position	Remuneration/ Year (THB)		Change	
	2024	2025 (Proposed Year)	THB +/-(-)	Percent +/-(-)
1. Chairman of the Board of Directors	380,000	380,000	-	0.00
2. Director	280,000	280,000	-	0.00
3. Chairman of the Audit Committee	380,000	380,000	-	0.00
4. Audit Committee Member	300,000	300,000	-	0.00

Remark: The Company will pay the remuneration of the directors quarterly and the director will receive the highest remuneration from any one of the positions he holds.

However, should any director be the Company's staff member or employee, such director shall also be entitled to receive allowances and welfare as remuneration and benefits of staff or employees in accordance with the Company's regulations, provided that the remuneration received in such capacity as the Company's director shall not prejudice the directors' right to receive such remuneration and welfare in his/her capacity as the Company's staff member or employee.

### Non-monetary compensation and other benefits

The Board of Directors shall consider the justifications for these items, taking into account the net profit from the Company's operating results, its ability to pay, as well as business practices in the same industry.

### Opinion of the Board:

The Board of Directors has considered this matter, and thus deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider approving the remuneration for directors for the year 2025 based on the proposed reasons and details in all respects.

### Voting:

The resolution of this agenda item requires not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting, including any abstentions as the basis of the vote counting.

**Agenda Item 7**

**To consider and approve the bonus payment to Board of Directors**

**Facts and Rationale:**

Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 22 of the Company's Articles of Association require that the Company's directors shall be entitled to receive remuneration from the Company in the form of rewards, meeting allowances, fringe benefits, bonuses or other benefits as the Shareholders' Meeting shall consider and resolve by not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting. Such remuneration for directors may be fixed or subject to specific criteria, and may be effective from time to time or indefinitely until otherwise changed by resolution of the Shareholders' Meeting, and furthermore, the Company's directors are also entitled to allowances and benefits under the Company's regulations.

In this regard, the Board of Directors has reviewed and determined the bonus payment for directors for the year 2024, taking into consideration the number of directors, the Company's financial performance, business scale, directors' responsibilities, and individual performance. The proposed remuneration is deemed appropriate and comparable to those offered by leading companies listed on the Stock Exchange of Thailand and within the same industry. Therefore, the Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the allocation of a bonus to directors for the year 2024 in an amount not exceeding THB 2,480,000 as a recognition of the contributions of the Board of Directors.

**Opinion of the Board:**

The Board of Directors has considered this matter, and thus deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider approving the bonus payment to Board of Directors for the year 2024 based on the proposed reasons and details in all respects.

**Voting:**

The resolution of this agenda item requires not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting, including any abstentions as the basis of the vote counting.

## Agenda Item 8

### To consider and approve the appointment of auditors and fixing of the audit fees for the year 2025

#### Facts and Rationale:

Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 36 of the Company's Articles of Association require that the annual general meeting of shareholders shall consider appointing the auditor and fixing the audit fees every year, whereby the existing auditor may be reappointed. In addition, by virtue of the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the listed company shall rotate its auditor in the event where any auditor has performed his/her duties on reviewing or auditing and expressed his/her opinions on the company's financial statements for 7 fiscal years, whether consecutively or not, whereby the company may appoint such auditor as its auditor only after the lapse of at least 5 consecutive fiscal years.

In this regard, the Audit Committee has considered the independence, qualifications, backgrounds, performance and efficiency in the audit by the auditor, taking into account the past performance, and is of the view that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. has knowledge and understanding of the Company's business operations at a reasonable rate of audit fees, and has thus deemed it appropriate to nominate Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as a certified public accountant approved by the Office of the Securities and Exchange Commission as the Company's auditor for the year 2025, per the list of the following auditors:

List of Auditors	CPA Registration	Financial Statements Certification History (Years)
1. Ms. Lasita Magut	9039	-
2. Mrs. Darunee Chanttra	8625	-
3. Mrs. Wilasinee Krishnamra	7098	-
4. Ms. Porakoch Jongkolsiri	7150	-

Any one of the auditors shall conduct the audit and express their opinion on the Company's financial statements for the year 2025.

Should the auditors per the above list not be able to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. shall be empowered to appoint another certified public accountant from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to act as such instead.

The auditors per the above list are qualified and do not have any characteristics contrary to the requirements of the Stock Exchange of Thailand or do not have any relationship or interest with the Company, its subsidiaries, executives, major shareholders or their concerned persons, and thus they are independent enough to conduct the audit and express their opinions on the Company's financial statements. The profiles and experience of the respective auditors are described in **Attachment 4**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

In addition, the Audit Committee has deemed it appropriate to fix the audit fees for the year 2025 for the Company in the amount of THB 1,950,000 per year, with the significant information in support of its consideration as follows:

Supporting Information	2024	2025 (Proposed Year)	Change THB +/(–)	Change Percent +/(–)
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.		
Audit fees for the Company (THB)	2,200,000	1,950,000	(250,000)	(11.4)

Such audit fees exclude the non-audit fees as actually incurred (which includes out-of-pocket expenses as actually incurred), whereby in 2024, the non-audit fees amounted to THB 402,269.

**Opinion of the Board:**

The Board of Directors has considered this matter and granted approval for the Audit Committee's proposal, and thus deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders consider granting approval for Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's audit firm and approving the appointment of (1) Ms. Lasita Magut , CPA Registration No. 9039 and/or (2) Mrs. Darunee Chantra , CPA Registration No. 8625 and/or (3) Mrs. Wilasinee Krishnamra , CPA Registration No. 7098 and/or (4) Ms. Porakoch Jongkolsiri , CPA Registration No. 7150 as the Company's auditor for the year 2025, with the audit fees in the amount of THB 1,950,000 per year and non-audit fees and out-of-pocket expenses as actually incurred.

In this connection, the Board of Directors shall ensure that the Company prepares the financial statements in a timely manner in accordance with such period as prescribed by law.

**Voting:**

The resolution of this agenda item requires a majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting.

**Agenda Item 9**

**To acknowledgment of the change in the utilization of proceeds from the Initial Public Offering (IPO)**

**Facts and Rationale:**

To comply with the Notification of the Securities and Exchange Commission No. Sor.Jor. 63/2561 regarding the Change in the Utilization of Proceeds as Disclosed in the Registration Statement for Securities Offering and the Draft Prospectus, dated November 5, 2018, which requires the Company to report any changes in the utilization of funds raised from the Initial Public Offering (IPO) to the shareholders after obtaining approval from the Board of Directors' resolution.

Accordingly, it is deemed appropriate to propose that the Annual General Meeting of Shareholders for the year 2025 acknowledge the change in the utilization of IPO proceeds. This change involves reallocating the investment funds or expenses among the categories previously disclosed in the registration statement to be used as working capital for the Company's operations, ensuring maximum benefit to the Company and its shareholders. The details of the proposed changes are as follows:

Purpose of use	Existing Estimated amount (million Baht)	Estimated amount based on the proposed utilization plan (million Baht)
1. Financial institution debt settlement	350.00	350.00
2. Used as working capital in business operation	172.38	272.38
3. Used to finance the construction of new projects		
- Ready Meal	250.00	192.27
- Rice Bar	100.00	57.73
<b>Total</b>	<b>872.38</b>	<b>872.38</b>

This change in the objectives of utilizing of the proceeds received from capital increase from IPO is intended to optimize the management of proceeds received from the IPO for the maximum benefit of the Company and shareholders, as well as to improve operational efficiency and the Company's business plan. This change is considered non-material as it involves reallocating investment proceeds or expenses between transactions that have already been disclosed through the disclosure system. Therefore, the Company is required to seek approval from the Board of Directors' meeting and report this change to the shareholders' meeting for acknowledgment at the next meeting.

**Opinion of the Board:** The Board of Directors has reviewed the matter and considers it appropriate to propose that the Annual General Meeting of Shareholders for the year 2025 acknowledge the change in the utilization of IPO proceeds.

**Voting:** This agenda item is for acknowledgment only; therefore, no voting is required.

**Agenda Item 10** To consider other matters (if any)

**Information for Shareholders**

1. The Company has scheduled Friday, March 14, 2025 as the record date to determine the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders.
2. The Company will hold the Meeting via electronic means (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2021), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2021) and other related laws and regulations. In this regard, the Company requests cooperation from all the shareholders to consider complying with the Clarifications on procedures for registration, proxy appointment, documents and evidence for registration of the Meeting via electronic means (e-AGM) as per the details in **Attachment 5**.

In the case that the shareholders are unable to attend the Meeting via electronic means (e-AGM), the shareholders may choose one of the applicable proxy forms provided by the Company to the shareholders as per the details in **Attachment 6** (Proxy Form A, Proxy Form B and Proxy Form C, provided that Proxy Form C applies to foreign shareholders who appoint their custodians in Thailand for depository and custody of their shares only) or download Proxy Forms from the Company's website at <https://nslfoods.com/en/shareholders-meeting/>, although only one Proxy Form per shareholder may be used. The profiles of the Company's independent directors in support of their appointment as proxies by the shareholders are described in **Attachment 7**. Moreover, the Company has prepared the acceptance for the invitation to the Meeting via electronic means (e-AGM) as per the details in **Attachment 8**. The Company would highly appreciate it if the shareholders send the acceptance for the invitation to the Meeting via electronic means (e-AGM) and/or the Proxy Forms, together with supporting documents and evidence, to the Company (affixed with THB 20 stamp duty for the Proxy Forms) by April 9, 2025 at the following address:

Company Secretary

NSL Foods Public Company Limited

55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road, Lampo Subdistrict,  
Bangbuathong District, Nonthaburi 11110

3. The Company has published the invitation letter for the 2025 Annual General Meeting of Shareholders, together with supporting documents, available for download from the Company's website as follows:

Thai version : <https://nslfoods.com/th/shareholders-meeting/>

English version : <https://nslfoods.com/en/shareholders-meeting/>

4. The Company shall conduct the Meeting in accordance with the Company's Articles of Association relating to the Shareholders' Meeting as per the details in **Attachment 9**.
5. The Company has prepared the Annual Report 2024 (Form 56-1 One Report) in QR Code format, which is available for download from the Notice of the Meeting (with QR Code) as per the details in **Attachment 2**.
6. For the purpose of the 2025 Annual General Meeting of Shareholders, the shareholders may send their questions in advance regarding such matters in the agenda of this Meeting as per the form in **Attachment 10** through the following channels:

E-mail : [ir@nslfoods.com](mailto:ir@nslfoods.com)

Mail : Company Secretary

NSL Foods Public Company Limited

55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road, Lampo  
Subdistrict, Bangbuathong District, Nonthaburi 11110

All shareholders are hereby invited to attend the 2025 Annual General Meeting of Shareholders on the date and at the time as indicated above.

Please be informed accordingly.

Sincerely yours,

NSL Foods Public Company Limited



(Mr. Somchai Asavapiyanond)  
Chairman of the Executive Committee

## Minutes of the 2024 Annual General Meeting of Shareholders

### NSL Foods Public Company Limited

#### Date, Time, and Venue of Meeting

The 2024 Annual General Meeting of Shareholders (the “**Meeting**”) was convened on Monday, April 22, 2024 via electronic means (e-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2021) and other related laws and regulations.

#### The Meeting was commenced at 10.00 hours

NSL Foods Public Company Limited (the “**Company**”) by Mrs. Jariya Musigchai, Company Secretary, serving as the meeting facilitator (“**Meeting Facilitator**”) welcomed the participants to the Meeting. The Meeting Facilitator then informed the Meeting of the registered capital and the shares of the Company, in brief, as follows:

Registered capital	THB	300,000,000
Paid-up capital	THB	300,000,000
Ordinary shares	300,000,000	shares
Par value (per share)	THB	1.00

In this regard, the Company had scheduled the record date to determine the names of the shareholders entitled to attend the 2024 Annual General Meeting of Shareholders on Monday, March 18, 2024 (Record Date).

There were a total of 11 shareholders attending the Meeting in person and 172 shareholders attending the Meeting by proxy, and as such, the total number of shareholders present in the Meeting amounted to 183 shareholders representing a total of 242,460,001 shares or equivalent to 80.82 percent of the Company’s issued and paid-up shares. The quorum was thus, constituted in accordance with the Law and the Article of Association (Article 33). This requires the presence of not less than twenty-five (25) shareholders in persons or by proxies (if any) or at least half (1/2) of the total number of the shareholders, and holding not less than one-third (1/3) of the total number of the paid-up shares shall be present to form a quorum.

To be in line with the principles of good corporate governance, the Meeting Facilitator then informed the Meeting of the voting and vote counting procedures for each agenda as follows:

1. All shareholders are entitled to voting rights according to the number of shares held by them, whereby one share is equivalent to one vote.
2. At the time of each voting, kindly press on “E-Voting” window to cast your vote “Approval”, “Disapproval” or “Abstention” within the time limit (approximately 1 minute). After submitting your votes, the system will show a pop-up asking if the votes are confirmed. Press OK to confirm the votes.

For participants attending the Meeting via mobile devices or tablets, please switch from the Zoom application back to the Chrome browser to cast your vote in the E-Voting menu.

If shareholders wish to change their vote, the shareholders can cast their voting again. However, the system will allow the shareholders to change their vote until the voting period for that agenda is closed.

3. For vote counting, the Company will deduct the votes of "*Disapproval*" or "*Abstention*" from the total number of votes.

In the event that the shareholders do not vote in the e-voting program or fail to cast their vote within the time limit on any agenda item, the Company will consider that you have Approved with that particular agenda item.

At the conclusion of each agenda, when the vote counting is completed, the e-voting system will be closed, and the voting result will be announced after the end of each proposed agenda.

4. In the case that a shareholder executes Proxy Form B and C to assign his/her proxy or the independent director of the Company to attend the Meeting and vote in accordance with such shareholders' intention and sends such proxy form to the Company before considering any agenda, the Company has already recorded such vote in accordance with the intention of the shareholder as specified in the Proxy Form.
5. Once the voting results for a particular agenda item are announced, it is considered final for that agenda item.
6. Shareholders having a special conflict of interest in any agenda shall have no right to vote in that agenda, except for the election of the director.
7. In counting votes for the meeting agenda of the 2024 Annual General Meeting of Shareholders shall be divided into 3 categories:

- (a) The agendas which require the resolution with a majority votes of the shareholders who attend the meeting and cast their vote are Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7.

Agenda 5 is the agenda to consider and approve the appointment of directors to replace those who are due to retire by rotation. The Company has arranged to consider and approve the appointment of directors individually.

In this case, the Company will count the votes of the shareholders who attend the meeting and cast their vote of "Approval" and "Disapproval" only, and the Company will not count the vote of "Abstention" as the total vote. The vote of "Abstention" will not be considered that the shareholders did not approve on such agenda.

- (b) Agenda 6 requires the resolution with no less than two-thirds (2/3) of total votes of the shareholders present at the Meeting.

- (c) Agenda 8 requires the resolution with no less than three-fourths (3/4) of total votes of the shareholders present and entitled to vote at the Meeting.

In this case, the Company will count the votes of the shareholders present at the Meeting "Approval" "Disapproval" and "Abstention" as the total vote. The votes "Disapproval" and "Abstention" will be deducted from the total votes and the remainder will be counted as the votes of "Approval" in such agenda.

8. As the shareholders and proxy holders are allowed to enter and/or leave the Meeting from time to time after the commencement of the Meeting, therefore, the number of attendees and their votes on the respective agenda items may vary.
9. Before voting on each agenda, the Company will give the shareholders and proxy holders an opportunity to ask questions concerning such agenda as appropriate. Any shareholder or proxy who wishes to ask questions can do so through the following options:
  - An audio chat channel Please go to the Reactions menu in the E – meeting window and press the 'Raise Hand' button. After the Meeting Facilitator calls your name, the staff will allow you to open the microphone. You have to press 'Unmute' and turn on the microphone on your device. Before asking the question the shareholders are requested to specify name, surname, and shareholder status such as a shareholder or proxy in order to record the minutes of the Meeting minutes correctly and completely.
  - A chat channel Please go to the 'Q&A' menu in the Zoom application, type your message, and press Enter to submit your message to the system. Kindly provide your full name and specify whether you are a shareholder or a proxy holder before posing each question. This is essential for accurate and comprehensive meeting recording purposes. Once received, our staff will read and address your questions in the order they appear in the system's timestamp.

In the case that the shareholders cannot speak into the microphone, kindly type your questions and send it through the Q&A instead.

In this regard, the Company requests the shareholders or proxy holders to share their opinions or ask questions concisely and refrain from asking questions or sharing opinions on redundant issues so as to also allow other shareholders to exercise their rights to ask questions. Therefore, the shareholders are kindly requested to cooperate in order to ensure that the Meeting is conducted smoothly and proceeds in a timely manner.

- In case no participants ask questions within 1 minute, the Company will continue the Meeting. If the shareholders have additional questions, kindly type the questions through the Q&A channel and the staff will read your questions on the other matters at the end of the Meeting to ensure that the Meeting proceeds smoothly.
- In the event that you do not specify your full name or your status, the Company reserves the right not to read your question.

- In case you do not specify which agenda your question is for, the Company reserves the right to bring such questions to be read in other matters at the end of the Meeting.
- In the event that you specify that the question you wish to ask is a question for which agenda but the content of the question is not related to the agenda you specified, the Company reserves the right to bring such questions to be read in other matters at the end of the Meeting.
- In the event that your question concerns the same issue as the question that has been read and answered by the Company, the Meeting Facilitator will read such questions and the Company reserves the right to let the Chairman of the Meeting exercise discretion to rule that it is a duplicate question and to skip such questions without answering.

During the period from March 25, 2024 to April 19, 2024, the Company gave the shareholders a chance to submit questions in advance before the Meeting. Upon the lapse of such period, no shareholders sent questions to the Company in advance.

10. In order to make the vote counting transparent, the Company has appointed an independent legal advisor from external organization, namely Ms. Supatra Kerinsaguna, from Kudun and Partners Co., Ltd., to oversee and monitor the vote counting.
11. The Company recognizes the importance of the personal data of the shareholders and proxy holders. In this regard, the Company has prepared a privacy notice in accordance with the Personal Data Protection Act B.E. 2562 (2019) to inform details about the storage process, the processing, and the use of data, including informing the shareholders and proxy holders of their personal data rights as per the details in the notice of the Meeting. In this Meeting, the Company takes visual and audio records of the Meeting in the form of video media, in which the Company will disclose such visual and audio records on the Company's website for the shareholders and all other parties involved to watch retrospectively.

The Company reserves the right to take any appropriate action to keep the Meeting concise and efficient.

Before proceeding with the meeting agenda, the Meeting Facilitator introduced the directors, executives, auditors, and legal advisor, attending the Meeting as follows:

#### Directors present at the Meeting

- |                               |  |
|-------------------------------|--|
| 1. Mrs. Suvimol Chrityakierne | Chairman of the Board of Director and Independent Director |
| 2. Mr. Somchai Asavapiyanond  | Director and Chairman of the Executive Committee           |
| 3. Mr. Arkradej Liamcharoen   | Director and Vice president of Accounting and Finance      |
| 4. Mr. Weerachon Khaophong    | Director and Executive Vice President                      |
| 5. Mr. Charoen Asavapiyanond  | Director and Vice president of Operation                   |

- |    |                                |  |
|----|--------------------------------|--|
| 6. | Mrs. Pannipa Rodwana           | Chairman of Audit Committee and Independent Director |
| 7. | Mr. Chaiwut Jumnongsutasathien | Independent Director and Audit Committee             |
| 8. | Mr. Anajak Limphaisan          | Independent Director and Audit Committee             |

Therefore, in the Meeting, there are 8 directors attending the Meeting represented 100 percent of the total number of all directors.

The executives of the Company who are attending the Meeting today and are prepared to answer the inquiries of the shareholders are as follow:

- |    |                                |   |
|----|--------------------------------|---|
| 1. | Ms. Phimnada Charoennaraphiwat | Vice President (Sales and Marketing 7-Eleven)                       |
| 2. | Ms. Waewdao Tanavatsatiend     | Vice President (Sales and Marketing – Food Services)                |
| 3. | Mr. Visut Pornsalanu wattana   | Vice President (Sales and Marketing – Brand & Business Development) |
| 4. | Mr. Jirawat Daechasatien       | Director and Management of NSL Intertrade (2023) Co., Ltd.          |
| 5. | Miss Veji Prachyasilpawut      | Director and Management of NSL Bake A Wish Co., Ltd.                |

Auditors attending the Meeting from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

- |    |                      |                |
|----|----------------------|----------------|
| 1. | Mr. Mongkol Somphol  | Audit Partner  |
| 2. | Ms. Sudsawat Ritwara | Audit Director |

Legal Advisors attending the Meeting from Kudun and Partners Co., Ltd.

- |    |                             |                  |
|----|-----------------------------|------------------|
| 1. | Mr. Kongkoch Yongsavasdikul | Partner          |
| 2. | Ms. Supatra Kerinsaguna     | Senior Associate |

Mrs. Suvimol Chrityakierne, a chairman of the board of directors (the “**Chairman**”), presided as the chairman of the 2024 Annual General Meeting of Shareholders. The Chairman welcomed all attending shareholders and proxy holders and made an official opening speech. The Chairman then commenced the Meeting according to the meeting agenda items as follows:

**Agenda Item 1 To consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholders**

The Chairman informed the Meeting that the Company held the 2023 Annual General Meeting of Shareholders on Friday, April 21, 2023 and has duly prepared the Minutes of such Meeting, as per the details in **Attachment 1**, which has been distributed to all shareholders together with the notice of the Meeting.

The board of directors has considered the Minutes of the 2023 Annual General Meeting of Shareholders, which was held on Friday, April 21, 2023, and found the same to be

duly and completely recorded, and thus deemed it appropriate to propose that the 2024 Annual General Meeting of Shareholders consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholders.

The Chairman gave the shareholders an opportunity to inquire and express their opinions. The Meeting Facilitator explained the method of asking questions or expressing opinions using the Zoom program to the shareholders. No shareholders or proxy holders raised any inquiries or expressed opinions, the Chairman then asked the Meeting to vote.

The Meeting Facilitator explains the voting procedure by E-Voting in which the shareholders can vote in the specified time period (1 minute) and will close the vote within 1 minute.

**Resolution:** The Meeting has resolved to adopt the Minutes of the 2023 Annual General Meeting of Shareholders, held on April 21, 2023, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	242,493,802	100.00
Disapproved	0	0.00
Voided Ballot	0	0.00
Abstained	0	-
<b>Total</b>	<b>242,493,802</b>	<b>100.00</b>

**Remarks**

1. The resolution on this agenda item must be approved by a majority of votes of the shareholders present at the Meeting and casting their votes.
2. In this agenda item, there were the additional shareholders registering to attend the Meeting by 2 shareholders, representing 33,801 shares, and as such, the total number of shareholders present in this agenda item amounted to 185 shareholders, representing a total of 242,493,802 shares.

**Agenda Item 2 To acknowledge the Company's operating results for the year 2023**

The Chairman informed the Meeting that in order to comply with Article 36 of the Company's Articles of Association which require an annual general meeting of shareholders to consider acknowledging the board of directors' report on the Company's activities over the past year, therefore, the Company has summarized its operating results and significant changes in the Company during 2023 under the

heading Management Discussion and Analysis and Financial Highlights of the Annual Report 2023 (Form 56-1 One Report), as per the details in Attachment 2, which has been distributed to all shareholders in QR Code format together with notice of the Meeting.

The board of directors has considered the matter and deemed it appropriate to propose that the 2024 Annual General Meeting of Shareholders acknowledge the Company's operating results for 2023. The Chairman delegated Mr. Somchai Asavapiyanond, Chairman of the Executive Committee, Mr. Weerachon Khaophong, Executive Vice President and Mr. Arkradej Liamcharoen, Vice president of Accounting and Finance, to inform the Meeting of the details of the Company's operating result.

Mr. Arkradej Liamcharoen informed the Meeting of the Company's operating results for 2023, with the total revenue of 4,749 million Baht, which is an increase of approximately 740 million Baht from 2022, when the revenue was 4,010 million Baht. The majority of the revenue, accounting for 90.2%, came from bakery products and snacks sold in 7-11 stores. Specifically, the revenue from sales in 2023 amounted to 4,736 million Baht, marking an increase of about 18.3% or 734 million Baht from 2022, when the sales revenue was 4,002 million Baht.

In terms of operating profit, since 2023 was the first year that the Company had subsidiaries, the financial statements included both separate financial statements for the Company itself and consolidated financial statements. For the separate financial statements, the Company reported a profit of 345 million Baht, compared to a total profit of 298 million Baht in 2022. This represents an increase of about 47 million Baht, or 15.7%. However, due to last year's investments in two subsidiaries and one joint ventures, the first-year operations of these subsidiaries and joint ventures did not yet generate profit in the Company's consolidated financial statements, resulting in a consolidated profit of 332 million Baht.

In terms of expenses, the cost of distribution in 2023 was approximately 324.9 million Baht, which accounted for 6.8% of total revenue. This is very close to the cost of distribution as a percentage of total revenue in 2022, which was 6.7%. The slight increase in expenses in 2023 was primarily due to marketing costs associated with preparing for product exhibitions both domestically and internationally. The majority of the distribution costs were related to the logistics of sales, where transportation costs increased proportionally with the volume of sales. The Company was able to maintain the transportation cost rate at approximately 4.8% of sales, which is close to the rate of the previous year.

Administrative expenses for the Company in 2023 totaled 117.5 million Baht, which is a slight increase from 101.4 million Baht in 2022. However, when compared to the total revenue, the Company has effectively managed to keep administrative expenses at a rate of 2.5%. The majority of these expenses are comprised of salaries and wages. When calculated as a percentage of sales, the Company has consistently controlled salary expenses. In 2023, this rate decreased from 1.6% of total revenue in 2022 to 1.5% of total revenue.

The consolidated financial statements, as of December 31, 2023, the Company reported total assets of 2,499.6 million Baht, total liabilities of 923.2 million Baht, and total shareholders' equity of 1,576.4 million Baht. In the separate financial statements, the total assets were 2,438.1 million Baht, total liabilities were 866.7 million Baht, and total shareholders' equity was 1,571.4 million Baht. The majority of the Company's assets consist of trade receivables and inventories, which have increased from the previous year due to increased sales. Regarding cash and bank balances, the Company had about 130 million Baht in 2023. Additionally, the Company also had approximately 200 million Baht from an IPO, bringing its total cash reserves to over 300 million Baht, indicating a strong cash flow and good liquidity.

Regarding liabilities, the Company has total debts of 923.2 million Baht, with the majority being accounts payables, which corresponds with the expansion of operations and increased revenue. As for loans from financial institutions, the Company has already utilized about 100 million Baht of borrowings since 2022, and it is anticipated that by August 2024, the Company will be able to fully repay these debts.

In terms of equity, the Company has fully complied with the legal requirements for legal reserve funds, and it has an unallocated retained earnings of 432.3 million Baht, an increase from the previous year, which aligns with the Company's increased profitability.

Then Mr. Somchai Asavapiyanond reported on last year's performance states that the Company has introduced several new products to the market, and in 2023, there are plans to enhance the flavors of products launched in the previous year. Additionally, the Company operates dedicated factory for producing Halal products, and has incorporated the Halal symbol into current products, with plans to develop new Halal products in the future.

For the Company's own branded business units, such as "Pang Tai" brand, they are sold in CJ Mart, Lotus's and Jiffy. For NSL Selection products, various brands are selected to work together, including Bake a Wish. In the past year, products such as choux cream and Jerry cheesecake have been successfully launched and received positive feedback. The Company also sells its products in premium section at 7-11 stores and offers pre-order cakes in 7-11 stores. Additionally, the Company collaborated with Chef Beam, a renowned pastry chef, who serves as the Executive Chef to develop pastries for the Company.

As for the rice bar product, they are sold through various channels such as Lion Air flights, kiosks, food trucks, and refrigerated sections. There has been an increase in catering services as well.

For the Food Services group, there is collaboration with Arigato and Top's Market for frozen bakery products. Additionally, there is continued importation and distribution of frozen beef and lamb, as well as frozen food ingredients, which are consistently supplied to restaurants. The Company plans to expand the Food Service group by

expanding factories to process food and accommodate a wider range of Food Service products.

In addition to the aforementioned, the Company is also aware of and gives great importance to anti-corruption and has established a policy against corruption, which prescribes rules for directors, executives, and employees of the Company to comply with by not supporting businesses or persons engaged in illegal exploitation, either directly or indirectly.

Then, Mr. Weerachon Khaophong provided further information regarding the operations of the subsidiary companies in the past year.

Mr. Weerachon Khaophong reported to the Meeting that the Company has one joint ventures namely Pen 1 F&B Co., Ltd. ("**Pen 1 F&B**") and two subsidiaries namely NSL Bake A Wish Co., Ltd. ("**NSL Bake A Wish**") and NSL Intertrade (2023) Co., Ltd. ("**NSL Intertrade**"). The performance of the subsidiary company; NSL Bake A Wish, at the end of 2023, there were a total of 70 Bake A Wish branches, and 2 of them were branches of NSL Bake A Wish. The Company aimed to expand the number of NSL Bake A Wish's branches by at least 10 branches this year, focusing on Trendy Cake & Dessert products.

For NSL Intertrade, which objectives to export products, since the Company was newly established last year, it focused on building its identity, establishing networks, and generating revenue. NSL Intertrade exported canned corn to the UAE and retort desserts to China, this was done to test the market and establish a market presence for NSL Intertrade.

Mr. Arkradej Liamcharoen summarized on the utilization of funds obtained from the offering of ordinary shares to increase capital. The Company used the funds to repay loans from financial institutions and utilized them as working capital exactly as proposed in the expenditure plan. Regarding the funds allocated for the construction of a new factory, only a portion was utilized, and the remaining amount was deposited into a fund, which could be utilized to expand business operations at an appropriate time.

The Chairman gave the shareholders an opportunity to inquire and express their opinions. The Meeting Facilitator explained the method of asking questions or expressing opinions using the Zoom program to the shareholders. No shareholders or proxy holders raised any inquiries or expressed opinions.

*Remark: This agenda item is for acknowledgment only and requires no resolution.*

**Agenda Item 3 To consider and approve the Financial Statements for the year ended December 31, 2023**

The Chairman informed the Meeting that in order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Articles 36 and 39 of the Company's Articles of Association, which require the Board of Directors to prepare

the statement of financial position (balance sheet) and the income statement of the Company as at the end of the fiscal year, and propose the same to the annual general meeting of shareholders for consideration and approval, the Board of Directors shall have an auditor complete an audit of such balance sheet and income statement before submission to the Shareholders' Meeting.

In this regard, the Company has prepared the financial statements for the year ended December 31, 2023 and profit and loss statement for the year ended December 31, 2023, which have been audited, signed and certified by Mr. Mongkol Somphol, Certified Public Accountant from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd, the auditor of the Company, considered and reviewed by the Audit Committee, and have been approved by the Board of Directors of the Company. The details of which are described under the heading Financial Statements of the Annual Report (Form 56-1 One Report), as per the details in **Attachment 2**, which has been distributed to all shareholders in QR Code format together with the invitation letter for this Meeting. The financial statements for the year ended December 31, 2023 is summarized as follows:

Description	Consolidated Financial Statements as of December 31			Separate Financial Statements as of December 31		
	2023 (THB)	2022 (THB)	Change percent +/(–)	2023 (THB)	2022 (THB)	Change percent +/(–)
<b>Total assets</b>	2,499,601,094	2,289,655,475	9.2	2,438,143,663	2,289,655,475	6.5
<b>Total liabilities</b>	923,202,527	883,564,464	4.5	866,693,759	883,564,464	(1.9)
<b>Shareholders' equity</b>	1,576,398,567	1,406,091,011	12.1	1,571,449,904	1,406,091,011	11.8
<b>Total revenues</b>	4,809,325,428	4,009,771,324	19.9	4,748,698,545	4,009,771,324	18.4
<b>Net profit</b>	333,477,185	297,597,284	12.1	345,269,403	297,597,284	16.0
<b>Earnings per share (THB/share)</b>	1.11	0.99	12.1	1.15	0.99	16.2

The Chairman gave the shareholders an opportunity to inquire and express their opinions. The Meeting Facilitator explained the method of asking questions or expressing opinions using the Zoom program to the shareholders.

There were shareholders asking questions as follows:

(1) Mrs. Somrudee Kerdbankram (a shareholder attending the Meeting in person), inquired whether there is a possibility for the Company's management to organize the Annual General Meeting in hybrid, both online and offline.

The Meeting Facilitator explained to the shareholders that the Company is considering organizing meetings in a hybrid format, which may take place at the Company's

headquarters or any other location. Once decided, shareholders will be informed of the details accordingly.

(2) Mrs. Somrudee Kerdbankram (a shareholder attending the Meeting in person), inquired that after the first quarter, are the Company's management still confident in achieving the 19% growth target for this year? What are the expected Gross Profit Margin and Net Profit Margin rates?

Mr. Somchai Asavapiyanond explained to the shareholders that the performance in the past quarter has been according to the expected plan, with a growth rate not less than 19%. However, the Company continuously assesses risks from various factors. The Company has plans and strategies in place to mitigate these risks, ensuring shareholders' confidence in meeting the targets for this year.

(3) Mrs. Somrudee Kerdbankram (a shareholder attending the Meeting in person), inquired that Managements anticipate which products will be flagship this year, and what is the projected proportion of exports compared to total revenue this year? Additionally, could you provide information on the revenue proportion of products in 7-11 stores compared to those not sold in 7-11 stores?

Mr. Somchai Asavapiyanond explained to the shareholders that products sold in 7-11 stores have seen growth in all categories. Flagship products may include macaron and chocolate ganache sold in 7-11 stores. Furthermore, new product groups such as fried donuts and Halal products are expected to contribute due to the Company's high-capacity Halal factory and variety types of Halal products are sold in 7-11 stores. Additionally, in the Food Service sector, the Company has expanded its service area, which is expected to increase sales, including co-branded products like NSL Bake A Wish, which is expected to generate revenue for the Company. Regarding exports, the Company believes it can drive sales growth in the future.

(4) Mr. Kittipong Leehirunyapong (a shareholder attending the Meeting in person) asked whether NSL Intertrade's 100 million Baht target and the Pen 1 F&B product's target are still the same after the first quarter.

Mr. Weerachon Khaophong clarified to the shareholders that for Pen 1 F&B product, the Company has reduced related management expenses and has discussed market expansion and product development with partners to align with the target market in the third and fourth quarters. As a joint venture company, agreement must be reached among all three parties.

(5) Mr. Paisan Kittireunghon (a shareholder attending the Meeting in person) asked about this year's selling expense budget as a percentage of sales.

Mr. Arkradej Liamcharoen explained to the shareholders that the Company currently has plans to launch new products, which will increase marketing and sales promotion expenses. For the year 2024, there is increase in staff-related costs which is expected

to be about 6% of sales revenue. Nevertheless, the Company will control these expenses to ensure they remain appropriate and necessary for business operations.

The Meeting Facilitator informed that the Meeting had no further questions. The Chairman then asked the Meeting to vote.

The Meeting Facilitator explained how to vote by using the E-Voting method. Shareholders can vote within the specified time (1 minute) and the voting results will be closed within 1 minute.

**Resolution:** The Meeting has resolved to approve the Financial Statements for the year ended December 31, 2023, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	242,502,602	100.00
Disapproved	0	0.00
Voided Ballot	0	0.00
Abstained	0	-
<b>Total</b>	<b>242,502,602</b>	<b>100.00</b>

- Remarks**
1. The resolution on this agenda item must be approved by a majority of votes of the shareholders present at the Meeting and casting their votes.
  2. In this agenda item, there were the additional shareholders registering to attend the Meeting by 2 shareholders, representing 8,800 shares, and as such, the total number of shareholders present in this agenda item amounted to 187 shareholders, representing a total of 242,502,602 shares.

**Agenda Item 4 To consider and approve the annual dividend payment and omission of the allocation of profits as a legal reserve and to acknowledge the interim dividend payment**

The Chairman delegated Mr. Arkradej Liamcharoen Director of Accounting and Finance to present the details of this agenda item to the Meeting.

Mr. Arkradej Liamcharoen informed the Meeting that in order to comply with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 45 of the Company's Articles of Association, the Company is required to appropriate part of its annual net profit as a reserve fund at not less than 5 percent of the annual net profit, less any accumulated losses brought forward (if any) until such reserve reaches not less than 10 percent of the registered capital.

As of December 31, 2023, the Company's registered capital was 300,000,000 Baht and the Company had legal reserves of 30,000,000 Baht, equal to 10 percent of the registered capital. This meets the requirements of the law and the Company does not have a duty to allocate any further profits to the legal reserve.

Moreover, Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 44 of the Company's Articles of Association, require that the Company's dividend payment shall be made out of its profits, and should the Company still sustain any accumulated loss, no dividend shall be declared. The declaration of dividends is subject to approval from the shareholders' meeting.

In addition, the Company has a policy to pay dividends to the shareholders at the rate of not less than 50 percent of the net profit according to the separate financial statements after the deduction of corporate income tax and all kinds of reserves as required by law and by the Company each year, whereby the Board of Directors will consider the declaration of dividend by primarily taking into account various factors in the best interests of the shareholders, e.g., economic situation, the Company's operating results and financial position, cash flow, reserves for future investments, reserves for repayment of loans or as working capital in the Company, conditions and restrictions as specified in the loan agreements, provided that such dividend payment shall in no way materially affect the ordinary course of business operations of the Company, as the Board of Directors may consider appropriate or reasonable.

In 2023, the Company had a net profit from its operating results according to the separate financial statements in the amount of 345,269,403 Baht. Therefore, the Company deems it appropriate to propose that the Shareholders' Meeting consider approving the declaration of dividends from the operating results for the year 2023 to the shareholders at the rate of 0.65 Baht per share, totaling 195,000,000 Baht or representing 56.48 percent of the net profit according to the separate financial statements. The Company paid an interim dividend on September 8, 2023 at the rate of 0.30 Baht per share. The final dividend payment will be made at the rate of 0.35 Baht per share, in the total amount of 105,000,000 Baht. The comparison of dividend payments in the past year is as follows:

Details of Dividend Payment	2022	2023 (Proposed Year)
1. Net profit per the separate financial statements (THB)	297,597,284	345,269,403
2. Interim dividend (THB: share)	0.25	0.30
3. Annual dividend (THB: share)	0.30	0.35
4. Total dividend paid (THB)	165,000,000	195,000,000
5. Dividend rate per net profit (%)	55.44	56.48

The Chairman gave the shareholders an opportunity to inquire and express their opinions. The Meeting Facilitator explained the method of asking questions or expressing opinions using the Zoom program to the shareholders.

There were shareholders asking questions as follows:

(1) Mrs. Somrudee Kerdbankram (a shareholder attending the Meeting in person), inquired whether the managements intends to distribute dividends twice a year and will the dividend payout ratio will increase according to profits every year.

Mrs. Suvimol Chrityakierne clarified to the Meeting that the distribution of dividends depends on the Company's dividend policy and consider together with several factors, including the Company's annual performance.

(2) Mrs. Somrudee Kerdbankram (a shareholder attending the Meeting in person), inquired whether the pay-out ratio will remain constant or increase due to improved cash flow, as the Company plans to repay bank loans in August.

Mr. Arkradej Liamcharoen explained to the Meeting that it depends on the Company's cash flow as the Company still has plans to construct factories according to the previously announced spending plan. Based on financial forecasts, Mr. Arkradej sees that the pay-out ratio will not be lower than before and is likely to increase.

The Meeting Facilitator informed that the Meeting had no further questions. The Chairman then asked the Meeting to vote.

The Meeting Facilitator explained how to vote by using the E-Voting method. Shareholders can vote within the specified time (1 minute) and the voting results will be closed within 1 minute.

**Resolution:** The Meeting has acknowledged the interim dividend payment and resolved to approve the dividend payment for 2023 and the omission of the allocation of profits as a legal reserve for the year 2023, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	242,502,602	100.00
Disapproved	0	0.00
Voided Ballot	0	0.00
Abstained	0	-
<b>Total</b>	<b>242,502,602</b>	<b>100.00</b>

Remarks

1. The resolution on this agenda item must be approved by a majority of votes of the shareholders present at the Meeting and casting their votes.
2. In this agenda item, there were no additional shareholders registering to attend the Meeting.

**Agenda Item 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation**

The Chairman informed the meeting that since Mr. Weerachon Khaophong, Mr. Arkradej Liamcharoen and Mr. Chaiwut Jumnongsutasathien, were directors who had to retire by rotation in 2024. For transparency and to be in line with the guidelines for good corporate governance, Mr. Weerachon Khaophong, Mr. Arkradej Liamcharoen and Mr. Chaiwut Jumnongsutasathien were asked to temporarily leave the meeting room and let the Meeting Facilitator continue the Meeting on this agenda.

The Meeting Facilitator informed the Meeting that in order to comply with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 17 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) of the directors who have held office for the longest term shall retire. Retiring directors are eligible for re-election.

At present, the board of directors is composed of 8 directors. At the 2024 Annual General Meeting of Shareholders, there are 3 directors due to retire by rotation as follows:

No.	List of Directors	Position
1.	Mr. Weerachon Khaophong	Director
2.	Mr. Arkradej Liamcharoen	Director
3.	Mr. Chaiwut Jumnongsutasathien	Independent Director and Audit Committee

In this respect, the board of directors has considered selecting candidates eligible to be nominated as directors in place of those due to retire by rotation, taking into account their knowledge, competency, experience, and expertise in line with the Company's business strategies, and deemed it appropriate to nominate those three directors due to retire by rotation to return to their office as directors and/or independent directors of the Company for another term. All such three directors neither hold any positions as directors or executives in other businesses which may give rise to a conflict of interest or in a business in competition with the Company.

Moreover, the board of directors is of the view the Mr. Chaiwut Jumnongsutasathien who is nominated for election as independent directors and/or the audit committee of the Company for another term, are fully qualified per the definition of an independent director of the Company, which has been specified to be in line with the Notification of the Capital Market Supervisory Board, in which the definition of an independent is per the details in **Attachment 3**, which has been distributed to all shareholders together with the invitation letter for this Meeting. In addition Mr. Chaiwut Jumnongsutasathien is capable of performing their functions and offering their opinions independently and have held their positions as the Company's independent directors for a consecutive period of not exceeding 9 years from the date of their initial appointment (including the term of office proposed for appointment on this occasion).

The Board of Directors, excluding interested directors, has considered this matter, with a view that the 3 candidates have passed the recruitment process of the Board of Directors to ensure that they are duly qualified for the Company's business operations, knowledgeable and competent with experiences and expertise in line with the Company's business strategies, and credentials, leadership, vision, and are capable of contributing sufficient time to the benefit of the Company's business operations, and are fully qualified without any prohibited characteristics under the applicable laws, and thus deemed it appropriate to propose the Shareholders' Meeting to consider approving the election of those three directors due to retire by rotation above to return to their office as directors and independent director of the Company for another term.

The profiles of the persons nominated to replace the directors who are due to retire by rotation are described in **Attachment 3**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

The Chairman gave the shareholders an opportunity to inquire and express their opinions. The Meeting Facilitator explained the method of asking questions or expressing opinions using the Zoom program to the shareholders. No shareholders or proxy holders raised any inquiries or expressed opinions, the Chairman then asked the Meeting to vote.

The Meeting Facilitator explained how to vote by using the E-Voting method. Shareholders can vote within the specified time (1 minute) and the voting results will be closed within 1 minute.

**Resolution:** The Meeting has resolved to approve the appointment of three directors to replace those who are due to retire by rotation in the year 2023, namely (1) Mr. Weerachon Khaopong (2) Mr. Arkradej Liamcharoen and (3) Mr. Chaiwut Jumnongsutasathien to return to their office as directors of the Company for another term, as proposed in all respects, with the voting results as follows:

## 1. Mr. Weerachon Khaophong – Director

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	242,472,602	99.9876
Disapproved	30,000	0.0124
Voided Ballot	0	0.00
Abstained	0	-
<b>Total</b>	<b>242,502,602</b>	<b>100.00</b>

## 2. Mr. Arkradej Liamcharoen – Director

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	242,472,602	99.9876
Disapproved	30,000	0.0124
Voided Ballot	0	0.00
Abstained	0	-
<b>Total</b>	<b>242,502,602</b>	<b>100.00</b>

## 3. Mr. Chaiwut Jumnongsutasathien – Independent Director and Audit Committee

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	242,472,602	99.9876
Disapproved	30,000	0.0124
Voided Ballot	0	0.00
Abstained	0	-
<b>Total</b>	<b>242,502,602</b>	<b>100.00</b>

Remarks

1. The resolution on this agenda item must be approved by a majority of votes of the shareholders present at the Meeting and casting their votes.
2. In this agenda item, there were no additional shareholders registering to attend the Meeting.

**Agenda Item 6 To consider and approve the remuneration of the Company's directors for the year 2024**

The Chairman informed the Meeting that in order to comply with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 22 of the Company's Articles of Association, the Company's directors shall be entitled to receive remuneration from the Company in the form of rewards, meeting allowances, fringe benefits, bonuses or other benefits as the Shareholders' Meeting shall consider and resolve by not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting. Such remuneration for directors may be fixed or subject to specific criteria, and may be effective from time to time or indefinitely until otherwise changed by resolution of the Shareholders' Meeting, and furthermore, the Company's directors are also entitled to allowances and benefits under the Company's regulations.

In this regard, the Board of Directors has reviewed and determined the remunerations for the directors and subcommittee members for the year 2024 by taking into account the number of directors, the Company's operating results, business size, duties and responsibilities as well as their respective performances, and such remuneration is justifiable and comparable to those of other leading companies listed on the Stock Exchange of Thailand and in the same industry, and thus deemed it appropriate to propose the Board of Directors consider proposing that the Shareholders' Meeting consider approving the determination of the remuneration for the directors and subcommittee members for the year 2024 to be as follows:

**Remuneration of the directors**

Position	Remuneration/ Year (THB)		Change	
	2023	2024 (Proposed Year)	THB +/-(-)	Percentage +/-(-)
1. Chairman of the Board of Directors	380,000	380,000	-	0.00
2. Director	280,000	280,000	-	0.00
3. Chairman of the Audit Committee	380,000	380,000	-	0.00
4. Audit Committee Member	300,000	300,000	-	0.00

Remark: The Company will pay the remuneration of the directors quarterly and the director will receive the highest remuneration from any one of the positions he holds.

In addition, as a reward for the work of the Company's board of directors, which has helped oversee the Company's operations leading to better performance, and in line with the increased responsibilities from overseeing subsidiaries over the past year, as well as comparisons of director compensation with other companies listed on the Stock Exchange of Thailand and within the same industry, the board of directors has considered and deemed it appropriate to propose to the Meeting to approve the directors' bonus for the year 2024, with the total amount not exceeding 5,000,000 Baht.

However, should any director be the Company's staff member or employee, such director shall also be entitled to receive allowances and welfare as remuneration and benefits of staff or employees in accordance with the Company's regulations, provided that the remuneration received in such capacity as the Company's director shall not prejudice the directors' right to receive such remuneration and welfare in his/her capacity as the Company's staff member or employee.

**Non-monetary compensation and other benefits**

The Board of Directors shall consider the justifications for these items, taking into account the net profit from the Company's operating results, its ability to pay, as well as business practices in the same industry.

The Chairman gave the shareholders an opportunity to inquire and express their opinions. The Meeting Facilitator explained the method of asking questions or

expressing opinions using the Zoom program to the shareholders. No shareholders or proxy holders raised any inquiries or expressed opinions, the Chairman then asked the Meeting to vote.

The Meeting Facilitator explained how to vote by using the E-Voting method. Shareholders can vote within the specified time (1 minute) and the voting results will be closed within 1 minute.

**Resolution:** The Meeting has resolved to approve the remuneration of the Company's directors for the year 2024, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting
Approved	239,900,402	98.9269
Disapproved	2,602,200	1.0731
Voided Ballot	0	0.00
Abstained	0	0.00
<b>Total</b>	<b>242,502,602</b>	<b>100.00</b>

**Remarks**

1. The resolution on this agenda item must be approved by not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting.
2. In this agenda item, there were no additional shareholders registering to attend the Meeting.

**Agenda Item 7 To consider and approve the appointment of auditors and fixing of the audit fees for the year 2024**

The Chairman informed the Meeting that in order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 36 of the Company's Articles of Association, the annual general meeting of shareholders shall consider appointing the auditor and fixing the audit fees every year, whereby the existing auditor may be reappointed.

In addition, by virtue of the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the listed company shall rotate its auditor in the event where any auditor has performed his/her duties on reviewing or auditing and expressed his/her opinions on the company's financial statements for 7 fiscal years, whether consecutively or not, whereby the company may appoint such auditor as its auditor only after the lapse of at least 5 consecutive fiscal years.

In this regard, the Audit Committee has considered the independence, qualifications, backgrounds, performance and efficiency in the audit by the auditor, taking into account the past performance, and is of the view that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. has knowledge and understanding of the Company's business operations at a reasonable rate of audit fees, and has thus deemed it appropriate to nominate Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as a certified public accountant approved by the Office of the Securities and Exchange Commission as the Company's auditor for the year 2024, per the list of the following auditors:

List of Auditors	CPA Registration No.	Number of Years Audited for the Company
Mr. Mongkol Somphol	8444	6
Ms. Sophaphan Saptipayarattana	6523	-
Ms. Porakoch Jongkolsiri	7150	-
Ms. Vayuree Jirakittidul	9140	-

Any 1 of the auditors shall conduct the audit and express their opinion on the Company's financial statements for 2024.

Should the auditors per the above list not be able to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. shall be empowered to appoint another certified public accountant from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to act as such instead.

The auditors per the above list are qualified and do not have any characteristics contrary to the requirements of the Stock Exchange of Thailand or do not have any relationship or interest with the Company, its subsidiaries, executives, major shareholders or their concerned persons, and thus they are independent enough to conduct the audit and express their opinions on the Company's financial statements. The profiles and experience of the respective auditors are described in **Attachment 4**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

In addition, the Audit Committee has deemed it appropriate to fix the audit fees for the year 2024 for the Company in the amount of 2,200,000 Baht per year, in which the important information for consideration is as follows:

Information for Consideration	2023	2024 (Proposed Year)	Change (THB) +/(-)	Percentage Change +/(-)
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.		
Audit Fees for the Company (THB)	2,100,000	2,200,000	100,000	4.8

Such audit fees exclude the non-audit fees as actually incurred (which includes out-of-pocket expenses as actually incurred), in which the non-audit fees for 2023 amounted to 303,046 Baht.

The Chairman gave the shareholders an opportunity to inquire and express their opinions. The Meeting Facilitator explained the method of asking questions or expressing opinions using the Zoom program to the shareholders. No shareholders or proxy holders raised any inquiries or expressed opinions, the Chairman then asked the Meeting to vote.

The Meeting Facilitator explained how to vote by using the E-Voting method. Shareholders can vote within the specified time (1 minute) and the voting results will be closed within 1 minute.

**Resolution:** The Meeting has considered and resolved to approved Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the Company's audit firm for 2024 and appointed the following persons to be the Company's auditor for 2024:

- |                                    |                                  |
|------------------------------------|----------------------------------|
| 1. Mr. Mongkol Somphol             | CPA Registration No. 8444 and/or |
| 2. Ms. Sophaphan Sapthipayarattana | CPA Registration No. 6523 and/or |
| 3. Ms. Porakoch Jongkolsiri        | CPA Registration No. 7150 and/or |
| 4. Ms. Vayuree Jirakittidul        | CPA Registration No. 9140        |

and approved the auditor's remuneration for 2024 in the amount of 2,200,000 Baht per year, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	242,502,602	100.00
Disapproved	0	0.00
Voided Ballot	0	0.00
Abstained	0	-
<b>Total</b>	<b>242,502,602</b>	<b>100.00</b>

- Remarks
1. The resolution on this agenda item must be approved by a majority of votes of the shareholders present at the Meeting and casting their votes.
  2. In this agenda item, there were no additional shareholders registering to attend the Meeting.

**Agenda Item 8 the amendment of Objectives of the Company and the revision to Clause 3 of the Company's Memorandum of Association to align with the additional amendment of the Company's objectives**

In order for the Company to extend the Company's services to its subsidiaries in the future, specifically in accounting and management, three additional objectives will be included, bringing the total to 48 objectives. The details are as follows:

- (46) Engaging in legal, accounting, engineering, architectural, and advertising services.
- (47) Providing management or technical services to affiliated enterprises or branches.
- (48) Offering support services to affiliated enterprises or branches in general management, business planning, and business coordination, including financial and accounting consulting

To align with the amendments to the Company's objectives, it is necessary to make revisions to Clause 3 of the Company's Memorandum of Association. The revised Clause 3 shall be detailed as follows:

"Clause 3. The Company shall have a total of 48 objectives, as detailed in the attached Form BMJ.002."

The Board of Directors has considered this matter and thus deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders approving the amendment of Objectives and the revision to Clause 3 of the Company's Memorandum of

Association as outlined in all respects. Additionally, The Board of Directors has considered and deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders approving authorizing persons assigned by the Board of Directors to certify applications or relevant documents in relation to registrations of the amendment to the Objectives and Memorandum of Association of the Company at the Department of Business Development, Ministry of Commerce, and to take any reasonable undertakings which are necessary and relevant to such process in order to comply with the registrar's order(s).

The Chairman gave the shareholders an opportunity to inquire and express their opinions. The Meeting Facilitator explained the method of asking questions or expressing opinions using the Zoom program to the shareholders. No shareholders or proxy holders raised any inquiries or expressed opinions, the Chairman then asked the Meeting to vote.

The Meeting Facilitator explained how to vote by using the E-Voting method. Shareholders can vote within the specified time (1 minute) and the voting results will be closed within 1 minute.

**Resolution:** The Meeting has considered and resolved to approve the amendment to the Company's Articles of Association in relation to the electronic method of the board of directors meetings and the shareholders' meeting, the delivery of documents or notices, as well as the granting proxies in the shareholders' meetings to comply with the Public Limited Companies Act (No. 4) B.E. 2565 (2022):

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and entitled to vote
Approved	242,472,602	99.9876
Disapproved	30,000	0.0124
Voided Ballot	0	0.00
Abstained	0	0.00
<b>Total</b>	<b>242,502,602</b>	<b>100.00</b>

**Remarks**

1. The resolution on this agenda item must be approved by not less than three-fourths (3/4) of all votes of the shareholders present and entitled to vote at the Meeting, including any abstentions as the basis of the vote counting.
2. In this agenda item, there were no additional shareholders registering to attend the Meeting.

## Agenda Item 9 To consider other matters

For this agenda item, the Chairman allowed the shareholders or proxy holders to propose matters other than those indicated in the notice of this Meeting which requires the shareholders holding the aggregate number of shares of not less than one-third (1/3) of the total number of paid-up shares may request the meeting to consider matters other than those indicated in the notice of the shareholders' meeting.

The Chairman gave the shareholders an opportunity to inquire and express their opinions. The Meeting Facilitator explained the method of asking questions or expressing opinions using the Zoom program to the shareholders. The shareholders asked questions as follows:

### The shareholders asked the following questions:

1. Mrs. Somrudee Kerdbankram (a shareholder attending the Meeting in person), inquired that will there will be a relocation of the manufacturing plant from Bang Bua Thong to Rom Klao, Lat Krabang, and whether the old factory will be renovated or sold.

The Meeting Facilitator and Mr. Mr. Weerachon Khaophong clarified to the shareholders that the original factory, which serves as a warehouse and cold storage facility, will continue to be used for storage and distribution. The new Bang Sao Thong, Bang Phli factory is a seafood processing plant, moved to accommodate increased production. The old factory at Branch 3 (Bang Bua Thong) will be renovated to become a Halal product manufacturing plant for Factory 1 (Amata City).

2. Mrs. Somrudee Kerdbankram (a shareholder attending the Meeting in person), asked why does the factory in Bang Bua Thong have three different location?

Mr. Somchai Asavapiyanond explained to the shareholders that this is due to the Company's expansion since its establishment in 2003, which took place before it was listed on the stock market. Each factory was expanded to accommodate growth at different times.

3. Mrs. Somrudee Kerdbankram (a shareholder attending the Meeting in person), inquired that does the Company plan to engage in joint ventures or take over other businesses in the future?

Mr. Somchai Asavapiyanond explained to the shareholders that the Company has a strategy to be a sustainable business and is therefore continuously evaluating joint venture opportunities to promote strong growth. There may be chances to partner with other companies in the future, and if such partnerships occur, the Company will inform the shareholders through the SET disclosure.

4. Miss Natcha Jutasiriwong (a shareholder attending the Meeting in person), inquired about the change in the investment model in SPCI as reported via the SET disclosure channel.

Mr. Somchai Asavapiyanond clarified to the shareholders that after consider the risk factors from investment, the Company believes that the investment model of establishing a new company is more

rational and reduces potential risks to the Company more than investing in an existing company. This new company setup model is similar to the investment in NSL Bake A Wish Co., Ltd.

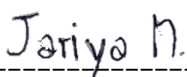
Since no shareholders or proxies propose any other agendas for consideration, the Chairman informed the Meeting that the 2024 Annual General Meeting of Shareholders has completed all the agenda items specified in the notice of the meeting. On behalf of the Board of Directors, the Chairman thanked all the shareholders for their time in participating in the Meeting today and stated to close the Meeting.

The Meeting was adjourned at 12.10 hours.



(Mrs. Suvimol Chrityakierne)

**Chairman of the Board of Director**



(Mrs. Jariya Musigchai)

**Company Secretary**

**Annual Report 2024 (Form 56-1 One Report),  
together with the Financial Statements for the year ended December 31, 2024,  
QR Code format**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand (SET), has developed a system which allows SET listed companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders, Financial Statements and Annual Report (56-1 One Report) in the form of e-books accessible through QR Code, thus allows the shareholders to access the information with ease.

**QR Code for Annual Report 2024  
(Form 56-1 One Report) and  
the Financial Statements for the year ended December 31, 2024**



**Instruction for Downloading of QR Code**

▪ **For iOS System (iOS 11 and above)**

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code Reader, Facebook or LINE.

▪ **For Android System**

- Scan QR Code via LINE application → Open applications LINE Click on "Add friends" → Choose "QR Code" → Scan the QR Code
- Scan QR Code via QR Code Reader → Open applications QR Code Reader → Scan the QR Code
- Scan QR Code via Facebook application → Open applications Facebook and Click on "Search" → Click on "QR Code" → Scan the QR Code

In addition, Shareholders may download Annual Report 2024 (Form 56-1 One Report), together with the Financial Statements for the year ended December 31, 2024 from our website at <https://nslfoods.com/en/investor-relations/publications/>.

**List and profiles of directors due to retire by rotation and nominated for reappointment for another term and definition of an independent director**

**1. Mr. Somchai Asavapiyanond**

**Type of Director Nominated for Election** Director

**Age** 64 Years

**Current Position** Director, Chairman of Executive Committee

**Year in Position** 19 Years

**Shareholding Proportion (including spouses and children)**

71.59% (As of 31 December 2024)

**Educational Qualification**

1. B.Sc. in Food Science, Kasetsart University
2. MA in Business Administration, Thammasat University

**Training Program**

Certification from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 157/2019

**Current Position in Other Listed Company in Thailand**

- None -

**Current Position in Non-Listed Company / Other Organization**

- None -

**Work Experience for the last 5 years**

2006 – Present Director and President, NSL Foods Plc.

2003 – 2018 Chairman and Managing Director, Dough Maker Co., Ltd.

**Current Directorship / Executive in Other Companies Potentially having Conflict of Interest or in Competition with the Company** - None -

**Illegal Record in the Past 10 Years** - None -

**Relationship with Executives** Mr. Charoen Asavapiyanond's Older Brother

**Meeting Attendance in the Previous Year (between 1 January 2024 – 31 December 2024)**

Meeting	Year 2024
1. Board of Directors	7/7 meetings (100%)



## 2. Mr. Charoen Asavapiyanond

**Type of Director Nominated for Election**

Director

**Age** 63 Years**Current Position** Director, VP Operation**Year in Position** 15 Years**Shareholding Proportion (including spouses and children)**

0.67% (As of 31 December 2024)

**Educational Qualification**

1. BEng on Textile Chemistry Engineering, Rajamangala University

**Training Program**

Certification from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 157/2019

**Current Position in Other Listed Company in Thailand**

- None -

**Current Position in Non-Listed Company / Other Organization**

- None -

**Work Experience for the last 5 years**

2010 – Present Director and VP Operation, NSL Foods Plc.

**Current Directorship / Executive in Other Companies Potentially having Conflict of Interest or in Competition with the Company**

- None -

**Illegal Record in the Past 10 Years**

- None -

**Relationship with Executives**

Mr. Somchai Asavapiyanond's Younger Brother

**Meeting Attendance in the Previous Year (between 1 January 2024 – 31 December 2024)**

Meeting	Year 2024
1. Board of Directors	7/7 meetings (100%)



### 3. Mr. Anajak Limphaisan

#### Type of Director Nominated for Election

Independent Director, Audit Committee

**Age** 40 Years

**Current Position** Independent Director, Audit Committee

**Year in Position** 5 Years 3 Months

#### Shareholding Proportion (including spouses and children)

- None - (As of 31 December 2024)

#### Educational Qualification

1. BA in Applied Statistics, Chulalongkorn University
2. BA in Laws, Ramkhamhaeng University
3. MA in Advanced Studies in International Tax Law (LL.M.), Leiden University

#### Training Program

Certification from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 165/2019
- Director Certification Program (DCP) Class 292/2020
- Company Secretary Program (CSP) Class 115/2021
- Anti-Corruption Practical Guide (ACPG) Class 57/2021
- Advanced Audit Committee Program (AACP) Class 53/2024

#### Current Position in Other Listed Company in Thailand

2021 – Present Company secretary, Taokaenoi Food and Marketing Public Co., Ltd.

2020 – Present Director in Legal Affairs, Taokaenoi Food and Marketing Public Co., Ltd.

#### Current Position in Non-Listed Company / Other Organization

2023 – Present Director, Mookata Billion Co., Ltd.

2021 – Present Director, Show No Limit Co., Ltd.

2020 – Present Director, Taokaenoi Restaurant & Franchise Co., Ltd.

#### Work Experience for the last 5 years

2021 – Present Company secretary, Taokaenoi Food and Marketing Public Co., Ltd.

2020 – Present Director in Legal Affairs, Taokaenoi Food and Marketing Public Co., Ltd.

2019 – 2020 Deputy Managing Director for Management / Polynet Co., Ltd.

2019 Director, GroupM Thailand Co., Ltd.

**Current Directorship / Executive in Other Companies Potentially having Conflict of Interest or in Competition with the Company** - None -

**Illegal Record in the Past 10 Years** - None -

**Relationship with Executives** - None -



**Meeting Attendance in the Previous Year** (between 1 January 2024 – 31 December 2024)

<b>Meeting</b>	<b>Year 2024</b>
1. Board of Directors	7/7 meetings (100%)
2. Audit Committee's Meeting	5/5 meetings (100%)

### Definition of Independent Director

Independent Director means a qualified individual and possesses an independency according to the Company's Audit Committee Charter and Corporate Governance Policy established by the Board of Directors, which have been defined equally to the criteria established by the Stock Exchange of Thailand and the Securities and Exchange Commission. An Independent Director shall:

1. Holding no exceeding 1 percent of the total number of voting shares of the Company, its parent companies, subsidiaries, associate companies, major shareholders or persons with controlling power of the Company. For this purpose, shareholding of related persons of such independent directors shall be accumulated with the shareholding of the independent directors.

2. Not being or not having been directors involved in the management, employees, hired workers, advisers earning fixed salary or persons with controlling power of the Company, its parent companies, subsidiaries, associate companies and same-level subsidiaries, major shareholders or persons with controlling power of the Company except where such status has terminated at least two years before the date on which he or she has assumed the position of a member of the Audit Committee. This prohibited status shall, however, exclude the case where the independent director used to be a government official or adviser of a governmental agency, which is a major shareholder or the controlling person of the Company.

3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child of other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiaries.

4. Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent judgement. This prohibition shall also include cases where the independent is or has been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person except where such relationships have terminated at least two years.

The business relationship described above shall include normal business transactions, rental or lease of immovable property, transactions relating to assets or services or granting or receipt of financial assistance by way of acceptance or provision of loan, guarantee, use of assets as collateral, and such other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from THB 20million baht or more, whichever amount is lower. Such indebtedness shall be calculated in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with the related person.

5. Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, person with controlling power, or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or person of controlling power, except where such relationship has terminated not less than two years.

6. Not being or having been a provider of professional services, including legal advisory services or financial advisory services earning a service fee of more than THB two million per year from the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power, and not being a significant shareholder, person with controlling power, or partner of such provider of professional services, except where such relationship has terminated not less than two years.

7. Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a major shareholder.

8. Not undertaking any business of the same nature and in significant competition with that of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, hired worker, adviser earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with that of the Company or its subsidiary.

9. Not being a director assigned by the Board of Directors to make decisions regarding business operations of the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power.

10. Not being a director of parent company, subsidiary or same-level subsidiary, which are listed companies.

11. Having other complete and appropriate qualifications required by the law or in accordance with the requirements of government agencies.

12. Not having any other characteristics that could cause the independent directors to express their independent opinion about business operations of the Company.

## Profiles of the Auditors

<b>1. Miss Lasita Magut</b>	
<b>Certified public accountant registration number</b>	9039
<b>Audit firm</b>	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Science in Accounting, Chulalongkorn University</li> <li>- Bachelor in Accounting, Thammasat University</li> </ul>
<b>Work experiences</b>	<ul style="list-style-type: none"> <li>- Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> <li>- Certified Public Accounting (CPA), Thailand, approved by the Office of Securities and Exchange Commission, Thailand (SEC)</li> <li>- Sub-committee of the Ethics for Professional Accountants</li> <li>- Member of the Thailand Federation of Accounting Professions (TFAC)</li> </ul>
<b>Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons</b>	None

<b>2. Mrs. Darunee Chantra</b>	
<b>Certified public accountant registration number</b>	8625
<b>Audit firm</b>	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<b>Education</b>	<ul style="list-style-type: none"> <li>- Bachelor of Accountancy, Thammasat University</li> <li>- Bachelor of Law, Chulalongkorn University</li> <li>- Bachelor of Business Administration, Ramkhamhaeng University</li> </ul>
<b>Work experiences</b>	<ul style="list-style-type: none"> <li>- Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> <li>- Certified Public Accounting (CPA), Thailand, approved by the Office of Securities and Exchange Commission, Thailand (SEC)</li> <li>- Responsible for auditing both Thai companies, multinational companies and companies listed on the Stock Exchange of Thailand. Experienced in auditing various types of businesses including commercial banks, financial institutions, hire purchase and long-term lease (Leasing), vehicle registration loans.</li> <li>- Member of the Thailand Federation of Accounting Professions (TFAC)</li> </ul>
<b>Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons</b>	None

<b>3. Mrs. Wilasinee Krishnamra</b>	
<b>Certified public accountant registration number</b>	7098
<b>Audit firm</b>	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Commerce in Accounting, University of Sydney, Australia</li> <li>- Bachelor Degree in Accountancy, Kasetsart University</li> </ul>
<b>Work experiences</b>	<ul style="list-style-type: none"> <li>- Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> <li>- Certified Public Accounting (CPA), Thailand, approved by the Office of Securities and Exchange Commission, Thailand (SEC)</li> <li>- Member of Sub-committee on Oversight and Investigations of the Federation of Accounting Professions</li> <li>- Individual Practicing Associate Member of Lao Chamber of Professional Accountants and Auditors, Lao People's Democratic Republic</li> <li>- Member of the Thailand Federation of Accounting Professions (TFAC)</li> </ul>
<b>Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons</b>	None

<b>4. Miss Porakoch Jongkolsiri</b>	
<b>Certified public accountant registration number</b>	7150
<b>Audit firm</b>	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration, National Institute of Development Administration (NIDA), Thailand</li> <li>- Bachelor of Accountancy, Thammasat University, Thailand</li> </ul>
<b>Work experiences</b>	<ul style="list-style-type: none"> <li>- Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> <li>- Certified Public Accounting (CPA), Thailand, approved by the Office of Securities and Exchange Commission, Thailand (SEC)</li> <li>- Investigation Subcommittee of Thai Federation of Accounting Profession</li> <li>- Experience in providing audit and advisory services to Thai companies and international groups including organizing and coordinating audit of international companies and communication with foreign auditors. She serves clients in a wide range of sectors including manufacturing, trading business and logistics business.</li> <li>- Member of the Thailand Federation of Accounting Professions (TFAC)</li> </ul>
<b>Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons</b>	None

### **Rules for attending the shareholders' meeting via electronic media (E-AGM)**

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company **within April 9, 2025**. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent three days in advance of the meeting date.

#### **Requesting to attend the meeting via electronic media**

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

**If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:**

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 8) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

#### **2.1 Shareholders who are natural persons:**

- If a shareholder wishes to attend the meeting in person via E-Meeting:
  - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
  - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

#### **2.2 Shareholders who are juristic persons:**

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)

- A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
  - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

**3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company **within April 9, 2025.****

- Email channel: [ir@nslfoods.com](mailto:ir@nslfoods.com)
- Postal channels: Company Secretary  
 NSL Foods Public Company Limited  
 55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road,  
 Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110

**If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code**

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	<a href="https://nsl.thekoble.com/agm/emeeting/index/1">https://nsl.thekoble.com/agm/emeeting/index/1</a>

2. Fill in the information of shareholders:
  1. Securities holder account number;
  2. Name (do not include a title)
  3. Last Name
  4. ID card number;
  5. Choose to accept the terms and consent to access to personal information;
  6. Press "Confirm"
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
  1. Name – Surname (English);
  2. Email to receive a link to attend the meeting;
  3. Mobile phone number;  
Self-Attending: Shareholder's mobile number.  
Proxy: **Proxy's mobile number.** (Used to log in system).
  4. Select the attendance type:
    - i. Attend the meeting in person via E-AGM;
    - ii. Authorize the natural persons to attend the meeting via E-AGM;
    - iii. Assign a proxy to an independent director;
  5. Press "Next"

**In the case of shareholders attending the meeting in person:**

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";

4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

**In the case of appointing the natural person to attend the meeting via E-AGM:**

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. Save the proxy's information and attach supporting documents:
  - a. Name-surname of the proxy (Thai language);
  - b. Name-surname of the proxy (English);
  - c. Attach a copy of the proxy's identity document;
  - d. Attach the proxy form with complete information and signature;
5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

**In the case of appointing a proxy to an independent director:**

1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from March 21, 2025 to April 9, 2025 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

**Electronic Meeting Attendance (E-AGM):**

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within April 16, 2025, please get in touch with the Company immediately.

2. Please prepare the following information for logging in the meeting  
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.  
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

**\*\*\* This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. \*\*\***

**If a shareholder wishes to appoint an independent director as a proxy:**

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 6) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date **within April 9, 2025**, via the following channels:

- By Email: [ir@nslfoods.com](mailto:ir@nslfoods.com)
- By mail: Company Secretary  
NSL Foods Public Company Limited  
55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road,  
Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

**In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:**

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
  - By Email: [ir@nslfoods.com](mailto:ir@nslfoods.com)
  - By mail: Company Secretary  
NSL Foods Public Company Limited  
55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road,  
Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110

**Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:**

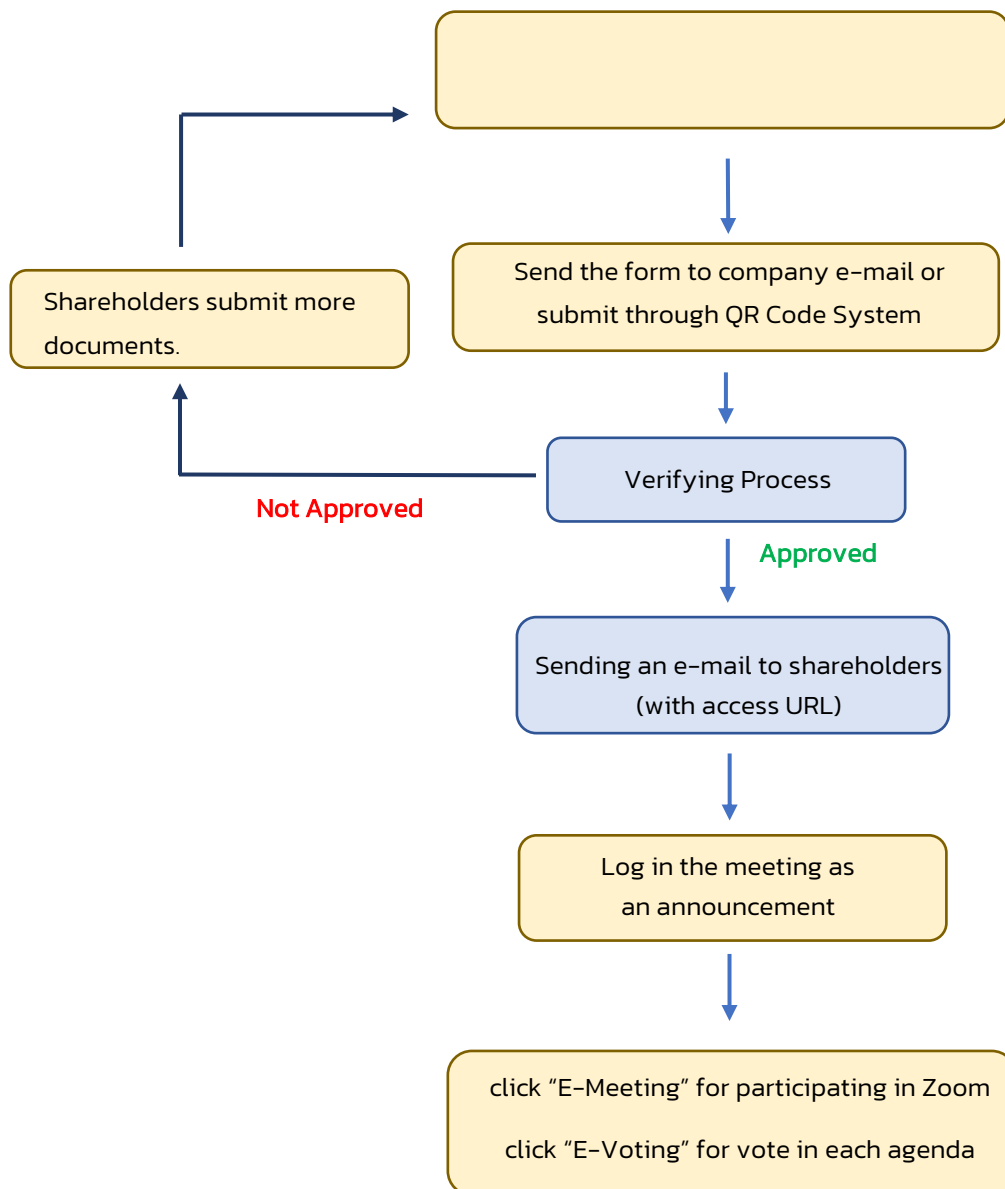
If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

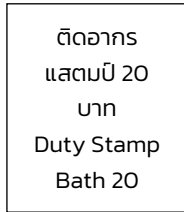
1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
  - By Email: [ir@nslfoods.com](mailto:ir@nslfoods.com)
  - Telephone: 0-2585-8520-1 Ext. 1010
  - By mail: Company Secretary  
 NSL Foods Public Company Limited  
 55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road,  
 Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110
2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
  - Chat channel for text messages;
  - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

## E-AGM Flowchart





**แบบหนังสือมอบฉันทะ**

**PROXY FORMS**

**หนังสือมอบฉันทะแบบ ก.**

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

**PROXY FORM A**

(General and Simple Form)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....

I/We Nationality residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Sub-district Amphoe/District

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)

As a shareholder of NSL Foods Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และ ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding a total number of shares and a total of votes votes, as follows

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary shares shares, the number of votes votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred shares shares, the number of votes votes

(3) ขอมอบฉันทะให้

Hereby appoint:

(1).....อายุ.....ปี อยู่บ้านเลขที่.....

Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Sub-district Amphoe/District

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code ; or

- ☐ (2) **นางสุวิมล กฤตยาเกียรติ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการ อายุ 72 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Mrs. Suvimol Chrityakierne**, Independent Director/Chairman of the Board, Age 72 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang bua thong Nonthaburi 11110 or

- ☐ (3) **รศ. ดร. พรรณิภา รอดวรรณะ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการตรวจสอบ อายุ 71 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Assoc. Prof. Dr. Pannipa Rodwanna**, Independent Director/Chairman of Audit Committee, Age 71 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang bua thong Nonthaburi 11110 or

- ☐ (4) **นายชัยวุฒิ จันทนสุทธเสถียร** ตำแหน่งกรรมการอิสระ อายุ 47 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Mr. Chaiwut Jumongsutasathien**, Independent Director, Age 47 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang bua thong Nonthaburi 11110 or

- ☐ (5) **นายอาณาจักร ลัมไพรัตน์** ตำแหน่งกรรมการอิสระ อายุ 40 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110

**Mr. Anajak Limphaisan**, Independent Director, Age 40 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang bua thong Nonthaburi 11110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ของบริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 18 เมษายน 2568 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายอื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 18, 2025, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

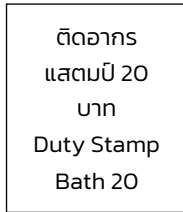
ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

หมายเหตุ / Note:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.



**หนังสือมอบฉันทะ แบบ ข.**  
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะอย่างละเอียดชัดเจนตายตัว)  
**PROXY FORM B**  
(Form with fixed and specific details for authorizing proxy)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....  
I/We Nationality residing at No.  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambon/Sub-district Amphoe/District  
จังหวัด.....รหัสไปรษณีย์.....  
Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)  
As a shareholder of NSL Foods Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และ ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
Holding a total number of shares and a total of votes votes, as follows

หุ้นสามัญ.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
Ordinary shares	shares,	the number of votes	votes
หุ้นบุริมสิทธิ.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
Preferred shares	shares,	the number of votes	votes

(3) ขอมอบฉันทะให้  
Hereby appoint:

(1).....อายุ.....ปี อยู่บ้านเลขที่.....  
Age years, residing at  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambon/Sub-district Amphoe/District  
จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Postal Code ; or

- ☐ (2) **นางสุวิมล กฤตยาเกียรติ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการ อายุ 72 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Mrs. Suvimol Chrityakierne**, Independent Director/Chairman of the Board, Age 72 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang Bua Thong Nonthaburi 11110 or

- ☐ (3) **รศ. ดร. พรรณิภา รอดวรรณะ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการตรวจสอบ อายุ 71 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Assoc. Prof. Dr. Pannipa Rodwanna**, Independent Director/Chairman of Audit Committee, Age 71 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang Bua Thong Nonthaburi 11110 or

- ☐ (4) **นายชัยวุฒิ จันทนสุทธเสถียร** ตำแหน่งกรรมการอิสระ อายุ 47 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Mr. Chaiwut Jumongsutasathien**, Independent Director, Age 47 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang Bua Thong Nonthaburi 11110 or

- ☐ (5) **นายอาณาจักร ลิ้มไพรัตน์** ตำแหน่งกรรมการอิสระ อายุ 40 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Mr. Anajak Limphaisan**, Independent Director, Age 40 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang Bua Thong Nonthaburi 11110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ของบริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 18 เมษายน 2568 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายอื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 18, 2025, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

☐ วาระที่ 1                      พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567  
**Agenda Item 1 To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote in accordance with my/our instruction as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 2                      พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2567**  
**Agenda Item 2 To acknowledge the Company group's operating results for the year 2024**

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

☐ วาระที่ 3                      พิจารณานุมัติงบการเงินของบริษัท สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2567  
**Agenda Item 3 To consider and approve the Financial Statements for the year ended December 31, 2024**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote in accordance with my/our instruction as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผล ประจำปี 2567 การงดจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และรับทราบการจ่ายปันผลระหว่างกาล
- Agenda Item 4 To consider and approve the dividend payment and omission of the allocation of profits as a legal reserve for the year 2024 and to acknowledge the interim dividend payment**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องพ้นจากตำแหน่งตามวาระ
- Agenda Item 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด
- Appoint the entire group of nominated directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล
- Appoint each nominated director individually

บุคคลที่ได้รับการเสนอชื่อ	นายสมชาย อัศวปิยานนท์
Name of nominated director	Mr. Somchai Asavapiyanond

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

บุคคลที่ได้รับการเสนอชื่อ  
Name of nominated director นายเจริญ วัฒนปิยานนท์  
Mr. Charoen Asavapiyanond

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

บุคคลที่ได้รับการเสนอชื่อ  
Name of nominated director นายอาณาจักร ลิมไพสันธ์  
Mr. Anajak Limphaisan

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2568  
Agenda Item 6 To consider and approve the remuneration of the Company's directors for the year 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 7 พิจารณานุมัติการจ่ายเงินโบนัสให้แก่กรรมการ  
Agenda Item 7 To consider and approve the bonus payment to Board of Directors

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2568  
Agenda Item 8 To consider and approve the appointment of auditors and fixing of the audit fees for the year 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ วาระที่ 9 พิจารณารับทราบการเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนต่อประชาชนเป็นครั้งแรก (IPO)

**Agenda Item 9 To acknowledgment of the change in the utilization of proceeds from the Initial Public Offering (IPO)**

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

- ☐ วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
**Agenda Item 10 To consider other matters (if any)**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case the voting of the proxy in any agenda item fails to comply with the instructions in this proxy form, it shall be deemed that such voting is invalid and is not my/our voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified any instructions regarding my/our votes on any agenda item or such instructions are not clear, or in case the Meeting considers or resolves on any matters other than those specified above, including any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

หมายเหตุ/Note:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
As regards to agenda to appoint directors, the Meeting may consider appointing the entire board or any director(s).
3. ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case there are additional agenda items to be considered other than those specified above, the proxy may use the Supplement to Proxy Form B as attached.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)

**SUPPLEMENT TO PROXY FORM B**

Grant of proxy as a shareholder of NSL Foods Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 18 เมษายน 2568 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

The 2025 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 18, 2025, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

☐ วาระที่ ..... เรื่อง .....  
Agenda Item Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote in accordance with my/our instruction as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

☐ วาระที่ ..... เรื่อง .....  
Agenda Item Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote in accordance with my/our instruction as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

☐ วาระที่ ..... เรื่อง .....

Agenda Item Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda Item Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda Item Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ ..... เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Agenda Item To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ.....

Name of director.....

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of director.....

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ.....

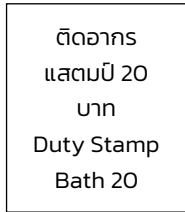
Name of director.....

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of director.....

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain



หนังสือมอบฉันทะ แบบ ค.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)  
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

PROXY FORM C

(For foreign investors appointing a custodian in Thailand to keep their shares in custody and care)

เขียนที่.....  
Written at

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....  
I/We Nationality residing at No.  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambon/Sub-district Amphoe/District  
จังหวัด.....รหัสไปรษณีย์.....  
Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....  
as the custodian of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)  
who is a shareholder of NSL Foods Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และ ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
Holding a total number of shares and a total of votes votes, as follows

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Ordinary shares shares, the number of votes votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Preferred shares shares, the number of votes votes

(2) ขอมอบฉันทะให้  
Hereby appoint:

(1).....อายุ.....ปี อยู่บ้านเลขที่.....  
Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambon/Sub-district Amphoe/District  
จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Postal Code ; or

- ☐ (2) **นางสุวิมล กฤตยาเกียรติ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการ อายุ 72 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Mrs. Suvimol Chrityakierne**, Independent Director/Chairman of the Board, Age 72 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang Bua Thong Nonthaburi 11110 or

- ☐ (3) **รศ. ดร. พรรณิภา รอดวรรณะ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการตรวจสอบ อายุ 71 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Assoc. Prof. Dr. Pannipa Rodwanna**, Independent Director/Chairman of Audit Committee, Age 71 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang Bua Thong Nonthaburi 11110 or

- ☐ (4) **นายชัยวุฒิ จันทนสุทธเสถียร** ตำแหน่งกรรมการอิสระ อายุ 47 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Mr. Chaiwut Jumnongsutasathien**, Independent Director, Age 47 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang Bua Thong Nonthaburi 11110 or

- ☐ (5) **นายอาณาจักร ลัมไพรัตน์** ตำแหน่งกรรมการอิสระ อายุ 40 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ

**Mr. Anajak Limphaisan**, Independent Director, Age 40 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang Bua Thong Nonthaburi 11110 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ของบริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 18 เมษายน 2568 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายอื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 18, 2025, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
To grant proxy according to the total number of shares held and having the right to vote;
- ☐ มอบฉันทะบางส่วน คือ  
To grant proxy in partial portions:
- ☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
Ordinary shares shares, with the voting right of votes
- ☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
Preferred shares shares, with the voting right of votes
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง  
Total voting right votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

- ☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567  
**Agenda Item 1 To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย .....เสียง  
Approve with votes
- ☐ ไม่เห็นด้วย.....เสียง  
Disapprove with votes
- ☐ จดออกเสียง .....เสียง  
Abstain with votes

- วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2567**  
**Agenda Item 2 To acknowledge the Company group's operating results for the year 2024**

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

☐ วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัท สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2567  
**Agenda Item 3 To consider and approve the Financial Statements for the year ended December 31, 2024**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย .....เสียง  
 Approve with ..... votes
- ☐ ไม่เห็นด้วย .....เสียง  
 Disapprove with ..... votes
- ☐ งดออกเสียง .....เสียง  
 Abstain with ..... votes

☐ วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผล ประจำปี 2567 การงดจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และรับทราบการจ่ายปันผลระหว่างกาล  
**Agenda Item 4 To consider and approve the dividend payment and omission of the allocation of profits as a legal reserve for the year 2024 and to acknowledge the interim dividend payment**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย .....เสียง  
 Approve with ..... votes
- ☐ ไม่เห็นด้วย .....เสียง  
 Disapprove with ..... votes
- ☐ งดออกเสียง .....เสียง  
 Abstain with ..... votes

☐ วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องพ้นจากตำแหน่งตามวาระ  
**Agenda Item 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appoint the entire group of nominated directors

☐ เห็นด้วย .....เสียง

Approve with votes

☐ ไม่เห็นด้วย .....เสียง

Disapprove with votes

☐ งดออกเสียง .....เสียง

Abstain with votes

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint each nominated director individually

บุคคลที่ได้รับการเสนอชื่อ

นายสมชาย ทัศนียานนท์

Name of nominated director

Mr. Somchai Asavapiyanond

☐ เห็นด้วย .....เสียง

Approve with votes

☐ ไม่เห็นด้วย .....เสียง

Disapprove with votes

☐ งดออกเสียง .....เสียง

Abstain with votes

บุคคลที่ได้รับการเสนอชื่อ  
Name of nominated director นายเจริญ วัฒนปิยานนท์  
Mr. Charoen Asavapiyanond

- ☐ เห็นด้วย .....เสียง  
Approve with votes
- ☐ ไม่เห็นด้วย .....เสียง  
Disapprove with votes
- ☐ งดออกเสียง .....เสียง  
Abstain with votes

บุคคลที่ได้รับการเสนอชื่อ  
Name of nominated director นายอาณาจักร ลิ้มไพรัตน์  
Mr. Anajak Limphaisan

- ☐ เห็นด้วย .....เสียง  
Approve with votes
- ☐ ไม่เห็นด้วย .....เสียง  
Disapprove with votes
- ☐ งดออกเสียง .....เสียง  
Abstain with votes

- ☐ วาระที่ 6 พิจารณานโยบายการกำหนดค่าตอบแทนกรรมการ ประจำปี 2568  
Agenda Item 6 To consider and approve the remuneration of the Company's directors for the year 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย .....เสียง  
Approve with votes
- ☐ ไม่เห็นด้วย .....เสียง  
Disapprove with votes
- ☐ งดออกเสียง .....เสียง  
Abstain with votes

☐ วาระที่ 7 พิจารณานุมัติการจ่ายเงินโบนัสให้แก่กรรมการ  
Agenda Item 7 To consider and approve the bonus payment to Board of Directors

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย .....เสียง
- Approve with ..... votes
- ☐ ไม่เห็นด้วย .....เสียง
- Disapprove with ..... votes
- ☐ งดออกเสียง .....เสียง
- Abstain with ..... votes

☐ วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2568  
Agenda Item 8 To consider and approve the appointment of auditors and fixing of the audit fees for the year 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย .....เสียง
- Approve with ..... votes
- ☐ ไม่เห็นด้วย .....เสียง
- Disapprove with ..... votes
- ☐ งดออกเสียง .....เสียง
- Abstain with ..... votes

วาระที่ 9 พิจารณารับทราบการเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนต่อประชาชนเป็นครั้งแรก (IPO)  
Agenda Item 9 To acknowledgment of the change in the utilization of proceeds from the Initial Public Offering (IPO)

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

☐ วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
Agenda Item 10 To consider other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย .....เสียง  
Approve with ..... votes
- ☐ ไม่เห็นด้วย.....เสียง  
Disapprove with ..... votes
- ☐ งดออกเสียง .....เสียง  
Abstain with ..... votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case the voting of the proxy in any agenda item fails to comply with the instructions in this proxy form, it shall be deemed that such voting is invalid and is not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified any instructions regarding my/our votes on any agenda item or such instructions are not clear, or in case the Meeting considers or resolves on any matters other than those specified above, including any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

หมายเหตุ/Note:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy Form C is used only for a shareholder registered as a foreign investor who appoints a custodian in Thailand to keep their shares in custody and care.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidence required to be attached to the proxy form includes:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf; and
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
A letter of confirmation that the undersigned of the proxy form is licensed to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
As regards to agenda to appoint directors, the Meeting may consider appointing the entire board or any director(s).
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case there are additional agenda items to be considered other than those specified above, the proxy may use the Supplement to Proxy Form C as attached.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)

**SUPPLEMENT TO PROXY FORM C**

Grant of proxy as a shareholder of NSL Foods Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 18 เมษายน 2568 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

The 2025 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 18, 2025, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

☐ วาระที่ ..... เรื่อง .....  
Agenda Item Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย .....เสียง  
Approve with ..... votes
- ☐ ไม่เห็นด้วย .....เสียง  
Disapprove with ..... votes
- ☐ งดออกเสียง .....เสียง  
Abstain with ..... votes

☐ วาระที่ ..... เรื่อง .....  
Agenda Item Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

- ☐ เห็นด้วย .....เสียง  
Approve with ..... votes
- ☐ ไม่เห็นด้วย .....เสียง  
Disapprove with ..... votes
- ☐ งดออกเสียง .....เสียง  
Abstain with ..... votes

☐ วาระที่ ..... เรื่อง .....  
Agenda Item Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

- ☐ เห็นด้วย .....เสียง  
Approve with ..... votes
- ☐ ไม่เห็นด้วย .....เสียง  
Disapprove with ..... votes
- ☐ งดออกเสียง .....เสียง  
Abstain with ..... votes

☐ วาระที่ ..... เรื่อง .....  
Agenda Item Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

- ☐ เห็นด้วย .....เสียง  
Approve with ..... votes
- ☐ ไม่เห็นด้วย .....เสียง  
Disapprove with ..... votes
- ☐ งดออกเสียง .....เสียง  
Abstain with ..... votes

☐ วาระที่ ..... เรื่อง .....  
Agenda Item Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย .....เสียง

Approve with votes

☐ ไม่เห็นด้วย .....เสียง

Disapprove with votes

☐ จงดออกเสียง .....เสียง

Abstain with votes

☐ วาระที่ ..... เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Agenda Item To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ.....

Name of director.....

☐ เห็นด้วย .....เสียง

Approve with votes

☐ ไม่เห็นด้วย .....เสียง

Disapprove with votes

☐ จงดออกเสียง .....เสียง

Abstain with votes

ชื่อกรรมการ.....

Name of director.....

☐ เห็นด้วย .....เสียง

Approve with votes

☐ ไม่เห็นด้วย .....เสียง

Disapprove with votes

☐ จงดออกเสียง .....เสียง

Abstain with votes

ชื่อกรรมการ.....

Name of director.....

- ☐ เห็นด้วย .....เสียง  
 Approve with votes
- ☐ ไม่เห็นด้วย .....เสียง  
 Disapprove with votes
- ☐ จดออกเสียง .....เสียง  
 Abstain with votes

ชื่อกรรมการ.....

Name of director.....

- ☐ เห็นด้วย .....เสียง  
 Approve with votes
- ☐ ไม่เห็นด้วย .....เสียง  
 Disapprove with votes
- ☐ จดออกเสียง .....เสียง  
 Abstain with votes

ชื่อกรรมการ.....

Name of director.....

- ☐ เห็นด้วย .....เสียง  
 Approve with votes
- ☐ ไม่เห็นด้วย .....เสียง  
 Disapprove with votes
- ☐ จดออกเสียง .....เสียง  
 Abstain with votes

**List and profiles of independent directors that are candidates for appointment as proxies of shareholders**

**1. Mrs. Suvimol Chrityakierne**

**Position** Independent Director, Chairman of the Board

**Age** 72 Years

**Address** 55/22 M.3 Bang Bua Thong – Nonthaburi Bridge Road (345), Lam Pho Sub-District, Bang Bua Thong District, Nonthaburi 11110

**Special interest in any agenda items**

Not having special interest in relation to all agenda items.

**2. Assoc. Prof. Dr. Pannipa Rodwanna**

**Position** Independent Director, Chairman of Audit Committee

**Age** 71 Years

**Address** 55/22 M.3 Bang Bua Thong – Nonthaburi Bridge Road (345), Lam Pho Sub-District, Bang Bua Thong District, Nonthaburi 11110

**Special interest in any agenda items**

Not having special interest in relation to all agenda items.

**3. Mr. Chaiwut Jumnongsutasathien**

**Position** Independent Director, Audit Committee

**Age** 47 Years

**Address** 55/22 M.3 Bang Bua Thong – Nonthaburi Bridge Road (345), Lam Pho Sub-District, Bang Bua Thong District, Nonthaburi 11110

**Special interest in any agenda items**

Not having special interest in relation to all agenda items.

**4. Mr. Anajak Limphaisan**

**Position** Independent Director, Audit Committee

**Age** 40 Years

**Address** 55/22 M.3 Bang Bua Thong – Nonthaburi Bridge Road (345), Lam Pho Sub-District, Bang Bua Thong District, Nonthaburi 11110

**Special interest in any agenda items**

Having a special interest in Agenda Item 5 since he is a director who has been nominated to be re-elected as a director for another term of office.

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)

Being a shareholder of NSL Foods Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น

Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2568  
I would like to participate the E-AGM for Annual General Meeting 2025

☐ เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ.....(โปรดระบุ)  
(Self-Attending) Mobile Number Please fill in the blank.

☐ มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น  
Proxy to attend the meeting.  
เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ.....(โปรดระบุ เพื่อใช้ในการเข้ารหัส)  
Proxy's Mobile Number Please fill in the blank.

(3) ข้อมูลในการจัดส่ง URL เพื่อเข้าประชุมและวิธีการเข้าร่วมประชุม  
Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)  
E-Mail Please fill in the blank.  
โทรศัพท์มือถือ.....(โปรดระบุ)  
Mobile Number Please fill in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 5 วิธีการเข้าร่วมประชุม ภายในวันที่ 9 เมษายน 2568  
Please submit the required document per an attachment 5 by 9 April 2025

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ  
Once you have verified, the company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม  
Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

## Articles of Association of the Company in relation to the Shareholders' Meeting

### CHAPTER V

#### Board of Directors

- Article 15. The Company shall have a Board of Directors to carry out its business operations. The Board of Directors shall consist of at least five (5) directors. At least half (1/2) of the total number of directors shall reside in Thailand.
- A director may or may not be a shareholder of the Company.
- Article 16. The Shareholders' Meeting shall elect the directors of the Company in accordance with the following criteria and procedures:
- (1) Each shareholder shall have one (1) vote per one (1) share held by them;
  - (2) Each shareholder shall exercise all votes applicable under (1) in electing one or more persons to be a director, provided that no vote shall be divisible in the case of electing more than one person as director;
  - (3) Any candidates who have the highest votes arranged in order from highest to lowest shall be elected as directors according to the number of directors required; if two candidates have equal votes and the number of directors exceeds the number required, the Chairman shall have a casting vote.
- Article 17. At every annual general meeting, one-third (1/3) of directors, or, if their number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office.
- A retiring director can be re-elected as a director.
- The directors to retire in the first and the second years following the registration of the Company's incorporation shall draw lots. In subsequent years, the directors who have been in office the longest shall retire by rotation.
- Article 18. Apart from retirement by rotation, a director shall vacate their office upon:
- (1) Death;
  - (2) Resignation;
  - (3) Lack of qualifications, or possession of prohibited characteristics as specified by public limited company laws and securities and exchange laws;
  - (4) Removal by a resolution of the Shareholders' Meeting under Article 20;
  - (5) Removal by court order.
- Article 19. Any director who wishes to resign from his/her office shall submit a resignation letter to the Company. The resignation shall be effective on the date the notice reaches the Company.
- The resigning director in the first paragraph may notify the Registrar of his resignation.
- Article 20. The shareholders' meeting may resolve to remove any director from office before the expiration of their term of office by rotation with a vote of not less than three-quarters (3/4) of the shareholders attending the meeting and entitled to vote, and representing

an aggregate number of not less than one-half (1/2) of the shares held by the shareholders attending the meeting and entitled to vote.

- Article 21. In the case of a vacancy on the Board of Directors (other than due to a retirement by rotation), the Board of Directors shall elect a person who is qualified and does not possess prohibited characteristics prescribed as by public limited company laws and the securities and exchange laws to fill the vacancy at the next Board of Directors' meeting except in the case that the remaining term of the former director is less than two (2) months. The replacement director shall remain in office only for the remaining period for which the former director was entitled to.

The resolution of the Board of Directors under the above paragraph shall be supported by the votes of three-quarters (3/4) of the remaining directors.

- Article 22. The directors shall be entitled to receive remuneration from the Company by means of awards, meeting allowances, pensions, bonuses or any other benefits as approved by the Shareholders' Meeting by a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting. The directors' remuneration may be a fixed sum or subject to any conditions from time to time or for a specified time until a Shareholders' Meeting comes to a resolution to make a change thereto. The Directors shall also have the right to receive allowances and fringe benefits in accordance with the Company's rules.

The provision in the first paragraph shall not prejudice the rights of the directors appointed from staff or employees of the Company to receive remunerations and benefits in respect of their entitlement to receive remuneration and benefits as staff or employees of the Company.

- Article 27. A director shall not operate a business of the same nature or operate a business that is in competition with the Company or become a partner in an ordinary partnership or an unlimited partner in a limited partnership or a director in any private limited company or public limited company which operates a business of the same nature or that is in competition with the business of the Company, whether for their own or for the benefit of other persons, unless they have already notified this matter to the Shareholders' Meeting before approval of a resolution for their appointment.

## CHAPTER VI

### Shareholders' Meeting

- Article 31. The Board of Directors shall arrange for an Annual General Meeting to be held within four (4) months from the date of the end of the Company's accounting year.

Any other Shareholders' Meeting shall be called to as an "Extraordinary General Meeting". The Board of Directors may call the Extraordinary General Meeting of shareholders any time as it deems appropriate.

One (1) shareholder or more shareholders holding not less than ten (10) percent of the total number of shares sold may request the Board of Directors in writing to convene an Extraordinary General Meeting at any time, in which case they shall specify the reasons for such request in the notice. In such case, the Board of Directors must hold a

meeting of shareholders within forty-five (45) days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within forty-five (45) days from the date of the receipt of the shareholders' notice, the shareholders who have submitted the request or other shareholders holding an aggregate number of shares as prescribed may convene the meeting themselves within forty-five (45) days from the date that the period of forty-five (45) days during which the Board of Directors should have held the meeting has lapsed. In this case, it shall be deemed that the Shareholders' Meeting is a meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurred from the holding of the meeting and reasonable facilitation thereof.

In the case that the quorum of the Shareholders' Meeting convened as requested by shareholders according to paragraph four cannot be formed as required in Article 33, the shareholders referred to in paragraph four shall be jointly responsible for any expenses incurred from the convening of such meeting to the Company.

Article 32. In summoning a shareholders' meeting, the board of directors shall prepare a written notice of the meeting specifying the place, date, time, and agenda of the meeting, as well as matters to be proposed to the meeting with appropriate details by clearly stating the matters that will be proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the board of directors on such matters. It shall be sent to the shareholders and the registrar at least seven (7) days prior to the meeting date. The notice of the meeting shall be published in a newspaper at least three (3) days prior to the meeting date.

The board of directors shall determine any other place in the Kingdom of Thailand to be used as the place of the meeting under paragraph one. The shareholders' meeting may be held via electronic means according to the law governing electronic meetings and it shall be deemed that the head office of the company is the meeting place.

Article 33. In a Shareholders' Meeting, a quorum shall be constituted by not less than twenty-five (25) shareholders present in person and by proxy (if any) or not less than half (1/2) of all shareholders representing an aggregate number of not less than one-third (1/3) of the total number of shares sold.

If within one (1) hour from the time fixed for the Shareholders' Meeting the required quorum in paragraph one is not constituted, if the meeting was called at the request of the shareholders, the meeting shall be dissolved. If such meeting was not called at the shareholders' request, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such meeting no quorum shall be required.

Article 34. The Chairman of the Board of Directors shall also preside over the Shareholders' Meeting. In case that the Chairman is not present at the meeting or unable to perform their duties, the Vice-Chairman shall act as the presiding Chairman. If there is no Vice-Chairman or if there is a Vice-Chairman but they are not present in the meeting or unable to perform their duties, the meeting shall elect one of shareholders attending the meeting to be the Chairman.

Article 35. In casting votes in the Shareholders' Meeting, each shareholder shall have one (1) vote for each share held by them. A shareholder who has a special interest in any resolution may not vote on such resolution, except for the election of directors. A resolution of the Shareholders' Meeting shall be passed by the following votes:

- (1) In an ordinary event, a resolution of the Shareholders' Meeting shall be approved by a majority vote of the shareholders present and casting their votes. In the case of a tied vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of three-quarters (3/4) of all shareholders present and entitled to vote shall be required:
  - (a) Sale or transfer of the whole or a substantial part of the business of the Company to other persons;
  - (b) Purchase or acceptance of the transfer of the business of other companies, both private companies and public limited companies;
  - (c) Entry into, or amendment or termination of any contracts with respect to the granting of a lease of the whole or substantial parts of the Company's business, assignment of management of the Company's business to any other persons, or amalgamation of the business with another entity for the purpose of profit and loss sharing;
  - (d) Amendment to the Memorandum or Articles of Association;
  - (e) Increase or decrease of the Company's registered capital;
  - (f) Dissolution of the Company;
  - (g) Issuance of the Company's debentures;
  - (h) Amalgamation of the Company with other companies;

Article 36. The agenda of an Annual General Meeting shall include the following:

- (1) To consider the Board of Directors' report showing the Company's performance during the previous year;
- (2) To consider and approve the balance sheet and statement of profit and loss;
- (3) To consider and approve the dividend payment
- (4) To elect any new director in replacement of a director who is due to retire by rotation;
- (5) To consider and determine the directors' remuneration;
- (6) To consider and elect the auditor and fix the audit fee; and
- (7) To consider any other business.

Article 46. In the shareholders' meeting, shareholders may authorize a person who is sui juris to attend the meeting and vote on their behalf. The proxy must be made in writing with the signature of the grantor or may be performed by electronic means instead as required by law and handed over to the chairman of the board of directors or the person assigned by the chairman before the proxy attends the meeting.

In casting a vote, it shall be deemed that the proxy has the same number of votes as the total number of votes held by the shareholders appointing the proxy unless the proxy declares to the meeting before voting that he or she will vote on behalf of only some of the shareholders appointing the proxy by specifying the name of the shareholder appointing the proxy and the number of shares held by the shareholder appointing the proxy.

Article 47. The shareholder's meeting, the meeting of the board of directors or sub-committees of the company may be held via electronic means. However, the meeting must have the basic elements in accordance with relevant laws and announcements. The location of the head office of the company shall be considered as the place of meeting.

**Question Form for the 2025 Annual General Meeting of Shareholders  
of NSL Foods Public Company Limited  
on Friday, April 18, 2025 at 10.00 hours**

To Corporate Secretary, NSL Foods Public Company Limited (the “**Company**”)

I/We .....

Please mark ✓ in ( ).

( ) being a shareholder of NSL Foods Public Company Limited

( ) being a proxy of, who is a shareholder of NSL Foods Public Company Limited

would like to submit questions regarding various agenda items of the General Meeting of Shareholders of the Company, as follows:

.....

.....

.....

.....

Signed: .....Attendee

Remark: Please fill in and send the completed form to the Company by 17:00 hours of Wednesday, April 16, 2025.

– E-mail: [ir@nslfoods.com](mailto:ir@nslfoods.com)

To make inquiries or give suggestions, please contact:

– Investor Relations: Tel 0-2585-8520-1 Ext. 1010

## Privacy Notice for the Shareholder's Meeting

### NSL Foods Public Company Limited

#### Privacy Notice

#### Pursuant to the Personal Data Protection Act B.E. 2562 (2019)

NSL Foods Public Company Limited (the "**Company**") recognizes the importance of personal data of a shareholder and/or its proxy. Therefore, the Company has issued this privacy notice to uphold the obligations under the Personal Data Protection Act, B.E. 2562 (2019) (the "**Privacy Notice**") and to describe our means to collect, use and disclose (collectively will be referred to as to "**process**") of personal data of a shareholder and/or its proxy (which shall be collectively referred to in this Privacy Notice as "**you**" or "**your**") and explain your rights in connection with your personal data.

In this Privacy Notice, "**personal data**" means any data relating to an identifiable living individual who can be identified from that data or from that data and other data; and "**sensitive data**" means any personal data revealing racial, ethnic origin, political opinions, cult, religious or philosophical beliefs, sexual behavior, criminal records, health data, disability, trade union information, genetic data and biometric data of a person.

#### 1. Personal Data We Collect

We directly collect following personal data from a shareholder and/or its proxy, and indirectly collect from Thailand Securities Depository Company Limited, the share registrar of the Company:

- 1.1 General personal data, such as full name, national ID card number, date of birth, gender, nationality, share register number, number of shares, picture and video from the video recording of the shareholder meeting;
- 1.2 Contact details, such as address, telephone number, email, etc.;
- 1.3 Sensitive data, such as health data (vaccination record and diagnosis of infectious disease)

#### 2. Purpose of Processing Personal Data

We process your personal data in order to carry out tasks and undertake activities, including but not limited to:

- 2.1 Sending a notice, conducting and organizing the Company's shareholders' meeting including preparing minutes in order to comply with the Company's articles of association, applicable laws, notifications and criteria set by the government regarding shareholder meeting arrangements;
- 2.2 Verification of the identity of shareholder and/or proxy who attended the meeting;

- 2.3 Preparation of a share register book or documents pertaining to rights of the shareholders;
- 2.4 Dividend payment;
- 2.5 Protection of personal safety and property of meeting attendees, as well as buildings, facilities, and assets of the Company from damage, disturbance, destruction and other forms of crimes;
- 2.6 Prevention, suppression or control of diseases or epidemics.

We rely on the following legal basis to process your personal data and may be based upon one single or a combination of several legal basis.

- 1) **Contractual Basis** in the case when it is necessary for the performance of a contract to which you are a party, or in order to proceed with your request prior to entering into a contract;
- 2) **Legitimate Interests** in the case when it is necessary for legitimate interests of the Company or any other parties, except where such interests are overridden by your fundamental rights;
- 3) **Legal Obligation** in the case when it is necessary for compliance with applicable laws, notifications, obligations and any court order or judgment to which the Company is subjected;
- 4) **Preventing or suppressing a danger to a person's life, body or health** in the case when it is necessary for preventing or suppressing a danger to the life, body or health of you or other parties.
- 5) **Consent Basis** in the case when the purpose of processing your personal data requires your consent.

In the case where you withhold any of your personal data, we may not be able to process it with respect to the specified purpose in this Privacy Notice or allow you to attend the shareholder meeting.

### 3. External Parties We Will Share Your Personal Data with

We may be required to disclose or transfer your personal data to certain external parties in order to process your personal data, such as affiliated company, meeting consultant, Thailand Securities Depository Company Limited, service provider, government affair or relevant regulators.

### 4. Your Personal Data Rights

Subject to your personal data rights under the Personal Data Protection Act, B.E. 2562 (2019), including the right to withdraw consent, right to access and receive a copy of personal data, right to rectification of personal data, right to erasure and destruction of personal data, right

to restrict using of personal data, right to personal data portability in accordance with the lawful mean, right to lodge a complaint and right to object to any processing activities of your personal data.

Please be informed that your above-mentioned rights are subject to the relevant factors and we may not be able to proceed with your request if we can rely on any lawful grounds to further process your personal data.

**5. Retention Period of Your Personal Data**

We will retain your personal data stated in Clause 1 for as long as it is reasonably necessary to fulfill our scope and proposes set out in Clause 2, and to establish, exercise or defense the legal claims. However, we may have to retain your personal data for longer if required by any applicable law.

**6. Contact Information to Exercise Data Subject's Rights**

If you have any inquiries concerning this Privacy Notice, or if you intend to exercise your personal data protection rights, specified in Clause 4, please contact us through the channel below:

**Company's Secretary**

NSL Foods Public Company Limited

E-mail: [ir@nslfoods.com](mailto:ir@nslfoods.com)

Registered post at the following address: 55/22 Moo 3 Bangbuathong–Nonthaburi (345) Road, Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110

Tel. 0-2525-8520-1 Ext. 1010