

Invitation Letter for the **Annual General Meeting** of Shareholders for 2024

NSL FOODS Public Company Limited

The meeting to be held on
Monday, April 22, 2024 at 10.00 a.m.



The shareholder meeting is conducted electronically, or e-AGM.

NSL FOODS
The Happy Taste Creator

No. NSL_CS 03/2024

March 25, 2024

Re: Invitation to attend the 2024 Annual General Meeting of Shareholders

Attn.: Shareholders

NSL Foods Public Company Limited

Attachments: Supporting Documents of the Agenda of the 2024 Annual General Meeting of Shareholders

1. Minutes of the 2023 Annual General Meeting of Shareholders *(for Agenda Item 1)*
2. Annual Report 2023 (Form 56-1 One Report), together with the Financial Statements for the year ended December 31, 2023, 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 7)*

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 2024 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 2024 Annual General Meeting of Shareholders to be held on Monday, April 22, 2024 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:

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

Facts and Reasons: 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 invitation letter for this Meeting.

Opinion of the Board: 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.

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 2023**

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 2023 under "Business Operations and Performance" section in the heading "Management Discussion and Analysis" and "Financial Highlights" of the 2023 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 2024 Annual General Meeting of Shareholders acknowledge the Company's operating results for the year 2023.

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, 2023**

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, 2023, 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 2024 Annual General Meeting of Shareholders to consider approving the Company's financial statements for the year ended December 31, 2023.

The Company's financial statements for the year ended December 31, 2023 are described under "Financial Statement" section in the heading "Financial Statement" 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 the invitation letter for this Meeting. The consolidated financial statements for the year ended December 31, 2023 may be summarized in essence 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 + / (-)
Total assets	2,499,601,094	2,289,655,475	9.2	2,438,143,663	2,289,655,475	6.5
Total liabilities	923,202,527	883,564,464	4.5	866,693,759	883,564,464	(1.9)
Shareholders' equity	1,576,398,567	1,406,091,011	12.1	1,571,449,904	1,406,091,011	11.8
Total revenues	4,809,325,428	4,009,771,324	19.9	4,748,698,545	4,009,771,324	18.4
Net profit	333,477,185	297,597,284	12.1	345,269,403	297,597,284	16.0
Earnings per share (THB/share)	1.11	0.99	12.1	1.15	0.99	16.2

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 2024 Annual General Meeting of Shareholders consider approving the financial statements for the year ended December 31, 2023.

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 2023 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, 2023, 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 2023, the Company had a net profit from its operating results according to the separate financial statements in the amount of THB 345,269,403. 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 THB 0.65 per share, totaling THB 195,000,000 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 THB 0.30 per share. The final dividend payment will be made at the rate of THB 0.35 per share, in the total amount of THB 105,000,000. 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

Opinion of the Board: The Board of Directors has considered the matter and deemed it appropriate to propose that the 2024 Annual General Meeting of Shareholders consider approving the declaration of dividends from the operating results for the year 2023 to the shareholders at the rate of THB 0.65 per share, totaling THB 195,000,000 or representing 56.48 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 2023; and acknowledging that the Company paid an interim dividend on September 8, 2023 at the rate of THB 0.30 per share. The final dividend payment will be made at the rate of THB 0.35 per share, in the total amount of THB 105,000,000.

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 2024 Annual General Meeting of Shareholders, there will be three directors due to retire by rotation as follows:

List of Directors	Position
1. Mr. Weerachon Khaophonong	Director
2. Mr. Arkradej Liamcharoen	Director
3. Mr. Chaiwut Jumnongsutasathien	Independent Director and Audit Committee

In this respect, the Board of Directors has considered the three directors who are retiring namely (1) Mr. Weerachon Khaophonong (2) Mr. Arkradej Liamcharoen and (3) Mr. Chaiwut Jumnongsutasathien 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 2024 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. Chaiwut Jumnongsutasathien, 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. Chaiwut Jumnongsutasathien 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. Chaiwut Jumnongsutasathien 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 2024 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 2024****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 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 +/-	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.

In addition, it is deemed appropriate to propose to the Shareholders' meeting for consideration and approval of the annual bonus for the Board of Directors for the year 2024, with an amount not exceeding THB 5,000,000, as a reward for the work of the Company's Board of Directors.

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 2024 Annual General Meeting of Shareholders consider approving the remuneration for 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 7 **To consider and approve the appointment of auditors and fixing of the audit fees for the year 2024**

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 2024, per the list of the following auditors:

List of Auditors	CPA Registration	Financial Statements Certification History (Years)
1. Mr. Mongkol Somphol	8444	6
2. Ms. Sophaphan Saptippayarattana	6523	-
3. Ms. Porakoch Jongkolsiri	7150	-
4. Ms. Vayuree Jirakittidul	9140	-

Any 1 of the auditors shall conduct the audit and express their opinion on the Company's financial statements for the year 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 THB 2,200,000 per year, with the significant information in support of its consideration as follows:

Supporting Information	2023	2024 (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)	2,100,000	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), whereby in 2023, the non-audit fees amounted to THB 303,046.

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 2024 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) Mr. Mongkol Somphol, CPA Registration No. 8444 and/or (2) Ms. Sophaphan Saptipparattana, CPA Registration No. 6523 and/or (3) Ms. Porakoch Jongkolsiri, CPA Registration No. 7150 and/or (4) Ms. Vayuree Jirakittidul, CPA Registration No. 9140 as the Company's auditor for the year 2024, with the audit fees in the amount of THB 2,200,000 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 8 **To consider and approve the amendment of the Company's objectives and amendments of clause 3 of the Memorandum of Association to be in the line with the amendments of the Company's objectives**

Facts and Rationale: At present, the Company has a total of 45 objectives in place. To extend the Company's services to its subsidiaries in the future, specifically in accounting and management, 3 additional objectives should 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."

Opinion of the Board: 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).

Voting:

The resolution of this agenda item requires the votes of not less than three-fourth (3/4) of the shareholders present at the Meeting and entitled to vote at the Meeting.

Agenda Item 9 To consider other matters (if any)

Information for Shareholders

1. The Company has scheduled Monday, March 18, 2024 as the record date to determine the list of shareholders entitled to attend the 2024 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://investor.nslfoods.com/en/downloads/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 10, 2024 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 2024 Annual General Meeting of Shareholders, together with supporting documents, available for download from the Company's website as follows:

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

English version : <https://investor.nslfoods.com/en/downloads/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 2023 (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 2024 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

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 2024 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 2023 Annual General Meeting of Shareholders

NSL Foods Public Company Limited

Date, Time, and Venue of Meeting

The 2023 Annual General Meeting of Shareholders (the “**Meeting**”) was convened on Friday, April 21, 2023 via electronic means (e-AGM) in accordance with the 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.

The Meeting was commenced at 10.00 hours

NSL Foods Public Company Limited (the “**Company**”) by Mrs. Jariya Musigchai, Company Secretary, 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	THB	1.00 per share

In this regard, the Company had scheduled the record date to determine the names of the shareholders entitled to attend the 2023 Annual General Meeting of Shareholders on Friday, March 17, 2023 (Record Date).

There were a total of 9 shareholders attending the Meeting in person and 156 shareholders attending the Meeting by proxy, and as such, the total number of shareholders present in the Meeting amounted to 165 shareholders representing a total of 235,814,600 shares or equivalent to 78.6049 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 (Articles 33), not less than twenty-five (25) shareholders in persons or by proxies (if any) or not less than one-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” to cast their votes “Approval”, “Disapproval” or “Abstention” within the time limit (approximately 1 minute). After casting votes, the system will show a pop-up asking if the votes are confirmed. Press OK to confirm the votes.

If the shareholders wish to change their votes, the shareholders can change their votes by casting their votes again. The system will, however, allow the shareholders to change the said votes before the closing of vote in each relevant agenda.

3. For vote counting, the Company will deduct the number of votes disapproved or abstained from total number of votes.

In the event that the shareholders do not cast their votes in the e-voting program or do not cast their votes within the time limit on any agenda, the Company will automatically count the vote on such agenda as Approve.

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. After the voting result is announced, that the voting result in such agenda is final.
6. Shareholders who had a special conflict of interest in any agenda shall have no right to vote in that agenda, except the voting for director election.
7. In counting votes for the meeting agenda of the 2023 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 "Abstained" as the total vote. The vote of "Abstained" 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 at the Meeting and having the right to vote.

In this case, the Company will count the votes of the shareholders present at the Meeting "Approval" "Disapproval" and "Abstained" as the total vote. The votes "Disagree" and "Abstain" 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 proxies 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 proxies 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 Chat menu in the E - meeting window to type a message and send the message to the system then, choose a recipient and sending a message to NSL Q&A. In case you didn't choose the recipient as stated. Your message will not be delivered to the Company. 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.

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

In this regard, the Company requests the shareholders or proxies 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 Chat 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 30, 2023 to April 19, 2023, 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. Viparat Timprathuang, from Kudun and Partners Limited, to oversee and monitor the vote counting.
11. The Company recognizes the importance of the personal data of the shareholders and proxies. 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 proxies of their personal data rights as per the details in the notice of the Meeting.

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 Executive Board |
| 3. Mr. Arkradej Liamcharoen | Director and Vice president of Accounting and Finance |
| 4. Mr. Weerachon Khaophonong | Director and Executive Vice President |
| 5. Mr. Charoen Asavapiyanond | Director and Vice president of Operation |
| 6. Assoc. Prof. Dr. Pannipa Rodwana | Chairman of Audit Committee and Independent Director |
| 7. Mr. Chaiwut Jumnongsutasathien | Audit Committee and Independent Director |
| 8. Mr. Anajak Limphaisan | Audit Committee and Independent Director |

Therefore, in the Meeting, all 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 inquires of the shareholders are as follow:

1. Ms. Phimnada Charoennaraphiwat Vice President (Sales and Marketing 7-Eleven)
2. Mr. Visut Pornsalanu wattana Vice President (Brand & Business Development)

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

- | | |
|-------------------------|----------------|
| 3. Mr. Mongkol Somphol | Audit Partner |
| 4. Ms. Sudsawat Ritwara | Audit Director |

Legal Advisors attending the Meeting from Kudun and Partners Limited

- | | |
|-----------------------------|------------------|
| 1. Ms. Supatra Kerinsaguna | Senior Associate |
| 2. Ms. Viparat Timprathuang | Associate |

Mrs. Suvimol Chrityakierne, a chairman of the board of directors (the “**Chairman**”), presided as the chairman of the 2023 Annual General Meeting of Shareholders. The Chairman welcomed all attending shareholders and proxies 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 2022 Annual General Meeting of Shareholders

The Chairman informed the Meeting that the Company held the 2022 Annual General Meeting of Shareholders on April 22, 2022 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 2022 Annual General Meeting of Shareholders, which was held on April 22, 2022, and found the same to be duly and completely recorded, and thus deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders.

The Chairman gave the shareholders an opportunity to inquire and express opinions. No shareholders or proxies raised any inquiries or expressed opinions, then, the Chairman proposed the Meeting to vote on this agenda.

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 unanimously resolved to adopt the Minutes of the 2022 Annual General Meeting of Shareholders, held on April 22, 2022, 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	236,833,100	100
Disapproved	0	0
Abstained	5	-
Total	236,833,100	100

- Remarks
1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes, in which those voting “Abstention” will not be counted as the foundation for vote counting.
 2. In this agenda item, there were the additional shareholders registering to attend the Meeting by 4 shareholders, representing 1,018,505 shares, and as such, the total number of shareholders present in this agenda item amounted to 169 shareholders, representing a total of 236,833,105 shares.

Agenda Item 2 To acknowledge the Company's operating results for the year 2022

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 2022 under the heading Management Discussion and Analysis and Financial Highlights of the Annual Report 2022 (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 2023 Annual General Meeting of Shareholders acknowledge the Company's operating results for 2022. The Chairman delegated Mr. Somchai Asavapiyanond, Chairman of Executive Board, and Mr. Arkradej Liamcharoen, Director 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 2022, with the total revenue of 4,010 million baht, an increase of approximately 31% from 2021, which had a total revenue of 3,043 million baht or calculated as an increase of more than 900 million baht. Most of the revenue derived from bakery products and snacks sold in 7-Eleven stores, accounting for 90.9 percent of the total revenue. The second main source of revenue for the Company came from the Food Service products, which are seafood products and frozen vegetables imported to be sold to restaurants and hotels, such revenue amounting to approximately 288 million baht or 7.2% of the total revenue. Other sources of revenue are from products from the Company's own brand and other OEM products.

As for the operating profits for 2022, the Company had a profit of 298 million baht, compared to 2021 in which the Company had a profit of 191 million baht, which is an increase of 107 million baht. The gross profit margin of the Company in 2022 averaged at 18.5%, an increase from 2021 with a gross profit margin of 17.8%. As a result, the Company's net profit increased at a rate of 7.4%. Although there were adjustments in raw material prices or energy costs in 2022, the Company has adjusted product prices to compensate for the increased cost, resulting in the Company's gross profit margin increasing.

The Company's distribution expenses in 2022 were approximately 267.1 million baht, with most of the expenses being attributable to transportation and sales, in which transportation expenses increase according to sales. The Company can control the rate of distribution expenses to approximately 6.7 percent of sales.

The Company's administrative expenses in 2022 amounted to 101.4 million baht, which is a slight increase from 2021. However, the comparison between the administrative expenses and the total revenue of the Company indicates that the Company can control its administrative expenses, which is a decrease from 3.1% of the total revenue in 2021 to 2.5% of the total revenue in 2022.

With regards to financial costs, the Company has interest that must be paid amounting to 10.3 million baht, in which the amount was at 16.8 million baht in 2021 because the Company takes proceeds from the IPO of 350 million baht to repay debt to financial institutions, resulting in a decrease in long-term loans from financial institutions. Therefore, financial costs are reduced accordingly.

As for the financial statement as of December 31, 2022 the Company has total assets of 2,289.7 million baht, total liabilities of 883.6 million baht, and shareholders' equity of 1,406.1 million baht. In general, the Company is in a better position than 2021. The majority of the Company's assets are trade accounts receivable and inventories, which are a result of the increased sales of the Company. Cash and bank deposit assets decreased from 2021 because the Company shifted from bank deposits to investing in funds. The Company's total liabilities slightly increased due to the increase in account payable in line with the expansion of the business and liabilities. Loans from financial institutions decreased due to the repayment of debt according to the repayment period.

On the part of the shareholders, the Company has already allocated its profits to the legal reserve as required by the law and has unallocated retained earnings of 278.7 million baht, which is an increase from 2021, in line with the increased profits of the Company.

The report on the use of proceeds received from the IPO ending on December 31, 2022 is as follows:

Unit : Million Baht

Use of Proceeds	Usage Period	Estimated amount according to the plan	Usage Amount	Outstanding Amount at December 31, 2021
1. To make loan repayments to financial institution	Within the 2 nd quarter of 2021	350.00	350.00	-
2. To be the working capital for business operations	Within the 3 rd quarter of 2021	172.38	172.38	-
3. To invest in new project	Within the 1 st quarter of 2022	250.00	31.24	218.76
- ready-to-eat meals - rice bars		100.00	51.54	48.46
Total		872.38	605.16	267.22

Before Mr. Somchai Asavapiyanond clarified the overview of the past year's operations, Mr. Arkradej Liamcharoen showed the Company's video for the shareholders to see the overall picture of the Company.

Mr. Somchai Asavapiyanond summarized the overall performance of 2022 divided by business units. For the Company's main customer, 7-Eleven, the Company has developed best-selling products continuously, including developing more new products and adding more burger products as the Company has remaining production capacity. In 2023, it is expected that the production results will be seen more clearly. The next product is the Value Product group, which is increasing the volume of the products so that consumers feel that the products are worthy. Such products have continued to grow

in the past year. Furthermore, the Company has entered into a new market through 7-Eleven in Cambodia, which has been well received, as well as a new market through the production of bakery to sell in Kudsan stores.

For the business units under the Company's own brand, namely Pangtai brand, whose products are a variety of crispy bread, the brand has been well received. In addition, the Company also has the NSL Bakery brand, which has a line of Taiwanese cookies and many other items that are sold in convenience stores and general stores. The Company also has the NSL Selection brand, which collaborated with Nont Bakery and Chef Beam, Top Chef Thailand, to create products for sale last year.

In addition, the launch of rice bars in October 2022 marks the beginning of the entry into the ready-to-eat food market. The Company has adjusted the eating pattern to be both snacks and rice that can be easily eaten. Nowadays, there are stores in Siam Square One, Central Silom, and Mo Chit and Ari BTS stations, including product promotion by food trucks, which can travel to sell products and promote in various places, and in convenience stores at locations that require quick consumption

For the Food Service group, in addition to importing beef or frozen vegetables for sale, ready-to-eat meals with various sauces have been developed for sale to restaurants in 2022. The Company has imported beef from oversea, which are trimmed to be sold to customers as needed.

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.

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 proxies raised any inquiries or expressed opinions, the Chairman then asked the Meeting to vote.

The Meeting Facilitator explains 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.

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, 2022

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, 2022 and profit and loss statement for the year ended December 31, 2022, 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 2022 (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, 2022 is summarized as follows:

Item	Financial statements on December 31		
	2022 (Baht)	2021 (Baht)	Percent Change +/(–)
Total assets	2,289,655,475	2,110,893,266	8.5
Total liabilities	883,564,464	858,869,257	2.9
Shareholders' equity	1,406,091,011	1,252,024,009	12.3
Total income	4,009,771,324	3,042,883,879	31.8
Net profit	297,597,284	191,111,486	55.7
Profit per share (baht/share)	0.99	0.70	41.5

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 proxies 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 unanimously resolved to approve the Financial Statements for the year ended December 31, 2021, 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	236,833,105	100
Disapproved	0	0
Abstained	0	-

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Total	236,833,105	100
<u>Remarks</u>	<ol style="list-style-type: none"> 1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes, not counting those who have voted "Abstention" as the foundation for vote counting. 2. In this agenda item, there were no additional shareholders registering to attend the Meeting. 	

Agenda Item 4 To consider and approve the dividend payment and omission of the allocation of profits as a legal reserve for the year 2022 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, 2022, 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.

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 2022, the Company had a net profit from its operating results according to the separate financial statements for the year ended December 31, 2022 in the amount of THB 297,597,284. 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 2022 to the shareholders at the rate of THB 0.55 per share, with a par value of THB 1.00 per share, totaling THB 165,000,000 or representing 55.44 percent of the net profit from the Company's operating results, which is in accordance with the Company's dividend payment policy. The Company paid an interim dividend on September 8, 2022 at the rate of THB 0.25 per share. The final dividend payment will be made at the rate of THB 0.30 per share, in the total amount of THB 90,000,000. The comparison of dividend payments in the past year is as follows:

Details of Dividend Payment	2022 (Proposed Year)	2021
1. Net profit per the separate financial statements (THB)	297,597,284	191,111,486
2. Interim dividend (THB: share)	0.25	0.25
3. Annual dividend (THB: share)	0.30	0.25
4. Total dividend paid (THB)	165,000,000	150,000,000
5. Dividend rate per net profit (%)	55.44	78

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 proxies 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 acknowledged the interim dividend payment and resolved to approve the dividend payment for 2022 in the amount of 165,000,000 baht and the omission of the allocation of profits as a legal reserve for the year 2022, 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	236,833,105	100
Disapproved	0	0
Abstained	0	-
Total	236,833,105	100

Remarks

1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes, not counting those who have voted “Abstention” as the foundation for vote counting.
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 the Chairman herself, Assoc. Prof. Dr. Pannipa Rodwanna, and Mr. Charoen Asavapiyanond, were directors who had to retire by rotation in 2023. For transparency and to be in line with the guidelines for good corporate governance, the chairman, Prof. Dr. Pannipa Rodwanna and Mr. Charoen Asavapiyanond 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 2023 Annual General Meeting of Shareholders, there are 3 directors due to retire by rotation as follows:

No.	List of Directors	Position
1.	Mrs. Suvimol Chrityakierne	Chairman of the Board of Director and Independent Director
2.	Assoc. Prof. Dr. Pannipa Rodwanna	Chairman of Audit Committee and Independent Director
3.	Mr. Charoen Asavapiyanond	Director

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 Mrs. Suvimol Chrityakierne and Assoc. Prof. Dr. Pannipa Rodwanna, who are 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, Mrs. Suvimol Chrityakierne and Assoc. Prof. Dr. Pannipa Rodwanna are 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 Meeting Facilitator 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 proxies 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 2022, namely (1) Mrs. Suvimol Chrityakierne, (2) Assoc. Prof. Dr. Pannipa Rodwanna, and (3) Mr. Charoen Asavapiyanond 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. Mrs. Suvimol Chrityakierne - Chairman of the Board of Director and Independent Director

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	236,087,405	99.6861
Disapproved	743,500	0.3139
Abstained	2,200	-

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Total	236,830,905	100

2. Assoc. Prof. Dr. Pannipa Rodwana - Chairman of Audit Committee and Independent Director

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	236,371,105	99.9104
Disapproved	212,000	0.0896
Abstained	250,000	-
Total	236,583,105	100

3. Mr. Charoen Asavapiyanond - Director

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	236,371,105	99.9104
Disapproved	212,000	0.0896
Abstained	250,000	-
Total	236,583,105	100

Remarks

1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes, not counting those who have voted "Abstention" as the foundation for vote counting.
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 2023

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 2023 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 2023 to be as follows:

Remuneration of the directors

Position	Remuneration/ Year (THB)		Change	
	2023 (Proposed Year)	2022	THB +/-	Percentage +/-
1. Chairman of the Board of Directors	380,000	350,000	30,000	8.6
2. Director	280,000	250,000	30,000	12.0
3. Chairman of the Audit Committee	380,000	350,000	30,000	8.6
4. Audit Committee Member	300,000	270,000	30,000	11.1

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.

Bonus and Extra Remuneration

The Board of Directors shall consider the justifications for these items, taking into account the 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 proxies 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 2023, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting
Approved	233,556,205	98.6164
Disapproved	3,274,700	1.3827
Abstained	2,200	0.0009
Total	236,833,105	100

- Remarks
1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes, not counting those who have voted "Abstention" as the foundation for vote counting.
 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 2023

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 2023, per the list of the following auditors:

List of Auditors	CPA Registration No.	Number of Years Audited for the Company
Mr. Mongkol Somphol	8444	5
Mr. Manoon Manusook	4292	-
Mr. Choopong Surachutikarn	4325	-
Ms. Sophaphan Saphthipayarattana	6523	-

Any of the 4 auditors shall conduct the audit and express their opinion on the Company's financial statements for 2023.

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 2023 for the Company in the amount of THB 2,100,000 per year, in which the important information for consideration is as follows:

Information for Consideration	2023 (Proposed Year)	2022	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	2,000,000	100,000	5

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 2022 amounted to THB 50,139.

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 proxies 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 unanimously resolved to approved Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the Company's audit firm for 2023 and appointed the following persons to be the Company's auditor for 2023:

- | | |
|-----------------------------------|----------------------------------|
| 1. Mr. Mongkol Somphol | CPA Registration No. 8444 and/or |
| 2. Mr. Manoon Manusook | CPA Registration No. 4292 and/or |
| 3. Mr. Choopong Surachutikarn | CPA Registration No. 4325 and/or |
| 4. Ms. Sophaphan Saphipayarattana | CPA Registration No. 6523 |

and approved the auditor's remuneration for 2023 in the amount of 2,100,000 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	236,833,105	100
Disapproved	0	0
Abstained	0	-
Total	236,833,105	100

- Remarks**
1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes, not counting those who have voted "Abstention" as the foundation for vote counting.
 2. In this agenda item, there were no additional shareholders registering to attend the Meeting.

Agenda Item 8 To consider the amendment of the Company's Article of Association

The Chairman informed the Meeting of the amendments to ensure the compliance of the Company's Articles of Association on the electronic method of the board of directors meetings and the shareholders' meeting, the delivery of documents or notices,

as well as the granting of proxies in the shareholders' meetings with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) with details as follows :

Article	Former Article	Amended Article
25	<p>In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than seven (7) days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.</p>	<p>In summoning a meeting of the board of directors, the chairman of the board of directors or the person assigned by him, or in the absence of the chairman of the company the vice chairman, shall summon the meeting. In the absence of the vice chairman, two (2) or more directors may jointly summon a meeting of the board of directors by sending a notice of the meeting to the directors at least three (3) days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.</p>
29	<p>The board of directors must meet at least 3 months once at the province where the company's head office is located or nearby provinces or at any other place by fixing the date, time, and place as the board of directors deems appropriate.</p>	<p>The board of directors shall meet at least once (1) every three (3) months at the province in which the company's head office is located or nearby provinces or at any other place by fixing the date, time, and place as the board of directors deems appropriate.</p>
32	<p>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 that 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 for acknowledgment not less than 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 for a period of not less than three (3) consecutive days.</p> <p>The place where the meeting shall be held shall be in the province where the company's head office is located or any other place in the kingdom as determined by the board of directors.</p>	<p>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.</p> <p>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.</p>

Article	Former Article	Amended Article
46	<p><u>Arrangement of Meeting via Electronic Means</u></p> <p>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 the announcement of the Ministry of Information and Communication Technology and relevant laws, including but not limited to the Announcement of the National Council for Peace and Order No. 74/2014 dated 27 June 2014 regarding Meetings via Electronic Means and the Announcement by the Ministry of Information and Communication Technology regarding the Security Standards of Meetings via Electronic Means 2014.</p>	<p><u>Proxy to Attend the Shareholders' Meeting and the Right of Shareholders to Vote</u></p> <p>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.</p> <p>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.</p>
47	<p>The company's seal shall be used as affixed herein.</p>	<p><u>Arranging Meetings, Publishing and Delivering Notices and Documents via Electronic Means</u></p> <p>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.</p>
48	-	<p>The notification or publication of any message about the company to individuals or the public may be done through electronic means of publishing in accordance with the rules set forth by relevant laws.</p>
49	-	<p>The company or the board of directors may send notices or documents to the directors, shareholders, or creditors of the company by electronic means if such person has notified their intention or expressly consented in writing or by electronic means, in</p>

Article	Former Article	Amended Article
		accordance with the rules of the relevant laws.
50	-	The company's seal shall be used as affixed herein.

In this regard, the Board of Directors has considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association to be in line with the Public Company Limited Act (No. 4) B.E. 2565 (2022) as detailed above in all respects. In addition, the Board of Directors deemed it appropriate for the 2023 Annual General Meeting of Shareholders to consider authorizing the person authorized by the Company's directors to have the authority to sign any documents related to the registration of the amendment to the Articles of Association of the Company at the Department of Business Development, Ministry of Commerce, including having the power to take any action as necessary and in connection with such action as deemed appropriate according to the statements or orders of the registrar.

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 proxies 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 unanimously 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 (2021):

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	236,833,105	100
Disapproved	0	0
Abstained	0	0
Total	236,833,105	100

Remarks

- The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes, not counting those who have voted "Abstention" as the foundation for vote counting.

2. In this agenda item, there were no additional shareholders registering to attend the Meeting.

Agenda Item 9 Acknowledgment of the change in the purpose of utilizing the capital increase received from the initial public offering (IPO)

The Chairman informed the Meeting that in order to comply with the Announcement of the Office of the Securities and Exchange Commission No. SorJor. 63/2561 regarding the Change in the Purpose of Utilizing Proceeds according to the Registration Statement and Draft Prospectus, stipulating that in case of the change in the purpose of utilizing proceeds insignificantly, it can be done upon the approval from the board of directors. Such changes must be reported to the shareholders' meeting for acknowledgment in the shareholders' meeting of the Company.

The Chairman assigned Mr. Arkradej Liamcharoen, the Vice president of Accounting and Finance, to explain to the Meeting the details of the change in the purpose of utilizing the capital increase received from the initial public offering (IPO).

Mr. Arkradej Liamcharoen informed the Meeting that according to the Company's initial public offering of newly issued ordinary shares, there are three main objectives of utilizing the proceeds, namely (1) for the repayment of loans from financial institutions, (2) for the working capital, and (3) for investment in new projects. The Company has repaid loans from financial institutions and has used them as working capital and has completed the actions as specified.

For the purpose of utilizing the proceeds for investment in new projects in the amount of 350 million baht, the Company informed the shareholders at the time of the IPO that the amount of 350 million baht was used for building a factory with equipment and machinery to produce ready-to-eat food. The Company has considered the best interests of the Company and found that the Company can build a factory for ready-to-eat food with less than 350 million baht. In addition, the Company has an innovative rice bar project as informed above. It is necessary to purchase machinery and equipment for the rice bars project. The Company, therefore, viewed that the ready-to-eat food project could achieve its objectives by using a budget of 250 million baht, and hence changed the policy of spending money on ready-to-eat food from 350 million baht to 250 million baht and increased the spending budget for the rice bar project in the amount of 100 million baht, which is still within the budget according to the money utilization plan that has been informed to the shareholders. The details can be summarized as follows.

Money Utilization Objectives	<u>Former</u> Estimated Amount according to the Money Utilization Plan (million baht)	<u>Amended</u> Estimated Amount according to the Money Utilization Plan (million baht)
1. To repay loan debt from financial institutions	350.00	350.00
2. To be used as working capital for business operations	172.38	172.38

Money Utilization Objectives	<u>Former</u> Estimated Amount according to the Money Utilization Plan (million baht)	<u>Amended</u> Estimated Amount according to the Money Utilization Plan (million baht)
3. To be used for investment in new projects		
- Ready-to-eat food	350.00	250.00
- Rick bars	-	100.00
Total	872.38	872.38

The Chairman gave the shareholders an opportunity to inquire and express their opinions. There were shareholders asking questions as follows:

1. Ms. Angsinee Apiwacharakul, a shareholder attending the Meeting in person, inquired whether the Company has a sales target for rice bar products for this year and what the expected growth is.

Mr. Somchai Asavapiyanond informed the shareholders that the Company has set a global sales target for rice bar products. In 2023, the sales target in Thailand is 40 million baht and the Company has started to prepare to export rice bar products to foreign countries. In addition, the Company brought the rice bars to compete in China and has won the initial award in the new product category. The Company, therefore, expects that rice bar products will generate significant income for the Company.

2. Ms. Angsinee Apiwacharakul, a shareholder attending the Meeting in person, inquired about the investment budget of the vending machine.

Mr. Somchai Asavapiyanond informed the shareholders that initially, the Company will invest in 10 vending machines for rice bars with an investment of approximately 2 million baht.

3. Ms. Angsinee Apiwacharakul, a shareholder attending the Meeting in person, inquired whether the rice bars were already sold in 7-Eleven or not.

Mr. Somchai Asavapiyanond informed the shareholders that the Company used to try selling rice bars in 7-Eleven, but found that the warming equipment and operating system were not suitable. However, the Company is in the process of adjusting the product to be suitable for the food warming equipment in 7-Eleven, which will not use the rice bar brand but a similar product. It is expected to be released in this year. Frozen rice bars are now sold in Tops supermarkets and other stores.

4. Mr. Pornpat Jintanawong, a shareholder attending the Meeting in person, inquired that as the Company increased its investment in rice bars, how confident is the CEO in this kind of product based on last year's sales.

Mr. Somchai Asavapiyanond informed the shareholders that the Company expects that this group of product will grow in the direction expected. In the final half of the year

that the product has been released, the Company has received good feedbacks from the consumers according to the target group. It appears that sales continued to grow each month. If the Company can reach the target audience of the rice bars, namely Gen Z, Gen Y, and some Gen X, and sell them in the right place, the Company expects that the rice bar product group will continue to grow according to the Company's plan.

The Meeting Facilitator informed that the Meeting had no further questions. The Chairman then informed the Meeting that since this Agenda was for acknowledgment, there was no voting.

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

Agenda Item 10 To consider other matters

For this agenda item, the Chairman allowed the shareholders or proxies 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. Mr. Pornpat Jintanawong, a shareholder attending the Meeting in person, further inquired if the Company has a plan to export the durian glutinous rice bars to China and Europe as well or not.

Mr. Somchai Asavapiyanond informed the shareholders that the dessert rice bars have been well received. There are nine dessert flavors in total, of which durian glutinous rice is among the first desserts sold. Durian glutinous rice bars will be presented in China in May. In addition, the Company has been contacted by distributors from China and the product is expected to generate sales and exports.

2. Mr. Pornpat Jintanawong, a shareholder attending the Meeting in person, inquired if there were any rice bar products that can be microwaved.

Mr. Somchai Asavapiyanond informed the shareholders that at present, there are three forms in which the rice bar products are sold, namely (1) selling through the Company's storefront, whereby it is heated in a baking process to make the product crispy, (2) selling in a frozen form in convenience stores, whereby consumers can heat them in a microwave, and (3) selling in a retort form, whereby the product can be heated in a microwave in a short time, in which this form is in its presentation stage in foreign countries and has not yet been sold in Thailand in such a manner.

3. Mr. Pornpat Jintanawong, a shareholder attending the Meeting in person, inquired that from the financial statements of Bake A Wish J.H.C. Co., Ltd., it was found that sales were about 10 percent of that of the Company. Therefore, he inquired whether the Company plans to buy the business or supply the product or not, and what the business plan for Bake A Wish J.H.C. Co., Ltd is.

Mr. Somchai Asavapiyanond informed the shareholders that the Company produces many products for Bake A Wish J.H.C. Co., Ltd., expected for approximately 70 percent of all Bake A Wish products. As for the production of other products, the Company is in the process of conducting a feasibility study and agreeing on details. The Company will further notify the shareholders.

4. Mr. Pornpat Jintanawong, a shareholder attending the Meeting in person, inquired about how much of its current production capacity has the Company used, and if in the future there is an increase in wages, how much will it affect the cost of production.

Mr. Somchai Asavapiyanond informed the shareholders that since the Company has two main factories at Amata City, as for the present bakery production overview, 60% - 65% of the production capacity has been used. The overall production capacity remaining is around 30%-40%, and the Company is confident that there is still sufficient production capacity. With regard to the present production capacity of rice bars, approximately 5% is used and the Company views that such production capacity can definitely support the growth in these 2 years. On the issue of wages, the Company keeps track of wage prices and it is expected that in 2023, wages will not increase significantly. However, the Company has adjusted labor costs by using machines to replace more workers. Hence, if the minimum wage were to be adjusted, the Company still views that it can handle it.

5. Mr. Pornpat Jintanawong, a shareholder attending the Meeting in person, inquired if there were more tourists during the period prior to the COVID-19 crisis or during the present period, what the differences are, and how price adjustment affects sales. He also asked for an update on the incidents of accidents at the factory and the Company's preventive measures for the future.

Mr. Somchai Asavapiyanond informed the shareholders that on the issue of the inflow of tourists after the COVID-19 crisis, it is still not as much as it was prior to the COVID-19 crisis. Nevertheless, the Company is starting to see good signs of growing sales from the arrival of more tourists. In the case of accidents, normally the Company already has measures to ensure the safety of the machines and has a close and regular inspection to prevent subsequent accidents.

6. Mr. Apinun Jirakomate, a shareholder attending the Meeting in person, asked the Company to describe PEN1 Company, and what products must the Company launch for PEN1 Company.

Mr. Somchai Asavapiyanond informed the shareholders that PEN1 Company is formed from a joint venture of three companies, namely (1) NSL Foods Public Company Limited (2) a subsidiary of Channel One 31, and (3) a subsidiary of Chern Yim; all three companies holding shares in equal proportion, with the goal of entering the beverage business and other businesses in the future. The first product is a Functional Drink which is expected to be released in the second - third quarter of this year, with the location of the first sale being 7-Eleven.

The reason for the joint venture to form PEN1 Company is to bring together the potential of the shareholders of the three companies. NSL has expertise in the food business and transportation, and has a good relationship with convenience stores and stores in the provinces. As for Channel One 31, it has media expertise and marketing expertise that can be communicated to consumers. With regard to Chuan Yim Group, it has expertise in organizing events across the country, mass-communication, and entertainment. All three companies, therefore, bring their own expertise to work together to enter the food and beverage industry.

7. Mr. Apinun Jirakomate, a shareholder attending the Meeting in person, inquired about how the increase in cheese prices and other production costs would affect the Company.

Mr. Somchai Asavapiyanond informed the shareholders that during the Russia-Ukraine War, cow's milk products (dairy products) are in short supply and prices rise significantly. The Company has been following the price since the end of 2022 and the Company has been looking for products to replace the products that are in short supply. However, for products that the Company cannot find replacements, the Company has adjusted the price according to the increased cost. Nevertheless, it did not cause sales to fall. For products other than dairy, there are both price adjustments up and down from the currency exchange rate, which the company can still control.

8. Ms. Vipa Boonkunchongcharoen, a shareholder attending the Meeting in person, inquired whether the Company still sets the revenue target for 2023 at THB 4,700 million and how would the electricity bill affect the cost.

Mr. Somchai Asavapiyanond informed the shareholders that based on the performance of the past 4 months, the Company still maintains the original target of THB 4,700 million and expects that the goal can be achieved. In terms of the increase in electricity costs, the Company uses the Company's electricity usage management method by reducing the maximum value of electricity (peak value) each day and using electricity economically. While the rising electricity cost has affected the Company to a certain extent, it can be offset by the Company's sales.

9. Mr. Kittipong Leehirunyapong, a shareholder attending the Meeting in person, inquired whether the 17% growth target at THB 4,700 million included Bake a Wish J.H.C. Company's plan or not.

Mr. Somchai Asavapiyanond informed the shareholders that such target already includes the implementation of the project of Bake a Wish J.H.C. Co., Ltd.

10. Mr. Kachen Pornthaweetham, a shareholder attending the Meeting in person, inquired how the Company sets the target for 2023.

Mr. Somchai Asavapiyanond informed the shareholders that the Company has set a target not lower than that of 2022.

11. Mr. Apinun Jirakomate, a shareholder attending the Meeting in person, inquired if the production of Functional Drinks by PEN1 Company is done on an outsourcing basis or by the investment in buying machineries.

Mr. Somchai Asavapiyanond informed the shareholders that it is outsourced to a supplier.

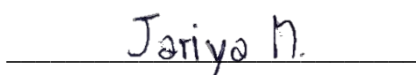
Since no shareholders or proxies propose any other agendas for consideration, the Chairman informed the Meeting that the 2023 Annual General Meeting of Shareholders has completed all the agenda items specified in the notice of the meeting. On behalf of the Board of Directors, the Chairman thanked all the shareholders for their time in participating in the Meeting today and stated to close the Meeting.

The Meeting was adjourned at 12.30 hours.



(Mrs. Suvimol Chrityakierne)

Chairman of the Board of Director



(Mrs. Jariya Musigchai)

Company Secretary

**Annual Report 2023 (Form 56-1 One Report),
together with the Financial Statements for the year ended December 31, 2023,
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 2023
(Form 56-1 One Report) and
the Financial Statements for the year ended December 31, 2023**



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 2023 (Form 56-1 One Report), together with the Financial Statements for the year ended December 31, 2023 from our website at <https://investor.nslfoods.com/en/downloads/one-reports>.

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. Weerachon Khaophong

Type of Director Nominated for Election

Director

Age 55 Years

Current Position Director, Executive Vice President

Year in Position 4 Years

Shareholding Proportion (including spouses and children)

- None - (As of 31 December 2023)

Educational Qualification

1. B.Sc., Srinakarinwirot University
2. MA in Environmental Management, National Institute of Development Administration (NIDA)



Training Program

Certification from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 164/2019
- How to Develop a Risk Management Plan (HRP) Class 34/2023
- Risk Management Program for Corporate Leaders (RCL) Class 30/2023

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

2020 – Present Director and Executive Vice President, NSL Foods Plc.

1999 – 2019 Managing Director, Q&A Quality and Calibration 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 2023 – 31 December 2023)

Meeting	Year 2023
1. Board of Directors	6/6 meetings (100%)

2. Mr. Arkradej Liamcharoen**Type of Director Nominated for Election**

Director

Age 63 Years**Current Position** Director, Vice President Accounting and Finance**Year in Position** 4 Years**Shareholding Proportion (including spouses and children)**

0.73% (As of 31 December 2023)

Educational Qualification

1. BA in Business Administration and Accountancy, Ramkhamhaeng University

Training Program

Certification from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 153/2018

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

2020 – Present Director and Vice President Accounting and Finance, NSL Foods Plc.

1996 – 2019 Accounting and Tax Advisor / Freelance

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 2023 – 31 December 2023)**

Meeting	Year 2023
1. Board of Directors	6/6 meetings (100%)



3. Mr. Chaiwut Jumnongsutasathien**Type of Director Nominated for Election**

Independent Director, Audit Committee

Age 46 Years**Current Position** Independent Director, Audit Committee**Year in Position** 4 Years 3 Months**Shareholding Proportion (including spouses and children)**

0.04% (As of 31 December 2023)

Educational Qualification

1. BA in Accountancy, Thammasat University
2. MA in Business Administration, Kasetsart University

Training Program

Certification from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 161/2019

Current Position in Other Listed Company in Thailand

2018 – Present Independent Director, Right Tunnelling Co., Ltd.

Current Position in Non-Listed Company / Other Organization

2018 – Present Audit Partner, AST Master Co., Ltd.

2016 – Present Director, SM Lertpipat Co., Ltd.

Work Experience for the last 5 years

2019 – Present Independent Director and Audit Committee, NSL Foods Plc.

2018 – Present Independent Director, Right Tunnelling Co., Ltd.

2018 – Present Audit Partner, AST Master Co., Ltd.

2016 – Present Director, SM Lertpipat Co., Ltd.

1999 – 2017 Audit Director / Deloitte Touche Tohmatsu Jaiyos Audit 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 2023 – 31 December 2023)

Meeting	Year 2023
1. Board of Directors	6/6 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

1. Mr. Mongkol Somphol	
Certified public accountant registration number	8444
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	Bachelor degree in Accounting, majoring in Auditing, University of Thai Chamber of Commerce
Work experiences	- Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Auditing and advisory both multinational and publicly listed Thai companies across various industry sectors including chemical, energy, power and utilities, manufacturing and automotive industry - Member of the Thailand Federation of Accounting Professions
Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons	None
2. Miss Sophaphan Saptipayarattana	
Certified public accountant registration number	6523
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	- Masters Degree in Accountancy, Chulalongkorn University - Bachelor of Accountancy, Thammasat University
Work experiences	-Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Auditing and advisory both multinational and publicly-listed Thai companies across various industry sectors including energy, power and utilities, manufacturing and automotive industry - Member of the Thailand Federation of Accounting Professions
Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons	None

3. Miss Porakoch Jongkolsiri	
Certified public accountant registration number	7150
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	- Master of Business Administration, National Institute of Development Administration (NIDA), Thailand - Bachelor of Accountancy, Thammasat University, Thailand
Work experiences	-Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - As an Audit Partner of 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. Porakoch serves clients in a wide range of sectors including manufacturing, trading business and logistics business. - Member of the Thailand Federation of Accounting Professions
Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons	None

4. Miss Vayuree Jirakittidul	
Certified public accountant registration number	9140
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	- Master of Accountancy from Thammasat University
Work experiences	-Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Member of the Thailand Federation of Accounting Professions
Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons	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 10, 2024**. 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.

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 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 10, 2024.**

- Email channel: 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

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 18, 2024, 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
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

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 10, 2024**, via the following channels:

- By Email: 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
 - 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:

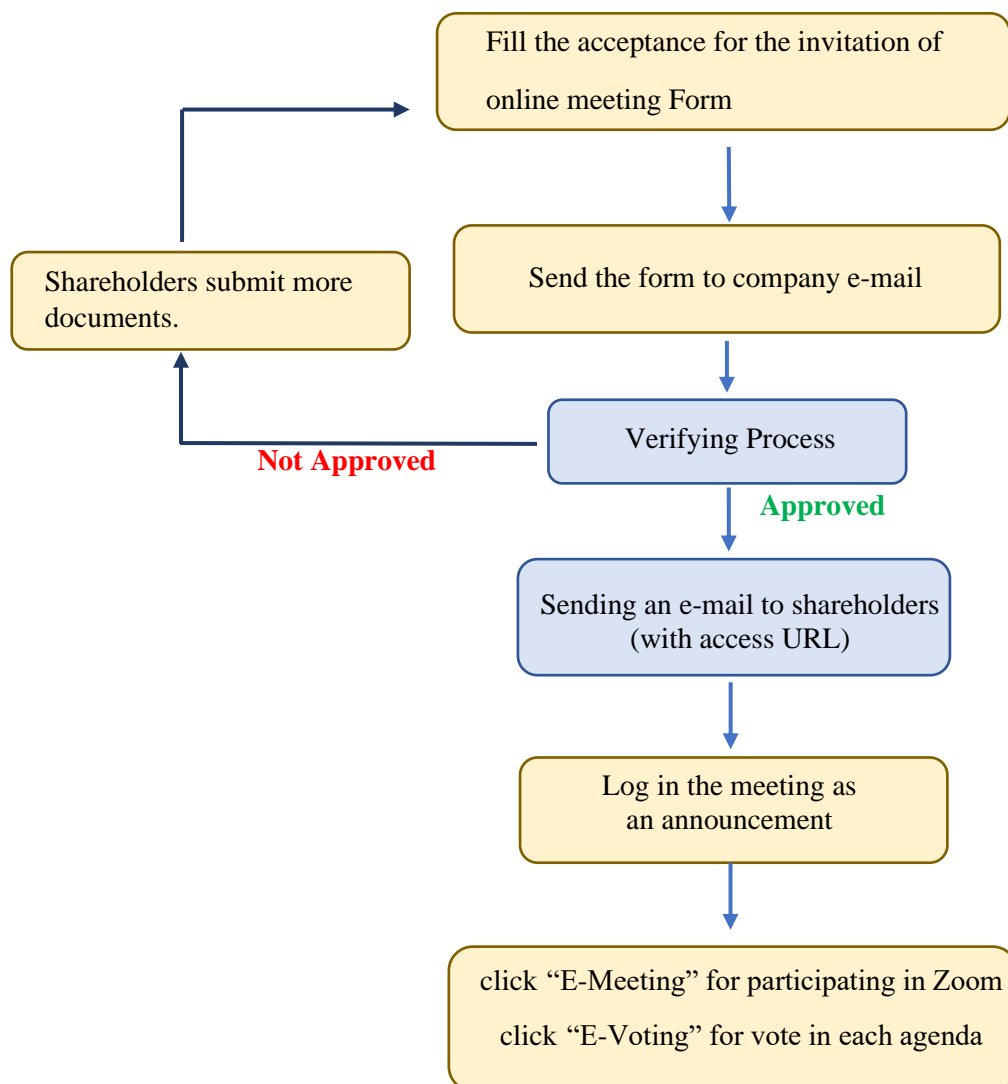
If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

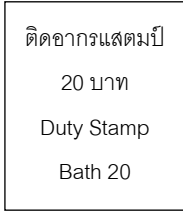
1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By Email: ir@nslfoods.com
 - Telephone: 0-2585-8520-1 Ext. 1010
 - By mail: Company Secretary
NSL Foods Public Company Limited
55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road,
Lampo 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 71 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mrs. Suvimol Chrityakierne, Independent Director/Chairman of the Board, Age 71 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (3) **รศ. ดร. พรรณนิภา รอดวรรณะ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการตรวจสอบ อายุ 70 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 70 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (4) **นายชัยวุฒิ จ้างนงสุทเสถียร** ตำแหน่งกรรมการอิสระ อายุ 46 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mr. Chaiwut Jumnongsutasathien, Independent Director, Age 46 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (5) **นายอาณาจักร ลิ้มไพโรจน์** ตำแหน่งกรรมการอิสระ อายุ 39 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110
- Mr. Anajak Liphaisan, Independent Director, Age 39 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ของบริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2024 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Monday, April 22, 2024, 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.

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:

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.

ติดอากรแสตมป์
20 บาท
Duty Stamp
Bath 20

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 71 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mrs. Suvimol Chrityakierne, Independent Director/Chairman of the Board, Age 71 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (3) **รศ. ดร. พรรณนิภา รอดวรรณะ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการตรวจสอบ อายุ 70 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 70 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (4) **นายชัยวุฒิ จ้างนงสุทเสถียร** ตำแหน่งกรรมการอิสระ อายุ 46 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mr. Chaiwut Jumngsutasathien, Independent Director, Age 46 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (5) **นายอาณาจักร ลิ้มไพโรจน์** ตำแหน่งกรรมการอิสระ อายุ 39 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110
- Mr. Anajak Liphaisan, Independent Director, Age 39 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ของบริษัท เ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้อำนาจที่พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2024 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Monday, April 22, 2024, 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) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566
Agenda Item 1 To consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholders

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2566

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

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัท สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566
Agenda Item 3 To consider and approve the Financial Statements for the year ended December 31, 2023

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผล ประจำปี 2566 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 2023 and to acknowledge the interim dividend payment

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

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

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

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

การแต่งตั้งกรรมการทั้งชุด

Appoint the entire group of nominated directors

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint each nominated director individually

บุคคลที่ได้รับการเสนอชื่อ นายวีระชน ขาวผ่อง

Name of nominated director Mr. Weerachon Khaophong

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

บุคคลที่ได้รับการเสนอชื่อ

นายอัครเดช เลี่ยมเจริญ

Name of nominated director

Mr. Arkradej Liamcharoen

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

บุคคลที่ได้รับการเสนอชื่อ

นายชัยวุฒิ จ้านงสุทธเสถียร

Name of nominated director

Mr. Chaiwut Jumnongsutasathien

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2567

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

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567

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

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. ของบริษัท เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

Agenda Item 8 To consider and approve the amendment of the Company's objectives and amendments of clause 3 of the Memorandum of Association to be in the line with the amendments of the Company's objectives

- (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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item 9 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
As regards to agenda to appoint directors, the Meeting may consider appointing the entire board or any director(s).
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2567 ของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

The 2024 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Monday, April 22, 2024, 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

ไม่เห็นด้วย

งดออกเสียง

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

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

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

ติดอากรแสตมป์
20 บาท
Duty Stamp
Bath 20

หนังสือมอบฉันทะ แบบ ค.
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (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 71 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mrs. Suvimol Chrityakierne, Independent Director/Chairman of the Board, Age 71 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. พรรณนิภา รอดวรรณะ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการตรวจสอบ อายุ 70 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 70 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang bua thong Nonthaburi 11110 or
- (4) **นายชัยวุฒิ จ้างนงสุทเสถียร** ตำแหน่งกรรมการอิสระ อายุ 46 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mr. Chaiwut Jumngsutasathien, Independent Director, Age 46 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang bua thong Nonthaburi 11110 or
- (5) **นายอาณาจักร ลิ้มไพโรจน์** ตำแหน่งกรรมการอิสระ อายุ 39 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110
- Mr. Anajak Limphaisan, Independent Director, Age 39 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Amphur Bang bua thong Nonthaburi 11110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ของบริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้อำนาจที่กำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2024 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Monday, April 22, 2024, 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:
- | | | | | |
|---|-------|-----------------------------------|-------|-------|
| <input type="checkbox"/> หุ้นสามัญ | | หุ้น และมีสิทธิออกเสียงลงคะแนนได้ | | เสียง |
| Ordinary shares | | shares, with the voting right of | | votes |
| <input type="checkbox"/> 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 2566
Agenda Item 1 To consider and adopt the Minutes of the 2023 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 | | เสียง |
| Approve with | | votes |
| <input type="checkbox"/> ไม่เห็นด้วย | | เสียง |
| Disapprove with | | votes |
| <input type="checkbox"/> งดออกเสียง | | เสียง |
| Abstain with | | votes |

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2566
Agenda Item 2 To acknowledge the Company group's operating results for the year 2023

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัท สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566
 Agenda Item 3 To consider and approve the Financial Statements for the year ended December 31, 2023

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 2566 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 2023 and to acknowledge the interim dividend payment

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

การแต่งตั้งกรรมการทั้งหมด

Appoint the entire group of nominated directors

เห็นด้วยเสียง

Approve with votes

ไม่เห็นด้วยเสียง

Disapprove with votes

งดออกเสียงเสียง

Abstain with votes

การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint each nominated director individually

บุคคลที่ได้รับการเสนอชื่อ

นายวีระชน ขาวผ่อง

Name of nominated director

Mr. Weerachon Khaopong

เห็นด้วยเสียง

Approve with votes

ไม่เห็นด้วยเสียง

Disapprove with votes

งดออกเสียงเสียง

Abstain with votes

บุคคลที่ได้รับการเสนอชื่อ

นายอัครเดช เลี่ยมเจริญ

Name of nominated director

Mr. Arkradej Liamcharoen

เห็นด้วยเสียง

Approve with votes

ไม่เห็นด้วยเสียง

Disapprove with votes

งดออกเสียงเสียง

Abstain with votes

บุคคลที่ได้รับการเสนอชื่อ

นายชัยวุฒิ จ้านงสุทศเสถียร

Name of nominated director

Mr. Chaiwut Jumnongsutasathien

เห็นด้วยเสียง

Approve with votes

ไม่เห็นด้วยเสียง

Disapprove with votes

งดออกเสียงเสียง

Abstain with votes

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2567

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

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วยเสียง

Approve with votes

ไม่เห็นด้วยเสียง

Disapprove with votes

งดออกเสียงเสียง

Abstain with votes

- วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

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

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วยเสียง
Approve with votes
- ไม่เห็นด้วยเสียง
Disapprove with votes
- งดออกเสียงเสียง
Abstain with votes

- วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. ของบริษัท เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

Agenda Item 8 To consider and approve the amendment of the Company's objectives and amendments of clause 3 of the Memorandum of Association to be in the line with the amendments of the Company's objectives

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

- วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
- Agenda Item 9 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:
- เห็นด้วยเสียง
Approve with votes
- ไม่เห็นด้วย.....เสียง
Disapprove with votes
- งดออกเสียงเสียง
Abstain with votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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. 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
As regards to agenda to appoint directors, the Meeting may consider appointing the entire board or any director(s).
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2567 ของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

The 2024 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Monday, April 22, 2024, 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:

เห็นด้วยเสียง

Approve with votes

ไม่เห็นด้วยเสียง

Disapprove with votes

งดออกเสียงเสียง

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:

- เห็นด้วยเสียง
 Approve with votes
- ไม่เห็นด้วยเสียง
 Disapprove with votes
- งดออกเสียงเสียง
 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:

- เห็นด้วยเสียง
 Approve with votes
- ไม่เห็นด้วยเสียง
 Disapprove with votes
- งดออกเสียงเสียง
 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:

- เห็นด้วยเสียง
 Approve with votes
- ไม่เห็นด้วยเสียง
 Disapprove with votes
- งดออกเสียงเสียง
 Abstain with votes

วาระที่ เรื่อง

Agenda Item Re:

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

วาระที่ เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

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

ชื่อกรรมการ

Name of director

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

ชื่อกรรมการ

Name of director

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

ชื่อกรรมการ.....

Name of director.....

- เห็นด้วยเสียง
Approve with votes
- ไม่เห็นด้วย.....เสียง
Disapprove with votes
- งดออกเสียงเสียง
Abstain with votes

ชื่อกรรมการ.....

Name of director.....

- เห็นด้วยเสียง
Approve with votes
- ไม่เห็นด้วย.....เสียง
Disapprove with votes
- งดออกเสียงเสียง
Abstain with votes

ชื่อกรรมการ.....

Name of director.....

- เห็นด้วยเสียง
Approve with votes
- ไม่เห็นด้วย.....เสียง
Disapprove with votes
- งดออกเสียงเสียง
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 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.

2. Assoc. Prof. Dr. Pannipa Rodwanna

Position Independent Director, Chairman of Audit Committee
Age 70 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 Jumngsutathien

Position Independent Director, Audit Committee
Age 46 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.

4. Mr. Anajak Limphaisan

Position Independent Director, Audit Committee
Age 39 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.

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 2567

I would like to participate the E-AGM for Annual General Meeting 2024

เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ.....(โปรดระบุ)

(Self-Attending) Mobile Number Please fil in the blank.

มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to attend the meeting.

เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ.....(โปรดระบุ เพื่อใช้ในการเข้าระบบ)

Proxy's Mobile Number Please fil in the blank.

(3) ข้อมูลในการจัดส่ง URL เพื่อเข้าประชุมและวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 5 วิธีการเข้าร่วมประชุม ภายในวันที่ 10 เมษายน 2567

Please submit the required document per an attachment 5 by 10 April 2024

(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.

CHPATER 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 2024 Annual General Meeting of Shareholders
of NSL Foods Public Company Limited
on Monday, April 22, 2024 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 17, 2024.

- E-mail: 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 purposes set out in Clause 2, and to establish, exercise or defend 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

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