

Minutes of Annual General Meeting of Shareholders for the Year 2021

NR Instant Produce Public Company Limited

Thursday 22 April 2021 at 14.00 hrs.

only through electronic meeting (E-AGM)

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Date and Time

The 2021 Annual General Meeting of Shareholders (the “Meeting”) of NR Instant Produce Public Company Limited (the “Company”) was convened on Thursday 22 April 2021 at 14.00 hrs. only through electronic meeting (E-AGM), in accordance with criteria specified in the related laws and regulations on electronic meeting.

The meeting commenced at 14.00 hrs.

Prior to the Meeting, Miss Boontharika Boonkhum, the Company Secretary acting as the facilitator (the “Facilitator”) of the meeting informed the updated and basic information about the Company as follows:

Registered capital	1,421,040,400	Baht
Paid-up capital	1,355,780,300	Baht
divided into	1,421,040,400	ordinary shares
Par value of	1.00	Baht

The Company set the record date for the Meeting to determine the list of shareholders entitled to attend the Meeting on 29 March 2021 in accordance with Section 225 of the Securities and Exchange Act B.E. 2535.

Directors in attendance totaling 8 out of 8 directors, representing 100 percent of the Company’s directors

1. Mrs. Kesara Manchusree Independent Director / Chairman of the Board of Directors / Chairman of Corporate Governance and Sustainability Committee
2. Mr. Yeo Kok Tong Independent Director / Chairman of the Audit Committee / Member Of the Nomination and Remuneration Committee
3. Mr. Udomkarn Udomsap Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Member of the Investment Committee
4. Mr. Dhas Udomdhammabhakdi Independent Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Member of Corporate Governance and Sustainability Committee

5. Mr. Tai Chuan Lin Director / Chairman of the Investment Committee
6. Mr. Dan Pathomvanich Director / Member of the Risk Management Committee / Member of Corporate Governance and Sustainability Committee / Member of the Investment Committee / Chief Executive Officer
7. Miss. Penhurai Chaichatchaval Director / Member of the Risk Management Committee / Member of the Investment Committee / Chief Financial and Investment Officer
8. Mr. Teerapong Lorratchawee Director / Member of the Risk Management Committee / Member of Corporate Governance and Sustainability Committee / Chief Operating Officer

Auditors from EY Office Limited

1. Miss Sineenart Jirachaikhuanphan
2. Miss Yuwaman Pissawong

Legal Advisors from Hunton Andrews Kurth (Thailand) Limited

1. Miss Yaowarote Klinboon
2. Miss Phatamol Phisitbuntoon
3. Miss Pasinee Jiravitawat
4. Mr. Patcharapol Wantamanee

Legal Advisors from KTBLAW Company Limited

1. Miss Choladda Busabong

Financial Advisor from Asset Pro Management Company Limited

1. Mr. Seksan Thanopajai
2. Miss. Nuttiya Phatharakitchanurak
3. Miss. Pornpan Sawangnet

Financial Advisor from RHB Securities (Thailand) Public Company Limited

1. Mr. Khomklit Meekumsat
2. Miss. Piyanart Kaewprasertsilp
3. Miss. Tipparat Kittiskulnam

The Meeting was informed that at 14.00 hrs. there were 234 shareholders attending the meeting in person and by proxy, representing a total of 973,613,267 shares from the total of 1,355,780,300 paid-up shares, accounted to 71.8120 percent, thereby constituting a quorum according to the Company's Article of Association.



Mrs. Kesara Manchusree, Chairman of the Board of Directors, presided as the Chairman of the Meeting (the “Chairman”)

The Chairman welcomed the shareholders and the proxies attending the Meeting and declared the Meeting duly convened, then assigned the Facilitator to conduct the Meeting.

The Facilitator informed the Meeting that the Company cancelled the physical meeting and convene the Meeting through only electronic meeting (E-AGM) in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 in order to cooperate with the guideline of the Securities and Exchange Commission to prevent and reduce the chance for spreading of COVID-19. The Company already disclosed the change together with the measures and procedures to attend the Meeting through electronic meeting (E-AGM) to the shareholders via the Stock Exchange of Thailand (“SET”) electronic channel and on the website of the Company.

To ensure that the Meeting was convened smoothly, the Meeting procedures, voting criteria and details of each agenda were expounded to the shareholders as follow:

1. Shareholder or proxy can cast his/her vote as per his/her shares and 1 share shall have 1 vote and voting shall be made either Approval, Disapproval or Abstention. Shareholder or proxy who would like to cast Disapproval or Abstention shall be done through AGM e-Voting system.

Shareholders who did not cast the voting shall be deemed as casting approval votes. In tabulating the votes, votes of disapproval or abstention would then be deducted from the total number of votes of the shareholders who attended the Meeting and casted their votes. The remaining numbers would be treated as votes for the approval of that agenda item.

Allocation of vote is not allowed except for custodian using proxy form C.

For proxies using proxy form B, in which the shareholders had specified the intention, shall vote in accordance with the specified intention which are Approval, Disapproval or Abstention. The proxy shall be considered as voided in the following cases:

- More than one voting decision was marked or the voting indicated conflicting intent (except for the case of custodian)
 - Erasure or cross-out on any voting marks without signature or initial
 - The number of votes specified in the proxy exceeded the voter's entitlement
2. In order for the Meeting to be conducted in short, concise and not-long manners, the shareholders or proxies were requested to raise questions or opinions relevant to each agenda being considered. Questions and

opinions that were irrelevant to the agenda being considered should be raised during the agenda of other matters which was the last agenda.

The shareholders who would like to raise questions or express opinions shall press the Raise Hand button and be prepared to turn on the camera and microphone when the officer allow the shareholder to ask the question. Once the shareholders were on live stream, please specifying their first name, surname and whether they were a shareholder or a proxy to ensure the minutes of the Meeting would be fully recorded with accuracy. If the shareholders would like to ask more questions, please repeat the above steps. The Company shall organize the queue in order to offer the opportunities to other shareholders to raise the questions or opinions.

If there were additional questions or were a lot of questions that could not be fielded in due course, the Company would provide answers to such questions through the email given to the Company. In order to promote the good corporate governance, the Company shall record video and audio throughout the meeting agenda. Shareholders who would like to watch the meeting records, shall send the request to ir@nrinstant.com

3. The votes of the shareholders or proxies leaving the Meeting early shall be treated as approval votes in the AGM e-Voting system. Alternatively, the shareholders or proxies might cast their votes for the remaining agendas in advance on the e-Voting system.
4. The voting result of each agenda would be announced after the Chairman requested the Meeting to vote. The voting base would be calculated from the aggregate number of votes of shareholders present and entitled to vote, proxies who vote in the same manner as the shareholders attending the meeting in person and proxies who cast their votes as the intention of shareholders in advance.
5. In case of an equality of votes, the Chairman of the meeting should cast his or her vote for final resolution.

Criteria for Approval in each agenda

Agenda 1,3,4,5,10,12 and 13 were the general matter which shall be approved by a majority vote of shareholders presented at the Meeting and cast their votes.

Agenda 8,9,11 and 15 shall be approved by a vote of no less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting votes.

Agenda 14 shall be approved by a vote of no less than two-thirds (2/3) of the total number of votes of shareholders present at the meeting.

In addition, during 13 November 2020 to 13 January 2021, the Company has offered the opportunity for the shareholders to propose matters they deemed important and appropriate to be included in the Meeting agenda as follow:

1. Agenda item for consideration
2. Nomination of persons whose qualifications were appropriate and met the criteria prescribed by the Company to be elected as directors
3. Questions in advance

However, no shareholders proposed any agenda item, questions nor had they nominated any person in accordance with the prescribed criteria.

To promote transparency and good corporate governance, the Facilitator invited Mr. Patcharapol Wantamane, the legal advisor, to witness the vote counting process.

Then, the Chairman directed the Meeting to consider the agendas in the respective order as follows.

Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholder in Year 2020

The Chairman informed to the Meeting that the minutes of the Annual General Meeting of Shareholder in Year 2020, the details as per attachment 1 of the Meeting's notice, were correctly and completely recorded. The Board of Directors then deemed appropriate for the shareholders' meeting to adopt the minutes of the 2020 Annual General Meeting of Shareholder, held on Friday 20 March 2020.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda shall be approved by a majority vote of shareholders present at the Meeting and cast their votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with majority of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	964,474,767	votes,	equivalent to	100.0000%
Disapproved	0	vote,	equivalent to	0.0000%
Voided	0	vote,	equivalent to	0.0000%
Abstained	9,193,300	vote,	not constituted as vote	

Remarks: There were additional shareholders and/or proxies holding a total of 54,800 shares/votes present at the Meeting.

Agenda 2 To acknowledge the Company's operating result for the year 2020

The Chairman addressed that this agenda was a matter for acknowledgement the Company's operating result for the year 2020, the details as shown in the Form 56-1 One Report which was circulate to the shareholders in the form of QR code. The Board of Directors deemed appropriate to propose the Meeting to acknowledge the operational results and significant events for the year 2020. Then, the Chairman requested Mr. Dan Pathomvanich, Chief Executive Officer, ("Chief Executive Officer") to present the Company's operational results for the year 2020 as follows.

The Chief Executive Officer reported to the Meeting that the Company encountered several challenges and crises in the year 2020 especially the Covid-19 pandemic which remarkably positively affected all product categories by the new demand or new normal lifestyle. During the period, the Company improved the internal operation process, educated and developed employees' competencies as well as increase production capacity in order to prepare and react to the situation steadily.

One of the strategies that the Company adhered was the sustainability. Top priorities of the Company were the organizational development, social development and the formation for food and global warming crisis in the future. In 2020, the Company created the project to educate farmers and SME involving in the Company's supply chain, provided the access to food source especially protein base to be in line with nutritious requirement as well as the waste management and carbon reduction.

The Company's main 3 product categories were

1. Ethnic Food: The main products included seasoning, recipe mix, ready to eat, and terpenes related products.
2. Plant-based Food: The products were mainly related to alternative protein products
3. Functional Product: Functional and specialty purposed products including healthy food products including hemp related products.

Presently, the Company started to enter E-commerce business in order to prepare for the disruption in the future.

Significant events in 2020 can be summarized as follows:

1. Achieved strong revenue growth of 26.7 percent comparing to last year
2. Expanded presence on Plant-based value chain
3. Entered E-commerce business which the first project was the JV partner with Boosted E-commerce Inc. in the United States. The JV partner targeted to acquire the products on renown

E-commerce platform such as Amazon.com which the first product being acquired was Prime Labs. The Company planned to acquire 5 – 7 products in 2021.

4. Portfolio business updates

- The manufacturing facility of Plant and Bean in United Kingdom started commencement.
- The Meatless Farm Co. successfully raise fund of USD 31 million (More than 2.5x valuation)
- Big Idea Venture did the first exit.

5. Strategic partnerships and JV with leading companies

Miss. Penhurai Chaichatchaval, Chief Financial and Investment Officer, (“**Chief Financial and Investment Officer**”) summarized the 2020 key financial highlights as follows:

- Operating revenue was Baht 1,408 million, an increase of 26.7 percent from last year from the consolidation of City Food Company Limited which the Company acquired since November 2020.
- The revenue of the Company owned brands was Baht 363 million, an increase of 20.2 percent from last year as a result of higher owned brand products.
- Gross profit margin was 30.8 percent, increased 1.4 percent comparing to last year.
- Normalized earnings before Interest, Tax, Depreciation and Amortization (Normalized EBITDA) were Baht 338 million, an increase of 52.9 percent from the prior year
- Normalized net profit was Baht 252 million, an increase of 37.7 percent from last year due to the adjustment of amortization of customer relationships, acquisition loan interests and font-end fees which was the extraordinary items and IPO related expenses.

Revenue breakdown by product category

	Product category	Proportion (Percent)
1	Ethnic Food	89
2	Plant-based Food	8
3	Functional Product	3

Revenue breakdown by region

	Region	Proportion (Percent)
1	America	35
2	Europe	31
3	Asia	13
4	Oceania and Africa	7
5	Thailand	14

Statement of Financial Position as of 31 December 2021

- Total assets increased by 29.4 percent from consolidation of City Food Company Limited which the Company acquired in November 2020.
- Total liabilities decreased by 44.9 percent from long term loan repayment.
- Total shareholder's equity increased due mainly to the capital raised during IPO.

Key financial ratios as of 31 December 2020

Financial Ratios	2018	2019	2020
Current ratio (Time)	0.3	0.9	2.1
Quick Ratio (Time)	0.2	0.8	1.6
Days Sales of Inventory (Days)	44	41	47
Return on Asset (Percent)	4.0	3.0	5.9
Return on Equity (Percent)	10.0	5.5	7.6
Debt to Equity Ratio (Time)	1.5	1.2	0.2

The Chief Executive Officer summarize the 2020 operation result with Triple P as follows:

- People** Number of social media followers and social impact content
- Plant** Carbon reduction of approximately 64 ton and carbon offset of approximately 4,500 ton
- Performance** Operating Revenue increased 26.7 percent YoY, EBITDA increased 58.6 percent YoY and normalized net profit increased 37.7percent YoY

For 2021, key strategies to build a foundation that will grow the Company regional and globally in the future include:

1. Organization development including human resource development.
2. Plant-based food business expansion through the following principles
 - Sourcing for the quality and unique raw material
 - Implementing advanced technology
 - Having the facilities in major region globally. Currently, the Company has the facility in the United Kingdom and plans to establish the manufacture facilities in China, Thailand, and the United States
 - Created and enhanced brand awareness of the plant-based products which was approximately 30 – 40 SKUs at present.
 - Developed customers' experience in relation to plant-based products through experience center.

3. E-commerce business expansion, starting from Prime Labs product which sell on Amazon.com. Currently, the Company's owned brands such as Por Kwan began to appear on the E-commerce platform and well accepted. The Company also intended to distribute those products throughout Asia and global via the platform that the Company owned.
4. Conducting the business sustainably under environmental and social responsibilities. The Company invested in social enterprise organization, namely Root the Future Limited where the global warming prevention projects, carbon reduction activities and plant-base products of the Company have been promoted and supported.

In addition, the Chairman further informed the Meeting that the Company seriously adhered to all forms of anti-corruption. Therefore, the Company submitted the Declaration of Intent to Thailand's Private Sector Collective Action against Corruption (CAC) on 1 March 2021 and received the acceptance from CAC on 13 April 2021.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda was a matter for acknowledgement, thus did not require voting.

Resolution

The Meeting acknowledged the Company's operational results for the year 2020.

Agenda 3 To consider and approve the financial statements for the year ended 31 December 2020

The Chairman assigned Chief Financial and Investment Officer to report the details of this agenda.

Chief Financial and Investment Officer presented to the Meeting that this agenda was to consider the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended 31 December 2020 which was already circulated to the shareholders as shown in the 56-1 One Report in the form of QR code. Summary of important information from the consolidated financial statements which were audited by the certified auditor of the Company and was endorsed by the Audit Committee and the Board of Directors were as follow:

Consolidated Statement of Financial Position

	31 December	31 December	Changes	
	2020	2019	Million Baht	%
Total assets	3,358	2,596	763	29%
Total liabilities	784	1,423	(639)	(45%)
Total shareholders' equity	2,574	1,173	1,402	120%

Consolidated Statement of Comprehensive Income

Unit : Million Baht	2020	2019	Changes	
			Million Baht	%
Sales	1,408	1,111	297	27
Total revenue	1,444	1,119	325	29
Profit (loss) for the year	124	41	84	205
Earnings (loss) per share (Baht)	0.11	0.04	0.07	178

The Chairman informed the opinion of the Board of Directors that the Board of Directors deemed appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the financial statement of for the year ended 31 December 2020 and auditor's report which have been audited by Ms. Sineenart Jirachaikhuan Khan, the certified public accountant No. 6287 of EY Office Limited and endorsed by the Audit Committee and the Board of Directors.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda shall be approved by a majority vote of shareholders present at the Meeting and cast their votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with majority of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	973,668,067	votes,	equivalent to	100.0000%
Disapproved	0	vote,	equivalent to	0.0000%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	not constituted as vote	

Remarks : There were no additional shareholders and/or proxies present at the Meeting.

Agenda 4 To consider and approve the allocation of the net profit as legal reserve and the dividend payment from the company's operation result for the year ended 31 December 2020

The Chairman assigned Chief Financial and Investment Officer to report the details of this agenda.

Chief Financial and Investment Officer reported to the Meeting that in accordance with Article 45 of Company's Articles of Association, dividends shall be paid out of profits. In addition, following the Section 116 of the Public Limited Company Act and Article 48 of Company's Articles of Association,

and the Company shall allocate not less than 5 percent of its annual net profit less the accumulated loss brought forward (if any) to a reserve fund until this fund attains an amount of at least 10 percent of the registered capital. The Board of Directors may propose to the shareholders to reserve any necessity as deem appropriate. The dividend policy of the Company is at least 30 percent of net income after legal and other corporate reserves. The allocation of the net profit as legal reserve and the dividend payment dividend payment are proposed as follow:

- The allocation of the net profit from the operation in 2020 as legal reserve as required by law in the amount of Baht 7.30 million which is equal to 5% (five percent) of the net profit of the year 2020. After the allocation of the legal reserve the total legal reserve of the Company will be Baht 30.40 million.
- The payment of dividend of the Company's shareholders in an aggregate amount of not exceeding Baht 60,256,902.23 or at the rate of Baht 0.044444 per share or equivalent to 43.68 percent of the net profit after deducting legal reserves on the Company's stand-alone financial statement which is in line with the Company's dividend policy. The dividend will be distributed as follows:
 - The payment of stock dividends at the ratio of every 25 existing shares for 1 stock dividend or at the rate of Baht 0.04 per share by issuing the Company's newly issued ordinary shares up to 54,231,212 shares. Any indivisible shares remaining from the allocation will be received cash dividend at the rate of Baht 0.04 per indivisible share, in lieu of the stock dividends; and
 - The payment of cash dividends at the rate of Baht 0.004444 per share or in the total amount of not exceeding Baht 6,025,690.23.

The stock dividends and cash dividends shall be subject to withholding tax at the rate prescribed by law and the Company will withhold the whole amount of the withholding tax in respect thereof from the cash dividends. In this regard, the date for determining the names of shareholders who shall be entitled to such dividend payment (Record Date) will be fixed on 30 April 2021. The dividend will be payable on 21 May 2021.

The Chairman informed the opinion of the Board of Directors that The Board of Directors deemed appropriate to propose to the Meeting to consider and approve the allocation of the net profit as legal reserve and the dividend payment from the performance of the year 2020 in form of stock and cash dividends as the above details which was in accordance with the Company's dividend policy.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further

informed that this agenda shall be approved by a majority vote of shareholders present at the Meeting and cast their votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with majority of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	925,862,667	votes,	equivalent to	100.0000%
Disapproved	0	vote,	equivalent to	0.0000%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	not constituted as vote	

Remarks : There were no additional shareholders and/or proxies present at the Meeting.

- Agenda 5** To consider and approve the issuance and offering of warrants to purchase ordinary shares of NR Instant Produce Public Company Limited No.1 (NRF-W1) of not exceeding 67,789,015 units to existing shareholders.

The Chairman assigned Chief Financial and Investment Officer to report the details of this agenda.

Chief Financial and Investment Officer informed to the Meeting that since the Company's business plan for continually expansion, the Company requires additional source of fund to support the plan. Therefore, the Company consider to issuance and offering of the NRF-W1 Warrants for supporting future investment and being the Company's working capital as well as increase the Company's capital base. Therefore, it deemed appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider of the issuance and allotment of not exceeding 67,789,015 units of the warrants to purchase newly issued ordinary shares of NR Instant Produce Public Company Limited No.1 ("NRF-W1 Warrant") to the Company's existing shareholders pro rata to their shareholding, at the allocation ratio of 20 existing ordinary shares per 1 unit of NRF-W1 Warrants (any fraction of warrants will be discarded), at no cost. Exercise ratio is 1 unit of warrant to purchase 1 capital increase ordinary share.

In this regard, the date for determining the names of shareholders who shall be entitled to the NRF-W1 warrants will be fixed on 30 April 2021 (Record date) and the date of allocation of NRF-W1 warrants will be on 27 May 2021.

In addition, the Board of Directors or the person authorized by the Board of Directors or Chief Executive Officer has the power to consider and determine other details which are necessary in connection with the issuance and offering of the NRF-W1 Warrants, including but not limited to (1)

determine the conditions and other details which are deemed necessary and appropriate in connection with the issuance and offering of the NRF-W1 Warrants as far as permitted by law (2) negotiate, finalize and execute any contract or document in connection with or relating to the issuance and offering of NRF-W1 Warrants (3) execute the relevant applications and documents that are required for and relating to the issuance of NRF-W1 warrants including contacting and submitting an application for permission documents and evidences necessary and relevant to the relevant government agency and listing of the NRF-W1 Warrants and the ordinary shares issued as a result of the exercise of NRF-W1 Warrants on the Stock Exchange of Thailand and to perform any other acts necessary for the issuance and offering of the NRF-W1 warrants.

The Chairman informed the opinion of the Board of Directors that the Board of Directors deemed appropriate to propose to the Meeting to consider and approve the issuance and allotment of not exceeding 67,789,015 units of the warrants to purchase newly issued ordinary shares No.1 (“NRF-W1 Warrant”) to the existing shareholders pro rata to their shareholding, at the allocation ratio of 20 existing ordinary shares per 1 unit of NRF-W1 Warrants (any fraction of warrants will be discarded), at no cost. Exercise ratio is 1 unit of warrant to purchase 1 capital increase ordinary share at the exercising price equaling Baht 10.00 per share, together with delegation the power to the Board of Directors or the person authorized by the Board of Directors to perform any other acts necessary for the issuance and offering of the NRF-W1 warrants.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda shall be approved by a majority vote of shareholders present at the Meeting and cast their votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with majority of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	973,668,067	votes,	equivalent to	100.0000%
Disapproved	0	vote,	equivalent to	0.0000%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	not constituted as vote	

Remarks: There were no additional shareholders and/or proxies present at the Meeting.

Agenda 6 To consider and approve the issuance and offering of warrants for purchase of ordinary shares of NR Instant Produce Public Company Limited No.2 (NRF-W2) of not exceeding 6,000,000 units to the Private Placement (Please see the Chairman's explanation in Agenda 7)

Agenda 7 To consider and approve the issuance and offering of warrants for purchase of ordinary shares of NR Instant Produce Public Company Limited No.1 (NRF-ESOP W1) of not exceeding 3,500,000 units to Employees of the Company and/or its Subsidiaries

The Chairman informed the Meeting that the Company disclosed to the Stock Exchange of Thailand (SET) on 19 April 2021 regarding the cancellation of the agenda 6 and 7 to allow the Company to thoroughly review the arrangement and further proceed properly for the highest benefit of the shareholders. The Company would disclose any advancement to the Shareholders through the SET channel accordingly. In addition, the cancellation of agenda 6 and 7 resulted to the changes of agenda 9 and 10 regarding the number of registered capital increase and the allocation which the Company already disclosed the amendment through the SET channel on 19 April 2021.

Agenda 8 To consider and approve the decrease of the registered capital of Baht 65,260,100 from the registered capital of Baht 1,421,040,000 to Baht 1,355,780,300 by way of reducing 65,260,100 unissued ordinary shares at the par value of Baht 1.00 and amendment to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of registered capital

The Chairman assigned the Facilitator to report the details of this agenda.

The facilitator informed the Meeting that according to Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) provided that a public limited company may increase its registered capital by issuing new shares and all of the shares must have been issued and sold, and the Company must have received payment for the shares in full, except for shares issued to accommodate the exercise of convertible debentures or warrants to purchase ordinary shares.

From the aforementioned reasons, the Meeting was proposed to consider and approve the reduction of the Company's registered capital from the original capital Baht 1,421,040,000, amounting to Baht 1,355,780,300 by eliminating 65,260,100 unissued ordinary shares of the Company at the par value of Baht 1.00 and proposed to the Meeting for consideration and approval of the amendment of the memorandum of association clause 4. to comply with the reduction of the Company's registered capital as follows:

Article 4.	Registered capital of	1,355,780,300	Baht
	Consist of	1,355,780,300	shares
	At par value	1.00	Baht
	Can be Separated into		

Ordinary shares	1,355,780,300	shares
Preferred shares	-	shares

The Chairman informed the opinion of the Board of Directors that the Board of Directors deemed appropriate to propose to the Meeting to consider and approve the reduction of the Company's registered capital and the amendment of the memorandum of association clause 4 to comply with the reduction of the registered capital.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda shall be approved by a vote of no less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with a vote of no less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	973,668,067	votes,	equivalent to	100.0000%
Disapproved	0	vote,	equivalent to	0.0000%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	equivalent to	0.0000%

Remarks: There were no additional shareholders and/or proxies present at the Meeting.

- Agenda 9** To consider and approve the increase of the Company's registered capital in an amount of Baht 122,020,227 from the registered capital of Baht 1,355,780,300 to Baht 1,477,800,527 by the issuance of 122,020,227 newly issued ordinary shares with a par value of Baht 1.00 per share and amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of registered capital

The Chairman assigned Chief Financial and Investment Officer to report the details of this agenda.

Chief Financial and Investment Officer informed to the Meeting that following the cancellation of agendas 6 and 7 including the issuance of ordinary shares to support investment (Share swap) in Golden Triangle Health Company Limited ("GTH") which was under reconstruction of shareholder's structure and re-arrange the detail of the project, the amount of the increase of the Company's registered capital had to be changed as already disclosed to the SET which can be summarized as follows:

The Meeting was proposed to consider and approve the increase of the Company's registered capital 122,020,227 Baht from the original registered capital 1,355,780,300 Baht in the amount of 1,477,800,527 Baht by issuing the newly issued ordinary shares of 122,020,227 shares at par value of 1.00 Baht per share (1) to support the common stock dividend payment of not exceeding 54,231,212 shares with a par of Baht 1.00 per share, (2) to support the exercise under the NRF-W1 Warrants of not exceeding 67,789,015 shares to the existing shareholders together with the amendment of the Memorandum of Association to be consistent with the capital increase as follows:

Article 4.	Registered capital amount	1,477,800,527	Baht
	Consist of	1,477,800,527	shares
	At par value	1.00	Baht
	Can be Separated into		
	Ordinary shares	1,477,800,527	shares
	Preferred shares	-	shares

The Chairman informed the opinion of the Board of Directors that the Board of Directors deemed appropriate to propose to the Meeting to consider and approve the increase of registered capital and the amendment of the memorandum of association clause 4 to comply with the increase of the registered capital.

The Chairman invited the shareholders to ask questions and/or raise their opinions.

Question Miss Supeeranut Kaveevat, a shareholder inquired whether the GTH investment would have any change and if so, what is it?

Answer The Chief Executive Officer explained that the Company continued to invest in GTH as originally planned. However, since GTH would like to restructure their shareholding structure before entering the transaction with the Company, the Company then had to postpone the transaction. The Company planned to convene the Extraordinary general meeting to consider and approve the transaction thereafter.

The Chairman thanked for the question and added that the investment in GTH continues as plan. However, due to the reshuffle of GTH's shareholding structure, the Company was unable to submit the transaction for consideration and approval in this Meeting. The Company would convene the Extraordinary general meeting and propose the transaction to consider and approve afterward.

When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda shall be approved by a vote of no less than three-

fourths (3/4) of total number of votes of shareholders attending the meeting and casting votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with a vote of no less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	951,788,667	votes,	equivalent to	97.7528%
Disapproved	21,880,400	votes,	equivalent to	2.2472%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	equivalent to	0.0000%

Remarks: There were additional shareholders and/or proxies holding a total of 1,000 shares/votes present at the Meeting.

- Agenda 10** To consider and approve the allocation of not exceeding 122,020,227 newly issued ordinary for accommodating the stock dividends not exceeding 54,231,212 shares and the exercise of warrants for purchase the newly issued ordinary shares No. 1 (NRF-W1) not exceeding 67,789,015 shares
The Chairman assigned Chief Financial and Investment Officer to report the details of this agenda.

Chief Financial and Investment Officer informed to the Meeting that according to agenda 9 regarding the increase of the Company's registered capital in an amount of Baht 122,020,227. Therefore, the Meeting was proposed to consider and approve the allocation of capital increase shares not exceeding 122,020,227 shares as follows:

- 1) The allocation of not exceeding 54,231,212 newly issued ordinary shares to the existing shareholders of the Company for payment of stock dividends at the rate of 25 existing shares per 1 dividend stock.
- 2) The allocation of not exceeding 67,789,015 newly issued ordinary shares to accommodate the exercise of NRF-W1 Warrants which will be issued to the Company's existing shareholders proportionate to their shareholding in accordance with shareholding ratio with no cost at the allocation ratio of 20 existing ordinary shares per 1 unit of NRF-W1 Warrants at no cost. The exercise ratio of the NRF-W1 Warrants is 1 unit of NRF-W1 Warrants per 1 newly issued ordinary shares at the exercise price of Baht 10.00 per newly issued ordinary shares.

In this regard, the Board of directors or any person delegated by the Board of directors or Chief Executive Officer shall be empowered to consider and determine other details with regard to the capital increase and the issuance and allotment of the newly issued ordinary shares, provided that it shall not be in conflict with the notifications and regulations of the Office of Securities and Exchange

Commission, including, but not limited to (1) entering into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; (2) execution of applications for permission and waiver, and necessary evidence in connection with the issuance and allotment of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, and the listing of the newly issued ordinary shares on the Stock Exchange of Thailand and (3) being empowered to take any other action which is required and appropriate for the issue and offer of such newly issued ordinary shares.

The Chairman informed the opinion of the Board of Directors that the Board of Directors deemed appropriate to propose to the Meeting to consider and approve the allocation of capital increase shares not exceeding 122,020,227 shares for accommodating the stock dividends and the exercise of warrants for purchase the newly issued ordinary shares (NRF-W1).

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda shall be approved by a majority vote of shareholders present at the Meeting and cast their votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with majority of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	957,399,767	votes,	equivalent to	98.3291%
Disapproved	16,269,300	votes,	equivalent to	1.6709%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	not constituted as vote	

Remarks: There were no additional shareholders and/or proxies present at the Meeting

- Agenda 11** To consider and approve the issuance and offering of the bonds in an outstanding aggregate amount of not exceeding Baht 2 billion (or in other currency in an equivalent amount) (on a revolving basis) at any time

The Chairman assigned Chief Financial and Investment Officer to report the details of this agenda.

Chief Financial and Investment Officer reported to the Meeting that In order to accommodate the investments, business expansions and business operations of the Company, to enhance the liquidity and debt-service capacity of the Company, the Meeting was proposed to consider and approve the

issuance and offering of bonds in an outstanding aggregate amount of not exceeding Baht 2 billion with details as follows:

Objective	To use proceeds from the issuance and offering of the bonds for operation and/or expansion of the business and/or working capital of the Company or other purposes as the Board of Director deems fit
Type of Debentures	Any types of bonds that is suitable to the market conditions, which may include (without limitation) bearer bonds, registered bonds, secured bonds or unsecured bonds and subordinated or unsubordinated bonds (excluding convertible bonds) as will be approved and/or permitted by the relevant regulator
Currency	Thai Baht (and/or in other equivalent currency whereby the exchange rate will be determined at the time of the issuance as the Company considers appropriate)
Value of Debentures:	An outstanding aggregate amount of bonds will not exceed Baht 2 billion (or in other currency in an equivalent amount) (on a revolving basis). For the avoidance of doubt, the Company is entitled to issue, from time to time, the additional bonds to refinance or redeem any bonds provided that the outstanding principal amount of all of the bonds to be issued by the Company shall not at any time exceed Baht 2 billion (or in other currency in an equivalent amount).
Interest Rate	Depends on the market conditions and, in any case, in compliance with laws and regulations prescribed by the Securities and Exchange Commission, the Office of Securities and Exchange Commission or any applicable laws and regulations prescribed by the relevant authorities
Offering	(1) Bonds can be, from time to time, offered in one or more series in an aggregate amount of up to the approved size, on a program or revolving basis (2) Bonds can be offered in one or more series on a basis of public offering and/or private placement and/or offered to domestic and/or foreign investors and/or financial institution and/or high net worth investors, in each case, in compliance with the notifications of Securities Exchange Committee and/or Capital market committee or other notification, ministerial regulations, rules and other related regulations which is effective on the date of issuance and offering of the bonds.
Early Redemption	The bonds may or may not be able to redeem prior to their maturity date, depending on the terms and conditions of each offering of the bonds.
Authorization	Without prejudice to the power given to authorized directors in accordance with the affidavit of the Company, the Board of Directors of the Company and/or other

	<p>persons authorized by the Board of Directors are authorized to determines details of the issuance of the bonds, which includes (without limitation to) (1) determine the features and the terms and conditions of the bonds and other and any other transaction documents relating to or in connection with the issuance and offering of the bonds which includes, without limitation, the size, the type of offering, the tenor, the repayment term, the interest rate and the subscription period, in each case, in respect of each issuance; (2) appoint one or more parties relating to the issuance and offering of the bonds, including those who will act as the bondholders' representative, the registrar and the underwriter (in each case, if any); (3) negotiate, finalize and execute the relevant applications and documents that are required for and relating to the issuance of the bonds including contacting and filing with the governmental or other competent authorities; (4) take any other necessary action which are required and appropriate for this issuance and (5) delegate authority to other person as deems appropriate.</p>
Other conditions	Depending on the market conditions at the time of issuance and offering of the bonds

The Chairman informed the opinion of the Board of Directors that the Board of Directors deemed appropriate to propose to the Meeting to consider and approve the issuance and offering of bonds in an outstanding aggregate amount of not exceeding Baht 2 billion to support operation and/or expansion of the business and/or working capital of the Company and the delegation of authority to the Board of Directors and/or the other persons authorized by the Board of Directors of the Company to determine further details in relation to the issuance and offering of debentures as per the above details, and undertake any acts for the utmost benefit of the Company and the shareholders.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda shall be approved by a vote of no less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with a vote of no less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	973,669,067	votes,	equivalent to	100.0000%
Disapproved	0	vote,	equivalent to	0.0000%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	equivalent to	0.0000%

Remarks: There were no additional shareholders and/or proxies present at the Meeting.

Agenda 12 To consider and approved the appointment of the Company's auditors and audit fee for the year 2021

The Chairman informed the Meeting that According to Section 120 of the Public Limited Company Act B.E. 2535 (and its amendment) and Article 58 of Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint an auditor and determine the audit fee for the auditor. In addition, the Notification of the Capital Market Supervisory Board stipulates that the Company shall provide the rotation of auditors if the original auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for 7 accounting years, whether it is consecutive or not. New auditor under the same audit firm of the original auditor can be appointed after 5 consecutive accounting years of the absence from the Company. The current auditor of the Company is Ms. Sineenart Jirachaikhuan Khan, CPA No. 6287 from EY Office Limited who review and give opinion on the Company's financial statement for 1 year which still in accordance with the Notification of the SEC Office.

In this regard, Mr. Yeo Kok Tong, Chairman of the Audit Committee, assigned Mr. Dhas Udomdhammabhakdi, Member of the Audit Committee, to report the opinion of the Audit Committee on this agenda as follows:

The Audit Committee considered and selected auditors for the year 2021 by evaluating the quantity of work, service standard of the office, skill, knowledge, capability, experience in auditing, independence of auditors and team, and appropriateness of audit fee. As a result, the Audit Committee deemed appropriate to propose the shareholders to approve the appointment of auditors from EY Office Limited be the auditor of the Company for the year 2021. The list of auditors and audit fee were as follows.

1. Appointment of the Company's auditor for the year 2021

- Ms. Sineenart Jirachaikhuan Khan CPA No. 6287 or
- Mr. Termphong Opanaphan CPA No. 4501 or
- Mr. Khitsada Lerdwana CPA No. 4958 or
- Ms. Manee Rattanabunnakit CPA No. 5313

The above auditors were authorized to review and give opinion on the Company's financial statement. In the event that the aforementioned auditors are unable to perform their duties, EY Office Limited shall designate any of its auditors to be the auditor of the Company.

2. Endorse to fix the annual audit fee for the year 2021 to be Baht 3,770,000.00 excluding VAT, reasonable, necessary, and actual out of packet expenses such as travelling expenses which was the normal cause of business. Audit fee comparison was as below:

	2021	2020
NR Instant Produce Public Company Limited	2,500,000.00	2,400,000.00
Nove Foods Limited	400,000.00	390,000.00
City Food Company Limited	700,000.00	180,000.00
NRF Consumer Limited (Formerly "Sabzu")	100,000.00	100,000.00
Root the Future Limited	70,000.00	N/A
Total	3,770,000.00	3,070,000.00

The Chairman informed the opinion of the Board of Directors that The Board of Directors agreed with the proposal of the Audit Committee to propose the Meeting to consider and appoint auditors from EY Office Limited as mentioned details to be the auditor for the year 2021 and determine the audit fee in the total amount of Baht 3,770,000.00 excluding VAT and reasonable, necessary, and actual out of pocket expenses, for instance, transportation fee, expenses for photocopying documents, etc. which was the normal cause of business.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda shall be approved by a majority vote of shareholders present at the Meeting and cast their votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with majority of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	972,021,967	votes,	equivalent to	99.8308%
Disapproved	1,647,100	votes,	equivalent to	0.1692%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	not constituted as vote	

Remarks: There were no additional shareholders and/or proxies present at the Meeting.

Agenda 13 To consider and approve the appointment of directors to replace the directors who will retire by rotation.

The Chairman informed the Meeting that According to Section 71 of the Public Limited Company Act B.E. 2535 (and its amendment) and Article 18 of Company's Articles of Association, at every annual general meeting of shareholders, one-third of directors shall retire from the office. If the number of directors is not multiple of three, the number nearest to one-third shall retire from the office. Director retiring from the office in the first and second year after registration of the Company shall be selected by drawing lots. In subsequent years, the directors who has held office longest shall retire. However, the directors retiring from office by rotation may be re-elected. At this Meeting, there were 3 directors who retired by rotation whose names were as follows.

	Name	Position
1	Mr. Udomkarn Udomsap	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Member of the Investment Committee
2	Mr. Teerapong Lorratchawee	Director / Member of the Risk Management Committee / Member of Corporate Governance and Sustainability Committee
3	Miss. Penhurai Chaichatchaval	Director / Member of the Risk Management Committee / Member of the Investment Committee

In this respect, the Company offered an opportunity to shareholders to nominate any qualified candidates to be elected as directors of the Company from 13 November 2020 to 13 January 2021. However, there was no shareholder nominating any candidates to be elected as directors of the Company.

The Nomination and Remuneration Committee, excluding directors having interests, considered the qualifications, competencies, knowledge, capability, and experience beneficial to Company's business operations and deemed appropriate to endorse to the Board of Directors to propose the Meeting to consider and approve the appointment of directors who are retired by rotation to resume their office as the directors for another term.

The Board of Directors, excluding directors having interests, deemed appropriate to propose the Meeting to consider and appoint 3 directors retiring from office by rotation being Mr. Udomkarn Udomsap, Mr. Teerapong Lorratchawee and Miss. Penhurai Chaichatchaval to resume the office for another term as recommended by the Nomination and Remuneration Committee as such individuals are knowledgeable, capable, experienced, past performance, devotion and responsibilities during their

service terms as well as the qualification as required by law which will benefit business operations of the Company. For independent director, the Board of Directors has considered and opined that the independent director could express opinions independently in accordance with related rules.

This agenda shall be approved by majority of total number of votes of shareholders attending the meeting and casting votes. The voting will be on individual basis.

The Chairman invited the shareholders to ask questions and/or raise their opinions. The Facilitator further informed that this agenda 13 shall be approved by a majority vote of shareholders present at the Meeting and cast their votes. In order to conform with the good corporate governance principles, the retired directors were requested to temporarily leave the Meeting.

The directors who had retired by rotation abandoned the Meeting.

The Facilitator presented the profiles of the 3 directors. When it appeared that there were no questions or comments from any shareholders, Then, the shareholders were requested to cast their votes on individual basis. The voting results was as follows:

Resolution

The Meeting resolved to re-appoint directors who are due to retire from office by rotation to resume the office for another term by a majority vote of shareholders presented at the Meeting and cast their votes for each individual candidate as follows:

1. Mr. Udomkarn Udomsap to be Independent Director

Approved	961,968,362	votes,	equivalent to	98.7982%
Disapproved	11,701,405	votes,	equivalent to	1.2018%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	not constituted as vote	

2. Mr. Teerapong Lorratchawee to be Director

Approved	961,968,362	votes,	equivalent to	98.7982%
Disapproved	11,701,405	votes,	equivalent to	1.2018%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	not constituted as vote	

3. Miss. Penhurai Chaichatchaval to be Director

Approved	961,968,362	votes,	equivalent to	98.7982%
Disapproved	11,701,405	votes,	equivalent to	1.2018%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	not constituted as vote	

Remarks: There were additional shareholders and/or proxies holding a total of 700 shares/votes present at the Meeting.

The 3 directors returned to the Meeting.

Agenda 14 To consider and approve the director's remuneration for the year 2021

The Chairman assigned the Facilitator to report the details of this agenda.

The Facilitator informed the Meeting that according to Section 90 of the Public Limited Company Act, directors are entitled to receive remuneration which shall be in accordance with resolutions of meetings of shareholders.

The Company established the director's remuneration guideline where the competitiveness of remuneration among listed companies in the same industry, performance statements, business size and directors' accountability were considered in order to attract qualified director to support the business's target of the Company and represented the transparency procedure to create confidence for shareholders.

In this regard, the Nomination and Remuneration Committee considered the directors' remuneration by considering the Company's operating results, the size of the business, and the responsibilities of the Board of Directors in comparison with other companies listed on the Stock Exchange of Thailand with a similar market capitalization and other listed companies within the same industry as stated in the Director Compensation survey by Thai Institute of Directors. The Meeting was proposed to determine the director's remuneration for the year 2021 at the amount not exceeding Baht 8,860,000 as follows:

- Budget for directors' remuneration and bonus is not exceed the amount of Baht 8,860,000
- Remuneration for director meeting is the same as 2020 rates as the below table;

Remuneration of the Board of Directors	Remuneration per month (Baht)
<u>Board of Directors</u>	
- Chairman of the Board	200,000 Baht / month
- Director	30,000 Baht / month
- Executive Director	None

Remuneration of the Board of Directors	Remuneration per month (Baht)
<u>Audit Committee</u>	
- Chairman	100,000 Baht / month
- Director	30,000 Baht / month
<u>Nomination and Remuneration Committee</u>	
- Chairman	30,000 Baht / month
- Director	20,000 Baht / month
- Executive Director	None
<u>Investment Committee</u>	
- Chairman	30,000 Baht / month
- Director	20,000 Baht / month
- Executive Director	None
<u>Corporate Governance and Sustainability Committee</u>	
- Chairman	30,000 Baht / month
- Director	20,000 Baht / month
- Executive Director	None
<u>Risk Management Committee</u>	
- Chairman	30,000 Baht / month
- Director	20,000 Baht / month
- Executive Director	None

Moreover, since the newly appointed sub-committees, namely, Investment Committee and Corporate Governance and Sustainability Committee started their duty since the late 2020 and Risk Management Committee which had been performing their duty without the remuneration, thus the Meeting was proposed to consider the above remuneration and to be effective from 1 January 2021 onwards.

The Chairman stated the opinion of the Board of Directors that the Board of Directors considered the recommendation of the Nomination and Remuneration Committee, which has carefully considered the matter by taking into account the various factors such as the scope of responsibilities, knowledge, capability, experience, performance and the current practices of listed companies in the same industry, and deems it appropriate to propose to the Meeting to consider and determine the directors' remuneration, consisting of monthly remuneration and bonus without any other benefits at the amount not exceeding Baht 8,860,000 and to be effective from 1 January 2021 onwards.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further

informed that this agenda shall be approved with a vote of no less than two-thirds (2/3) of the total number of votes of shareholders present at the meeting. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with a vote of no less than two-thirds (2/3) of the total number of votes of shareholders present at the meeting as follow:

Approved	965,833,967	votes,	equivalent to	99.1952%
Disapproved	7,835,800	votes,	equivalent to	0.8048%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	equivalent to	0.0000%

Remarks: There were no additional shareholders and/or proxies present at the Meeting.

Agenda 15 To consider and approve the amendment to Clause 3. (Objectives) of the Company's Memorandum of Association under section 31 of Public Company Limited Act B.E.2535 (1992)

The Chairman assigned the Facilitator to report the details of this agenda.

The Facilitator informed the Meeting that to be in accordance with the current business operation and the business expansion plan in the future. The 2021 the 2021 Annual General Meeting of Shareholders is proposed to consider and approve the amendment to Clause 3. (Objectives) of the Company's Memorandum under section 31 of Public Company Limited Act B.E.2535 (1992) by adding new 7 objective, a total of 51 objectives, as detail below

- Clause 45 To engage in the business of direct marketing
- Clause 46 To engage in the business of accepting payment for products and services
- Clause 47 To engage in the business of electronic commerce and internet transactions, E-commerce, and all types of other electronic transactions within the country and abroad
- Clause 48 To operate the business of import, export, manufacture, purchase, supply, exchange, lease, hire purchase, hire purchase or distribution, transfer consumer products, including supplies, equipment and machinery associated with consumer products of all types
- Clause 49 To operate the business of import, export, business of sourcing distribution, plant, extracts research and development of medicinal plant species of all kinds
- Clause 50 To operate the factory extracts and contract extraction of extracts from all parts of all kinds of medicinal plants, including supply, distribution, research, development and analysis services for the quantity of related substances In the

operating room To support or used in the business of trade, import, export, purchase, sale, exchange of goods, services and medical supplies as specified in the objective

Clause 51 To operate the entrepreneurship, manufacture, study, research and develop products for consumer use and consume all types of ingredients that contain all kinds of herbs Including food products, beverages, consumer products and all types of medical supplies to support government agencies, state enterprises, as well as private companies, etc., or use in the business of import, export, purchase, sell, exchange of goods and services as specified in the objectives.

The Chairman stated the opinion of the Board of Directors that the Board of Directors deemed appropriate to propose the Meeting to consider and approve the amendment to Clause 3. (Objectives) of the Company's Memorandum to be in accordance with the current business operation by adding new 7 objectives as aforementioned details.

The Chairman invited the shareholders to ask questions and/or raise their opinions. When it appeared that there were no questions or comments from any shareholders and/or proxies, the Facilitator further informed that this agenda shall be approved by a vote of no less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting votes. Then, the shareholders were requested to cast their votes. The voting results was as follows.

Resolution

The Meeting resolved to approve with a vote of no less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting votes as follows:

Approved	973,669,767	votes,	equivalent to	100.0000%
Disapproved	0	vote,	equivalent to	0.0000%
Voided	0	vote,	equivalent to	0.0000%
Abstained	0	vote,	equivalent to	0.0000%

Remarks: There were no additional shareholders and/or proxies present at the Meeting.

Agenda 16 Consider other matters (if any)

The Chairman informed that this agenda was open for the shareholders who would like to propose any matters in addition to those specified in the agenda which shall be in accordance with the rules and conditions.

The Facilitator stated that according to Section 105 of the Public Limited Company Act B.E. 2535 (and its amendment), when the General Meeting of Shareholders completely considered the agendas

specified in the notice of Meeting, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the General Meeting of Shareholders to consider other matters in addition to those specified in the notice of Meeting.

The Facilitator offered the opportunity for the shareholders to propose the other matter than those specified in the meeting notice. When it appeared that there was no other business were proposed by the shareholders, the Facilitator invited questions and opinions on general issues from the shareholders.

Question Mr. Sanphet Boonlue, a shareholder, inquired whether the situation of container shortage would affect the revenue in the first and second quarter

Answer Mr. Teerapong Lorrachawee, Chief Operating Officer (“Chief Operating Officer”), explained that the container shortage has been continued since the fourth quarter of 2020 and caused some delayed shipments which eventually affected the revenue recognition. The container shortage problem was likely to prolong and affected some of the shipment in the second quarter of 2021. Nevertheless, since almost all of the Company’s purchase orders were custom made and having the firm commitment, the Company assured that the shipment will resume as regular once the situation easing up and this would not impact the 2021 total revenue.

Question Miss Supeeranut Kaveevat, a shareholder, inquired regarding the investment in GTH

Answer The Chief Executive Officer clarified that the Company will invest in 49 percent of GTH by doing share swap transaction through Super Plant Company Limited (“Super Plant”) which is the 100 percent owned subsidiary of the Company. In which, Super Plant was established with the objective to be holding company and invest in the business specifically relating to hemp products. However, since GTH was in the process of reorganization their shareholder’s structure, the Company needed to postpone the share swap transaction and will convene the Extraordinary general meeting thereafter.

Additionally, the operation of GTH continued as plan, for instance, importing hemp seed for owned cultivation, the cooperation with Khon Kaen University, creating franchise business or Hemp House which will commence its first branch in May at the EmQuartier Department store as well as the partnering with Loxley to be distributor of terpenes related products. The Company was confident that the Company could continuously pursue the operation as business plan.

The Chairman additionally stated that the cooperation with GTH was remained as the original plan. Nonetheless, there were some arrangements that needed to be clarified and completely fulfilled, after that the Company shall convene the Extraordinary general meeting for shareholders to approve the transaction.

Question Mrs. Naruemol Boonprasithkul, a shareholder, inquired what would be the Company's growth in the next 3 – 5 years and what would be the products focus.

Answer The Chief Executive Officer explained that the revenue's long-term target as stated during IPO would be Baht 3,000 million by the year 2024 and the proportion of revenue in 3 main product categories which were Ethnic Food Plant-based Food are Functional Products was approximately one-third each as the purpose of diversification. Furthermore, the Company would drive the Plant-based Food to be the product champion within 5 years. Any significant update shall be disclosed to shareholders hereafter.

The Chairman added that the Company intended to perform the operation following the statement during IPO and determined to do better than disclosed.

Question Mr. Piyapong Prasartthong, a shareholder, inquired whether the Company has done the research and development of products related to hemp, cannabis or kratom as the government had plan to withdraw kratom from drug and treated as traditional medicine together with allowed hemp and cannabis to use in medical and agricultural sector.

Answer The Chief Executive Officer answered that in the United states, Kratom business was relatively large. The main exporters were Malaysia and Indonesia. As for Thailand, kratom was in the process to be withdrawn from drug list to be herbal medicine. The Company also realized the opportunity and started to discuss with potential partners to develop the products for export.

Regarding hemp, the Company discussed with partner to research and develop the products related to hemp and CBD.

Moreover, the Company interested in terpenes and done the study in terpenes business as terpenes directly linked to hemp and CBD related products.

Question Mr. Piyapong Prasartthong, a shareholder, inquired how Covid-19 pandemic since 2020 affected the Company's operation.

Answer The Chief Operating Officer explained that the Covid-19 pandemic positively affected the Company in term of the increase of purchase orders. Additionally, the Company took

efforts to control production cost and improve operational process to higher standard and safety. The Company put the priority to control and handle with the pandemic situation by establishing the measures for employees, communicating with external stakeholders e.g., customers, suppliers, and related persons. The Company also implemented working from home protocols, regularly cleaned and disinfected in the manufactures, changed and modified some appliances for safety standard couple with applying the application to monitor the employees' timeline. Moreover, the Company closely monitored the situation in order to quickly react with the rapid changed situation. The Company relatively confidence that the impact would be minimal.

Question Miss Supeeranut Kaveevat, a shareholder, inquired whether the Company planned to invest in any startup this year.

Answer The Chief Executive Officer explained that according to the investment policy of the Company, the Company would not directly invest in the startup as the Company was not the investment company. However, the Company might invest in the fund, for instance, Unovis fund, which was the large and renowned alternative protein fund, investing in startups with relevant technologies in the alternative protein space. The investment in this fund granted access to knowledge, advanced technologies and innovation in the food sector by working with the fund' portfolio companies, the essentially engaged in the operation for the best benefit.

Question Miss Supeeranut Kaveevat, a shareholder, inquired how the sales of Prime Labs product was and was there any chance to sell Prime Labs in Thailand

Answer The Chief Executive Officer clarified that Prime Labs product was ranking No. 1 in the Testosterone Supplement category on Amazon.com. Even though, the sales in the first quarter of 2021 might slightly lower when compared to last year as a result of the change in management level and the revision in marketing strategy. In the second quarter of 2021, Prime Labs will launch new product called "Prime Labs Pro", targeting specifically for the professional customers. Therefore, the sales of Prime Labs in 2021 was expected to achieve the target.

Regarding the import and distribution in Thailand, the product has been applying for registration with the Food and Drug Administration (FDA). The distribution throughout Asian was also projected.

Question Mr. Wuttipong Nimnualpong, a shareholder, asked about the value of global plant-based food market and what would be the Company's market share target in the long term.

Answer The Chief Executive Officer explained that overall global plant-based food market (all product category) was approximately USD 7,000 – 8,000 million, increased by 30 – 40 percent from last year and tend to continuously grow. Currently, the Company developed various products in plant-based food category, not only plant-based meat, for almost 30 SKUs. The Company implemented 5 factors which would bring the success including the unique raw material, advanced technology, proper manufactures, brand awareness, and customers' experience (Experience store) . The Company expected to increase the market share substantially in the next 3 – 4 years.

The Chairman stated that plant-based food industry apparently continued to grow in various product categories. The Company determined to conduct the business with thorough. In case of significant event, the Company shall update the shareholders thereafter.

When there was no further question and opinion, the Facilitator invited the Chairman to adjourn the Meeting.

The Chairman expressed her gratitude and appreciation for the Shareholders' valuable time for attending the Annual General Meeting of Shareholders for the year 2021 and informed that in regard to the questions and/or opinion which may arise, the shareholders were invited to send those questions and/or opinion directly to the Company. Hence, the Chairman declared the Meeting adjourned.

The Meeting was adjourned at 16.41 hrs.

Signed -- Kesara Manchusree -- The Chairman of the Meeting
(Mrs. Kesara Manchusree)

Signed -- Boontharika Boonkhum -- Company Secretary and
(Miss. Boontharika Boonkhum) Minutes Taker