



**Invitation to the Annual General Meeting of
Shareholders for the year 2024**

NR Instant Produce Public Company Limited

24 April 2024, 14.00 hrs

**at Arnoma 2-3, Arnoma Grand Hotel
and via electronic meeting (E-AGM)**

Registration starts at 12.00 hrs



26 March 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2024

To: Shareholders of NR Instant Produce Public Company Limited

Attachment:

1. 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) in the form of QR Code
2. Capital Increase Report Form (F53-4)
3. Profiles and work experience of the auditors
4. Profiles of the nominated candidates to be elected as directors to replace the directors retiring by rotation
5. Profile of the person nominated for the new director
6. Company's Articles of Association in relation to the Shareholders' Meeting
7. Profiles of the Independent Directors proposed by the Company to act as Proxy of Shareholders and the definition of the Independent Directors
8. Clarifications on Registration, Casting, Counting and Announcing Votes for the 2024 Annual General Meeting of Shareholders
9. Proxy Forms (Form A, Form B, and Form C)
10. Guideline for attending 2024 Annual General Meeting of Shareholders through electronic meeting (E-AGM)
11. Registration form for attending 2024 Annual General Meeting of Shareholders through electronic meeting (E-AGM)
12. Form for submitting question in advance
13. Map of the meeting venue
14. Privacy Notice for the 2024 Annual General Meeting of Shareholders

Pursuant to the resolution adopted by the Board of Directors of NR Instant Produce Public Company Limited (the "Company") No. 4/2024 on 29 February 2024 to hold the 2024 Annual General Meeting of Shareholders ("AGM" or "the Meeting") on **Wednesday 24 April 2024 at 14:00 hrs. at Arnoma 2-3, Arnoma Grand Hotel, 99 Ratchadamri Rd, Lumpini, Pathum Wan, Bangkok 10330 and via electronic meeting (E-AGM)** in accordance with the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and other related laws and regulations, and the date to determine the names of shareholders who are entitled to attend the Meeting (Record Date) to be on 18 March 2024.

The Company would like to inform that the minutes of the 2023 Annual General Meeting of Shareholders was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the meeting date and has been uploaded on the Company's website since 8 May 2023 for the shareholders for reviewing and none of the shareholders requested for amending the minutes. Furthermore, in order to set the 2024 AGM agendas, the Company had announced on its website to invite agenda proposal from the shareholders in advance from 1 October 2023 to 31 December 2023. After the said period, there was no agenda proposed to the Company.

The Company, therefore, would like to announce the agendas proposed by the Board of Directors together with opinions of the Board of Directors as follows:

Agenda 1 To acknowledge the Company's operating result for the year 2023

Objectives and Rationale

The Company summarized the operational results and significant events in 2023 which were shown in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report Section 1 No.1) (details as appeared in Attachment 1) for the Meeting to acknowledge.

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose the 2024 Annual General Meeting of Shareholder to acknowledge the operational results and significant events for the year 2023 which has summarized upon 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report Section 1 No.1).

Votes Required

As this agenda is for acknowledgement, no voting shall be required.

Agenda 2 To consider and approve the financial statements for the year ended 31 December 2023

Objectives and Rationale

According to Section 112 of the Public Limited Company Act B.E. 2535 (and its amendment) ("the Public Limited Company Act") and Article 41 of the Company's Articles of Association, shareholders are required to consider and approve the Company's financial statements for the year ended 31 December 2023 as audited by the certified public accountant (details appeared in Attachment 1).

Audit Committee's opinion

The Audit Committee reviewed the Company's financial statements for the year ended 31 December 2023 as duly audited and certified by the certified public accountant and opined that the financial statements present fairly, in material respects, in accordance with Thai Financial Reporting Standards (TFRSs).

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the financial statement for the year ended 31 December 2023 which were duly audited and certified by Ms. Sineenart Jirachaikhuan Khan, the certified public accountant No. 6287 of EY Office Limited, who expressed an unqualified opinion with an emphasis of matters on the aforementioned financial statements and endorsed by the Audit Committee and the Board of Directors.

A summary of the Company's consolidated operating results and financial position are as follows:

(Unit: Million Baht)

Consolidated Financial Statements	31 December 2022	31 December 2023
Total assets	5,965.45	6,523.44
Total liabilities	2,966.94	3,594.01
Total shareholders' equity	2,998.51	2,929.43
Total revenues	2,619.68	3,078.68
Earning before Tax	321.05	(8.21)
Profit attributable to equity holders of the Company	267.59	(54.33)
Earnings per share – profit attributable to equity holders of the Company (Baht per share)	0.20	(0.04)

Details are shown in the financial statements as contained in the 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report Section 3) submitted to the shareholders in the form of QR Code together with this Notice in Attachment 1.

Votes Required

This agenda shall be approved by majority of total number of votes of shareholders attending the Meeting and casting votes.

Agenda 3 To consider and approve the omission of allocation of profit as statutory reserve and the omission of dividend payment for the year 2023

Objectives and Rationale

According to Section 115 and 116 of the Public Limited Company Act B.E. 2535 (and its amendment) and Article 45, 48 and 50 of Company's Articles of Association, dividends shall be paid out of profits, and if the Company continues to have accumulated loss, no dividends shall be distributed. The Board of Directors may occasionally approve the interim dividend payment to shareholders when the Company has enough profits to do so. Once such dividend is paid, it shall be reported to the shareholders at the next Meeting of Shareholders. In this regard, the payment of dividend shall be approved by the shareholders 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 Company and its subsidiaries has a policy to pay dividends to shareholders at a rate of no less than 30% of net profit after deduction of legal reserves and other reserves (if any). However, such dividend payment is subject to change, depending on the operating results, financial position, liquidity, the need for working capital for operations, investment plans and future business expansion, market conditions, suitability and other factors related to operations, and the management of the company and subsidiary under the condition that the Company and its subsidiaries must have enough cash to run the business and such actions must be of the greatest benefit to the shareholders as the Board of Directors and/or shareholders of the Company and its subsidiaries deemed appropriate. The resolution of the Board of Directors and subsidiary is

that the approval to pay dividends must be presented for approval at the shareholders' meeting, except for the payment of interim dividends. The Board of Directors has the authority to approve the payment of interim dividends, which will be reported at the next general shareholders meeting.

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the omission of allocation of profit as statutory reserve and the omission of dividend payment for the year 2023 due to loss from operation.

Comparison of dividend payment for the year 2022 and 2023:

(Unit: Million Baht)

Dividend payment detail	2022	2023 (Proposing year)
Cash Dividend	42.52	-
Net profit from separate financial statement	116.92	(233.02)
Payout ratio (as a percentage) -from Net profit of separate financial statement after deducting legal and other reserves	38.31	-

Votes Required

This agenda shall be approved by majority of total number of votes of shareholders attending the Meeting and casting votes.

Agenda 4 To consider and approve a decrease of a registered capital of the Company from Baht 1,485,443,157 to Baht 1,417,657,291 by reducing 67,785,866 shares with a par value of 1.00 Baht per share and approve the amendment to Clause 4 of the Memorandum of Association
Objectives and Rationale

According to Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) provides 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 shareholders' meeting is proposed to consider and approve the reduction of the Company's registered capital from the original capital Baht 1,485,443,157, amounting to Baht 1,417,657,291 by eliminating 67,785,866 unissued ordinary shares of the Company at the par value of Baht 1.00 and proposing to the general meeting of shareholders 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	1,417,657,291	Baht
	Consist of	1,417,657,291	shares
	At par value	1.00	Baht
	Can be Separated into		
	Ordinary shares	1,417,657,291	shares
	Preferred shares	-	shares

The Board of Directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or Chief Executive Officer, shall be authorized to have the powers to registering the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce and have the power to amend and add wording in order to comply with the Registrar's instruction.

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders 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.

Votes Required

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.

Agenda 5 To consider and approve an increase of a registered capital of the Company's under the general mandate from Baht 1,417,657,291 to Baht 1,559,423,020 by issuing 141,765,729 new ordinary shares with a par value of 1.00 Baht per share and approve the amendment to Clause 4 of the Memorandum of Association

Objectives and Rationale

The Company wishes to increase of the Company's registered capital 141,765,729 Baht from the original registered capital 1,417,657,291 Baht in the amount of 1,559,423,020 Baht by issuing the newly issued ordinary shares of 141,765,729 shares at par value of 1.00 Baht per share under the general mandate (1) for investment in other businesses and/or companies, including but not limited to investments in ordinary shares or assets, etc., (2) to be used for future expansion of the Company in related businesses or to support the Company's existing business and (3) to enhance liquidity flexibility of the Company. Thus, the proposal to the shareholders' meeting for consideration and approval of the amendment of the Memorandum of Association to be consistent with the capital increase as follows

Article 4.	Registered capital amount	1,559,423,020	Baht
	Consist of	1,559,423,020	shares

At par value	1.00	Baht
Can be Separated into		
Ordinary shares	1,559,423,020	shares
Preferred shares	-	shares

The Board of Directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or Chief Executive Officer, shall be authorized to have the powers to registering the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce and have the power to amend and add wording in order to comply with the Registrar's instruction.

It is appropriate to propose to the Meeting to consider and approve to allocate the newly issued ordinary shares to offer to the specific persons by way of a private placement under the general mandate shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 21/ 2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 The newly issued ordinary shares can be issued and offering in entirety or in portions and offering at once or occasionally from time to time. The allocation of the newly issued ordinary shares to the specific persons by way of the private placement shall not be offered at a low price according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended),

In this regards, the Board of Directors shall be authorized to have the powers to consider on determination, and/or amend, and/or change any condition and details of any matters related to this matter under the relevant regulations. The authorization shall include without limitation to the followings:

- 1) To consider on the allocation and offer the newly issued ordinary shares at once or occasionally from time to time including proceed with any necessary matters and related to offering the newly issued ordinary shares e.g. set the record date, objective of the issuance and offering of such ordinary shares, specify offering price, subscription period, ratio for allotment, allotment method and the payment process, searching of investors in private placement etc. including change of subscription period, payment and receive payment of such newly issued ordinary shares, determine any conditions and details regarding allocation of newly issued ordinary shares which include without limitation to considering on determination of ratio of purchase for offering the newly issued ordinary shares to the existing shareholders, specify offering price, subscription period, the purchase, the payment process,

allotment method and determine any conditions and details which related to the allocation of the newly issued ordinary shares as deemed appropriate.

- 2) To sign applications, notice, instrument or other documents in relation with the capital increase and the allocation of the Company's newly issued ordinary shares, including certifying relevant documents, communicate, file and/or accept documents with any competent authorities and/or agencies and to list the new common shares on the Stock Exchange of Thailand.
- 3) To carry out any other necessary actions relating to and/or associating with the capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations.

In addition, the aforesaid allocation under the general mandate must be completed by the next date of the Annual General Meeting of Shareholders or within 30 April 2025, whichever date is earlier. The details of the capital increase and the allocation of the newly issued ordinary shares of the Company under the general mandate appear in the Capital Increase Report Form (F53-4), Attachment 2.

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the increase of registered capital under the general mandate and the amendment of the memorandum of association clause 4 to comply with the increase of the registered capital with this Notice in Attachment 2.

Votes Required

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.

Agenda 6 To consider and approve the appointment of the Company's auditors and audit fee for the year 2024

Objectives and Rationale

According to Section 120 and 121 of the Public Limited Company Act B.E. 2535 (and its amendment) and Article 38 of Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint an auditor and determine the audit fee for the auditor, and the former auditors may be re-appointed. The auditors must not be the Company's directors, officers, employees, or persons holding any positions in the Company.

In addition, the Notification of the Securities Exchange Commission No. 161/2561, revising the auditor's rotation criteria to be in line with international standards to promote independence and create confidence for investors to use financial reports to make investment decision, the Listed

Opinion of the Board of Directors

The Board of Directors agreed with the proposal of the Audit Committee to propose 2024 Annual General Meeting of Shareholders to consider and appoint auditors from EY Office Limited to be the auditor for the year 2024 and determine the audit fee in the total amount of Baht 3,795,000 excluding VAT, non-audit fee and actual out of pocket expenses such as travelling expenses which is the normal cause of business. The Board of Directors would ensure to submit the financial statement in time as required with this Notice in Attachment 3.

Votes Required

This agenda shall be approved by majority of total number of votes of shareholders attending the Meeting and casting votes.

Agenda 7 To consider and elect directors to replace the directors who will retire by rotation.

Objectives and Rationale

According to Section 71 of the Public Limited Company Act B.E. 2535 (and its amendment) and Article 19 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. However, the directors retiring from office by rotation may be re-elected. At this 2024 Annual General Meeting of Shareholders, there are 3 directors who will be retired by rotation whose names are as follows;

	Name	Position
1	Mr. Udomkarn Udomsab	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Member of the Investment Committee
2	Mr. Dan Pathomvanich	Executive Director / Member of the Risk Management Committee / Member of the Investment Committee/ Member of Corporate Governance and Sustainability Committee / Chairman of Executive Committee/ / Chief Executive Officer
3	Mr. Teerapong Lorratchawee	Director / Member of the Risk Management Committee / Member of Corporate Governance and Sustainability Committee

To be in accordance with good corporate governance and to encourage the participation of shareholders for directors' nomination, the Company offered an opportunity to shareholders to nominate any qualified candidates to be elected as directors of the Company from 1 October 2023 to 31 December 2023. Details were published on the website of the Company and news

disclosure channel of the Stock Exchange of Thailand. After the said period, there was no director candidate nominated by shareholders.

The Nomination and Remuneration Committee considered the knowledge, competencies, work experience, having a broad vision, including morality, ethics, positive attitude towards the organization as well as being able to devote sufficient time to the Company's business. Those directors were considered the independency in order to perform the duties and give opinion independently in accordance with relevant guidelines with transparent processes to ensure shareholders' confidence.

The Nomination and Remuneration Committee, exclusive of those with vested interests in this matter, deemed appropriate to endorse to the Board of Directors to propose the Annual General Meeting of Shareholders to consider and approve the appointment of directors who are retired by rotation to resume their office as the directors for another term.

Opinion of the Board of Directors

The Board of Directors, exclusive of those with vested interests in this matter, considered with due care the qualifications and appropriateness as proposed by the Nomination and Remuneration Committee, conforming to the Company's criteria and procedure for director nomination. Upon the due care, the Board of Directors opine that the directors and the independent directors as nominated are knowledgeable, capable, experienced including having ethnics, broad vision and positive attitude to perform the duties with their full capacity as well as are qualified which will benefit business operations of the Company. Further, they could express opinions independently in accordance with related rules. In such regard, the Board of Directors resolved the same as the opinion of the Nomination and Remuneration Committee by proposing to the 2024 Annual General Meeting of Shareholders to consider and appoint Mr. Udomkarn Udomsab, Mr. Dan Pathomvanich and Mr. Teerapong Lorratchawee whom are retired by rotation to be resumed the office for another term

For the independent director, the Board of Directors believes that she meets the independent director criteria and can freely express her opinions.

In this regard, the profiles of the three aforementioned directors as well as the information of ordinary share holding within the Company, the information of director position or the execution director position of the listed company and/or other companies and/ or other corporations are detail as shown in Attachment 4.

Votes Required

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 candidates will be appointed individually, pursuant to criteria and procedures described in Clause 19 of the Company's Articles of Association.

Agenda 8 To consider the appointment of the new director.

Objectives and Rationale

To enhance diversity of the structure of the Board of Directors and to accommodate the increase of workload, it is necessary to have an expert with knowledge and competent to oversee and direct the management of the Company for the utmost benefit of the Company.

Opinion of the Board of Directors

The Board of Directors has carefully considered qualifications and suitability as proposed by the Nomination and Remuneration Committee. The Board of Directors deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and appoint a new director by nominating Mr. Chew Hai Chiene Hester Arthur, who is knowledgeable, capable, qualified and do not have any prohibited characteristics according to the Public Limited Company Act becoming a new director of the Company in order to diversify the structure of the Board of Directors and to accommodate the increase of workload resulting in the number of directors increased from 9 to 10 directors.

In this regard, the profiles of the aforementioned director as well as the information of ordinary share holding within the Company, the information of director position or the execution director position of the listed company and/or other companies and/or other corporations are detail as shown in Attachment 5.

Votes Required

This agenda shall be approved by majority of total number of votes of shareholders attending the Meeting and casting votes.

Agenda 9 To consider and approve the director's remuneration for the year 2024

Objectives and Rationale

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.

Pursuant to the director's remuneration guideline of the Company, the Company shall consider the appropriateness upon the obligation and responsibility as appointed to the directors and to be able to compare with other listed company in the Stock Exchange of Thailand in the same industry, with the similar business size of which the directors' remuneration is sufficient to render the incentive to the directors for performing sufficiently for the business aim by conducting in transparent way in order for the shareholders' reliability.

In this regard, the Nomination and Remuneration Committee has considered the directors' remuneration for the year 2024 by taking into account the Company's policy in relation to fixing of the directors' remuneration of which compared by using the average rate of such remuneration considering among other companies listed on the Stock Exchange of Thailand within the same industry as stated in the Director Compensation survey by Thai Institute of Directors. The

shareholders' meeting is proposed to determine the director's remuneration for the year 2024 at the amount not exceeding Baht 10,000,000 (Included a candidate new director's remuneration) as follows:

Director's remuneration	2023	2024
<u>Board of Directors</u>		
- Chairman of the Board	200,000 Baht / month	200,000 Baht / month
- Director	30,000 Baht / month	30,000 Baht / month
- Executive Director	None	None
<u>Audit Committee</u>		
- Chairman	100,000 Baht / month	100,000 Baht / month
- Director	30,000 Baht / month	30,000 Baht / month
<u>Nomination and Remuneration Committee</u>		
- Chairman	30,000 Baht / month	30,000 Baht / month
- Director	20,000 Baht / month	20,000 Baht / month
- Executive Director	None	None
<u>Investment Committee</u>		
- Chairman	30,000 Baht / month	30,000 Baht / month
- Director	20,000 Baht / month	20,000 Baht / month
- Executive Director	None	None
<u>Corporate Governance and Sustainability Committee</u>		
- Chairman	30,000 Baht / month	30,000 Baht / month
- Director	20,000 Baht / month	20,000 Baht / month
- Executive Director	None	None
<u>Risk Management Committee</u>		
- Chairman	30,000 Baht / month	30,000 Baht / month
- Director	20,000 Baht / month	20,000 Baht / month
- Executive Director	None	None
Other Remuneration	None	None

Note: 1. Actual remuneration of the Board of Directors in 2023 was Baht 8,571,667

2. Executive Director shall not receive the monthly remuneration

Opinion of the Board of Directors

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 role and responsibility, knowledge, capabilities, experience and the current performance as well as the preference of the Company to drive business growth comparing to other companies in the same industry. The Board of Directors considered the remuneration of the Board of Directors according to the policies, criteria, and the process of proposing remuneration, and

resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and determine the directors' remuneration of the year 2024 for supporting the performance of the directors for the sake of increasing the Company's value sustainably, by proposing the yearly directors' remuneration at the amount not exceeding Baht 10,000,000 (Ten million Baht).

Votes Required

This agenda shall be approved by the shareholders' meeting with a vote of no less than two-thirds (2/3) of the total number of votes of shareholders present at the Meeting.

Agenda 10 To consider and approve the amendment of the Articles of Association of the Company in accordance with the amendment to the Public Limited Companies Act, No. 4 B.E. 2565 (2022)

Objectives and Rationale

The Company proposed to modify the Articles of Association of the Company in accordance with the amendment to the Public Limited Companies Act, No. 4 B.E. 2565 (2022).

Articles of Association (Existing)	Articles of Association (Amendment)
<p>No.33 An annual general meeting of shareholders shall be held within four (4) months after the end of the accounting year of the Company.</p> <p>Any other shareholders' meeting shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate.</p> <p>One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extra-ordinary meeting of shareholders at any time but they shall clearly specify 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.</p> <p>If the Board of directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who</p>	<p>No.33 An annual general meeting of shareholders shall be held within four (4) months after the end of the accounting year of the Company.</p> <p>Any other shareholders' meeting shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate <u>and can be conducted through any electronics mean.</u></p> <p>One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extra-ordinary meeting of shareholders at any time but they shall clearly specify 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.</p> <p>If the Board of directors does not hold the meeting within the period of time specified in</p>

<p>subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph two ends. In this case, the meeting in deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expense incurred therefrom and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum of the meeting called by the shareholders under paragraph three cannot be constituted as specified in Article 35, the shareholders under paragraph four shall compensate the Company the expenses incurred from such meeting.</p>	<p>paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph two ends. In this case, the meeting in deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expense incurred therefrom and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum of the meeting called by the shareholders under paragraph three cannot be constituted as specified in Article 35, the shareholders under paragraph four shall compensate the Company the expenses incurred from such meeting.</p>
<p>No. 34 In calling a shareholder meeting, the Board of Directors shall prepare a written notice of the meeting. The notice shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in reasonable details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the related opinions of the Board of Directors. The said notice shall be delivered to the shareholders and the Registrar under the public limited companies' law for their information at least seven (7) days prior to the date of the meeting. The notice of the meeting shall be also published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.</p>	<p>No. 34 In calling a shareholder meeting, the Board of Directors shall prepare a written notice of the meeting. The notice shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in reasonable details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the related opinions of the Board of Directors. The said notice shall be delivered to the shareholders via postal mail <u>or any electronic channels</u> and the Registrar under the public limited companies' law for their information at least seven (7) days prior to the date of the meeting. The notice of the meeting shall be also published in a newspaper <u>or electronic platforms</u> for three (3) consecutive days at least three (3) days prior to the meeting date.</p>

<p>The meeting venue will be located in the province where the company's main office is situated or in a nearby province as determined by the Board of Directors.</p>	<p>The meeting venue will be located in the province where the company's main office is situated or in a nearby province as determined by the Board of Directors. <u>In addition, if the meeting is conducted through electronic media, it shall be deemed that the company's main office is the meeting venue.</u></p>
<p>No.35 In a shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) shareholders present in person or by proxy (if any) or half (1/2) of all shareholders representing up to one-third (1/3) of all issued shares.</p> <p>If within one (1) hour from the time fixed for the shareholders' meeting, the required quorum is not constituted, the meeting, if called by a request of shareholders, shall be dissolved. If such meeting is not called by 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 meeting date. At such meeting, no quorum shall be required.</p> <p>Each shareholder shall be entitled to execute a proxy to attend and vote at meetings on their behalf, provided that no more than one proxy per shareholder per occasion, according to the form prescribed by the Registrar. The proxy shall be submitted to the Chairman of the Board or the designated person at the meeting venue before the appointed proxy holder can participate in the meeting. The appointed proxy holder for such purposes shall be limited to an individual, regardless of the number of shares held by the shareholder.</p>	<p>No.35 In a shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) shareholders present in person or by proxy (if any) or half (1/2) of all shareholders representing up to one-third (1/3) of all issued shares.</p> <p>If within one (1) hour from the time fixed for the shareholders' meeting, the required quorum is not constituted, the meeting, if called by a request of shareholders, shall be dissolved. If such meeting is not called by 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 meeting date. At such meeting, no quorum shall be required.</p> <p>Each shareholder shall be entitled to execute a proxy to attend and vote at meetings on their behalf, provided that no more than one proxy per shareholder <u>and it could be electronic proxy</u>, according to the form prescribed by the Registrar. The proxy shall be submitted to the Chairman of the Board or the designated person at the meeting venue before the appointed proxy holder can participate in the meeting. The appointed proxy holder for such purposes shall be limited to an individual, regardless of the number of shares held by the shareholder.</p>

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment of the Articles of Association of the Company in accordance with the amendment to the Public Limited Companies Act, No. 4 B.E. 2565 (2022).

Votes Required

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.

Agenda 11 Consider other matters (if any)

Objectives and Rationale

According to Section 105 of the Public Limited Company Act B.E. 2535 (and its amendment), which stipulates that when the Shareholders' Meeting 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 Shareholders' Meeting to consider other matters in addition to those specified in the notice of meeting.

Opinion of the Board of Directors

The Board of Directors opines that the Company should designate this agenda to allow the shareholders to raise any inquiries (if any) and/or for the Board of Directors to answer any questions of or clarify any matter to the shareholders. However, there should not be any other matters to be considered by the Meeting in this Agenda so as to comply with the Principles of Good Corporate Governance for Listed Companies and the Annual General Shareholders Meeting Assessment requiring that the Meeting should consider only the matters notified in advance for fairness to all shareholders.

All shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders on **Wednesday 24 April 2024 at 14.00 hrs. at Arnoma 2-3, Arnoma Grand Hotel, 99 Ratchadamri Rd, Lumpini, Pathumwan, Bangkok 10330 and via electronic meeting (E-AGM)**. The registration will start at 12.00 hrs. onwards. The registration will start at 12.00 hrs. onwards. Shareholders who have already expressed intention to attend the meeting via electronic means, but later wish to change your preference and attend the meeting in person at the designated venue, please be aware that you will only be able to cast your votes electronically. The only exception to this is if you notify the company of your change in preference by April 17, 2024. In case the shareholder is unable to attend the Meeting in person. The shareholder can grant a proxy by filling in and signing the proxy form which was delivered to all shareholders together with this invitation letter or the shareholders can download the proxy form from the Company's website at www.nrinstant.com by choosing to use only one type as specified. The shareholders can grant the Company's independent directors as proxy. Further, profiles of the Independent Directors proposed by the Company to act as Proxy of Shareholders are

illustrated in Attachment 7. In the event that the shareholders have already granted an electronic proxy, if the shareholders wish to attend the meeting in person, they can only participate in the meeting as an observer, unless the notification has been sent to the Company of the change by April 17, 2024.

To provide personal data protection of shareholder and their proxy holders is our primary concerns. In assurance that the Company will protect and treated shareholders personal data in compliance with the Personal Data Protection Act BE 2562 (2019), the Company establishing the Privacy Notice for the Annual General Meeting of Shareholders for your acknowledgement of the details of the processing, collecting, use and disclosure that may be arising as indicated in attachment 14.

The Company kindly requests for the shareholders' cooperation to submit the proxy forms, the registration documents and the form for submitting question in advance to the Company **within 19 April 2024** via the following channels at the Company's address as follows:

- via email: IR@nrinstant.com or
- via postal mail:
Investor Relations Department
NR Instant Produce Public Company Limited
518/5, 6th Floor Maneeya Center Building, Ploenchit rd., Lumpini, Pathumwan, Bangkok 10330

The Company would like to request all shareholders to study and follow the instructions, registration process, appointment of proxy and supporting documents for registration to attend the Meeting according to Attachment 8 and Guideline for attending the 2024 Annual General Meeting of Shareholders through electronic meeting (E-AGM) according to Attachment 10. If shareholders or proxy holders have any questions, opinions or suggestions, kindly send those queries to the Company in advance using the form per Attachment 12. The Company shall collect the questions receiving in advance and relating to the voting agendas and address in the Meeting.

The Company truly appreciates your understanding and looks forward to your kind cooperation.

Yours Sincerely,

-Kesara Manchusree-

Mrs. Kesara Manchusree

Chairman of the Board

NR Instant Produce Public Company Limited

Company Secretary

Tel: 064-650-5164

Remarks:

1. From 1 October 2023 to 31 December 2023, the Company invited Shareholders to propose the agenda for the 2024 Annual General Shareholders' Meeting. It appears that no shareholders have proposed an agenda for the Meeting. In addition, from 1 October 2023 to 31 December 2023, the Company offered an opportunity to shareholders to nominate any qualified candidates to be elected as directors of the Company. Details were published on the website of the Company and news disclosure channel of the Stock Exchange of Thailand. After the said period, there was no director candidate nominated by shareholders.
2. The Minutes of the 2023 Annual General Meeting of Shareholders held on 24 April 2023 was made available on the Company's website dated 8 May 2023, for revision or correction until 8 June 2023. There was no revision or correction by Shareholders. As a result, it is regarded as certification of the Minutes of the Shareholders' Meeting from the Shareholders.
3. The Company posted this invitation to attend the 2024 Annual General Meeting of Shareholders, including all attachments and proxy forms on the Company's website (www.nrinstant.com) on 26 March 2024.
4. The Shareholders who are entitled to attend the Annual General Meeting for the Year 2024 are those whose names are listed on the Record Date fixed by the Company on 18 March 2024