

Minutes of the 2025 Annual General Meeting of Shareholders

of

Taokaenoi Food & Marketing Public Company Limited (the "Company")

Time, date, and place The Meeting held on Friday, April 25, 2025 at 13.00 hours at Jupiter 12-13, 1st

floor, Challenger Building, IMPACT Muang Thong Thani, Ban Mai Sub-district,

Pak Kret District, Nonthaburi Province (the "Meeting").

Opening of the meeting

Prior to the commencement of the Meeting, Khun Anajak Limphaisan, the Company's secretary

(the "Secretary"), introduced Board of Directors, Executives, Auditor and Legal Advisor in attendance and

informed the Meeting of voting procedures and vote counting. In this regard, the Company recorded the

Meeting in the form of video media and published it on the Company's website.

In the interests of good corporate governance policy regarding the rights of shareholders, the Company had

provided the shareholders with the right to propose new matters to be included in the meeting agenda,

including the right to nominate qualified persons for appointment as directors of the Company prior to the

delivery of the notice by submitting such nominations on the Company's website at  $\underline{www.taokaenoi.co.th/ir},$ 

as well as giving notice of such information via the Stock Exchange of Thailand ("SET") portal from

November 1, 2024 to December 30, 2024. No shareholder proposed to add any item to the meeting agenda  $\frac{1}{2}$ 

or to nominate any person for appointment as a director of the Company in replacement of the directors

who are due to retire by rotation. Furthermore, the Company had publicized the documents in relation to

the Meeting on the Company's website and had sent the meeting invitation letter in QR CODE format since

March 25, 2025 for the shareholders' information prior to the Meeting, including sending the said documents

to shareholders in advance via the Thailand Securities Depository Co., Ltd., which is the registrar of the

Company. The Company chose to send the meeting invitation letter via QR code in accordance with the

Care the Bear: Change the Climate Change by Eco Event project, which is one of the policies to conduct business with social responsibility or CSR. This meeting can save approximately 500,000 sheets of paper

that would normally be used for the meeting invitation letter.

In addition, in 2024, the Company was certified as a member of the Thailand's Private Sector Collective

Action Coalition Against Corruption (CAC). This certification is valid for 3 years from 2024 to 2027, and

recognizes the Company's comprehensive policies, practices, and governance measures designed to

prevent corruption in accordance with CAC standards. The Company also promotes transparency by

encouraging other companies, including its partners, to publicly declare their anti-corruption policies,

helping to strengthen trust among stakeholders and shareholders.

บริษัท เถ้าแก่น้อย ฟู่ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงานเมืองทองธานี : 337 ถนนบอนด์สตรีท ตำบลบางพูด อำเภอปากเกร็ต นนทบุรี 11120

โทร.: 0 2984 0666 แฟกซ์: 0 2984 0118

โรงงานโรจนะ : 55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 โรงงานนพวงศ์ : 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาตหลุมแก๊ว ปทุมธานี 12140 Office: 337 Bond Street Road, Bang Phut, Pak Kret, Nonthaburi 11120

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www.taokaenoi.co.th



The Secretary introduced Board of Directors, Executives, Auditor and Legal Advisor to the Meeting as follows:

#### The Board of Directors, 9 persons

1. Khun Yuth Vorachattarn Chairman of the Board of Directors/ Independent Director/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee/ Chairman of the Corporate Governance Committee Khun Wanee Independent Director/ Chairman of the Audit Committee/ Thasanamontien Member of the Nomination and Remuneration Committee/ Member of the Corporate Governance Committee 3. Dr. Somjin Sornpaisarn Independent Director/ Member of the Risk Management Committee 4. Khun Mookda Pairatchavet Director/ Member of the Executive Committee 5. Khun Itthipat Peeradechapan Director/ Chief Executive Officer 6. Khun Orrapat Peeradechapan Director/ Managing Director (International Management)/ Member of the Risk Management Committee 7. Khun Jirapong Suntipiromkul Director/ Deputy Managing Director/ Member of the Risk Management Committee 8. Khun Porntera Rongkasiriphan Director/ Member of the Risk Management Committee/ General Manager of NCP Trading and Supply Co., Ltd.

In this regard, Khun Chaiyong Ratanachroensiri, Independent Director/ Member of the Audit Committee/ Chairman of the Nomination and Remuneration Committee/ Member of the Corporate Governance Committee is absent from the Meeting due to his mission, unable to attend the Meeting.

#### Executives, 5 persons

1. Khun Prin Pitchayavijit Chief People Officer

2. Khun Tipnapa Jitjang Chief Financial Officer

3. Khun Wachira Yarnthasanakij Chief International Trade Officer

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4. Khun Husin Adam

Chief Strategy and Commercial Officer

5. Khun Worapong

Chief Revenue Officer

Kietdumrongwong

**Auditor** 

Khun Choopong Surachutikarn

Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

**Legal Advisors** 

Khun Ekachai Chotpitayasunon

Kudun and Partners Limited

To be a good corporate governance for convening the shareholders' meeting of the listed company in terms of counting votes during this meeting, the Company had invited representative from legal advisor, Kudun and Partners Limited i.e. Khun Kodchakorn Laungratanamas, to attend the Meeting as a meeting inspector by overseeing the vote counting and overseeing the shareholders' meeting in accordance with the applicable law and the Company's Articles of Association to make voting transparency and in accordance with the applicable law. Then, the Secretary informed the Meeting regarding the voting procedures and the vote counting for each agenda item as follows:

1. In voting at the Meeting, all shareholders are entitled to voting rights according to the number of shares held by them, whereby 1 share is equivalent to 1 vote. Any shareholder who has a special interest in any matter cannot vote on such matter, except for voting on the election of directors.

Any ballots with the following characteristics shall be deemed void and be considered as void ballots, therefore, such shareholders or proxies whose ballots have such characteristics shall not be regarded as votes of "approved", "disapproved" and/or "abstained", although such void ballots shall be counted as the total votes:

- 1) A ballot paper that has more than one mark in the spaces provided.
- 2) A ballot paper that shows a vote cast which expresses a conflict of intent.
- 3) A ballot paper on which a vote has been crossed out without being initialed.
- 4) A ballot paper that contains votes more than the available votes to be cast.

Therefore, if a shareholder intends to correct his/her vote on the ballot paper, the existing vote shall be crossed out and initialed by the shareholder.

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2. For the vote counting, the Company shall proceed as follows:

For a shareholder attending the Meeting in person, the Company provided ballots for use in the event that any shareholders "disapproved" or "abstained" from voting on an agenda item. The Chairman of the Meeting will ask whether any shareholder "disapproved" or "abstained", and such shareholder must show his/her hand. The officer of the Company would collect such ballot and deduct the number of ballots marked with a vote of disapproved or abstention from the total number of votes. The remaining votes would be considered as votes of approved.

For the agenda item 5 regarding the appointment of the directors to substitute the directors who are retired by rotation, the officer of the Company would collect the ballots from all shareholders with votes of "approved", "disapproved" and "abstained" to determine the voting result of each director.

In the case that a shareholder assigned his/her proxy or the independent director of the Company to attend the Meeting and vote in accordance with such shareholders' intention and sends such proxy form to the Company before considering any agenda, including the shareholders assigned his/her proxy through the digital e-Proxy Voting service, the Company has already recorded such vote in accordance with the intention of the shareholder. Proxies who attend the Meeting do not have to vote.

- 3. The details of vote counting of each agenda are as follows:
  - Agenda items 1, 3, 4, 5, and 7 had to be passed by a majority vote of the shareholders who attend the Meeting and cast their votes. The Company will not count the vote of "abstained" as the total votes but will count the "void ballot" as the total votes.
  - Agenda item 2 was for acknowledgement only. They did not require a vote.
  - Agenda item 6, to consider and approve the directors' remuneration for the year 2025, had to be passed by a vote of not less than two-thirds of the shareholders attend the Meeting. The Company will count the vote of "abstained" and the "void ballot" as the total votes.
- 4. The Company had utilized a program for holding the shareholders' meeting which was a barcode system, and delegated Kudun and Partners Limited, the Company's Legal Advisor, to act as the meeting inspector in order to ensure that the vote counting was carried out transparently, legally and in line with the Articles of Association of the Company.



- 5. In case that the shareholders send the ballet after the Company declared the ballet collecting is closed. Those ballet paper would be considered as votes of "approved".
- 6. The shareholders or proxies who arrived at the Meeting late would be entitled to vote only on the agenda items which were being considered at the time of their arrival and thereafter only.
- 7. Regarding of ballot paper, shareholders were requested to return the ballot paper to the officer before leaving the Meeting in order to comply with good corporate governance principles.
- 8. The Company would collect the questions and provide answers in the Meeting which are directly relevant to the agenda items requiring voting. Other questions and suggestions would be summarized and addressed by the Company in the Minutes of the Shareholders' Meeting, which would be disseminated through the SET portal and the Company's website within 14 days from the adjournment of the Meeting.

Khun Yuth Vorachattarn, presiding as the Chairman of the Meeting (the "Chairman") declared the 2025 Annual General Meeting of Shareholders opened. The Chairman informed the Meeting that the Company had scheduled the date to determine the names of the shareholders entitled to attend the Meeting to be on March 20, 2025. At the beginning of the Meeting, there were 21 shareholders attending the Meeting in person, representing 411,515,605 shares, and by proxy 132 shareholders representing 432,275,076 shares. Thus, there were in total 153 shareholders attending the Meeting in person and by proxy representing 843,790,681 shares in aggregate, equivalent to 61.82 percent of the total of shares sold excluding treasury stock of 1,365,000,000 shares. A quorum was thus constituted according to Article 33 of the Articles of Association of the Company. The Chairman declared the Meeting open and then conducted the Meeting according to the following agenda items:

## Agenda Item 1 To consider and certify the Minute of the 2024 Annual General Meeting of Shareholders, held on April 22, 2024

The Chairman informed the Meeting that the Company has prepared the Minutes of the 2024 Annual General Meeting of Shareholders held on April 22, 2024. The Company has submitted a copy of such Minutes to the SET and published a copy of such Minutes on the Company's website on May 3, 2024, which was within 14 days after the 2024 Annual General Meeting of Shareholders. The details of the minutes are set out in **Attachment No. 1**, which was sent to the shareholders together with the invitation to this Meeting. The Board of Directors opined that the minutes of the 2024 Annual General Meeting of Shareholders held on April 22, 2024 were recorded correctly and deemed it appropriate



to propose that the Meeting certify the Minutes of the 2024 Annual General Meeting of Shareholders.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman, therefore, proposed that the Meeting consider the matter for approval.

#### Resolution:

The Meeting considered and resolved unanimously, by a majority vote of the total votes of all shareholders attending the meeting and casting their votes, to certify the Minute of the 2024 Annual General Meeting of Shareholders, held on April 22, 2024, as proposed in all respects with the voting results as follows:

Approved	982,292,343	votes,	equivalent to	100.00 Percent
Disapproved	0	votes,	equivalent to	0.00 Percent
Abstained	0	votes,	equivalent to	- Percent
Void Ballot(s)	0	votes,	equivalent to	0.00 Percent
Total (s)	982,292,343	votes,	equivalent to	100.00 Percent

### Agenda Item 2 To acknowledge the report of the Company operational performance for the year 2024

The Chairman informed the Meeting that according to Clause 3 of the Regulations of SET Re: Preparation and Submission of Financial Statements and Reports on Financial and Non-Financial Information of Listed Companies B.E. 2560 (2017) and Article 41 of the Company's Articles of Association, the Company has summarized the overall performance and major changes of the year 2024. The details thereof are shown in the 2024 annual report (56-1 One Report), which the shareholders can download via the QR CODE on **Attachment No. 2** which was sent to the shareholders together with the invitation. The Chairman then delegated Khun Tipnapa Jitjang, Chief Financial Officer, to report the Company's operational performance to the Meeting.

Khun Tipnapa Jitjang informed the Meeting regarding the Company's operational performance for the year 2024 that the Company had sales amounted to THB 5,712 million, an increase of 7.3 percent compared to year 2024 of which domestic sales were THB 2,131 million, an increase of 9.4 percent, sales in China were THB 1,180 million, an

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decrease of 11.9 percent and sales in other countries such as Indonesia, Malaysia, United Sate, and Taiwan were THB 2,400 million, an increase of 18 percent. The proportion of sales in 2024 are domestic sales 37 percent, sales in China 21 percent and sales in other countries 42 percent.

The Company has total revenues of THB 5,712 million which is the revenues from seaweed business 96 percent with 4 categories of seaweed product such as crispy seaweed 41 percent, grilled seaweed 38 percent, roasted seaweed 10 percent and tempura seaweed 7 percent. The Company also has revenues from other businesses such as Just Drink beverage which has ceased the sale, Taokaenoi Land and restaurant business (Bomber Dog and 3 branches of 71Mookata) at 4 percent.

The Company's domestic sales amounted to THB 2,131 million, an increase from 2023 of THB 183 million or 9.4 percent, with the main factors that contributed to the increase in sales as follows:

- Expanding the seaweed consumer base with a strategy to create new innovative products for consumers with various flavors that match consumer preferences yearround
- Focusing on driving growth in the roasted seaweed product, which has a high growth rate and gain popularity among Thai consumers, and holds the highest market share among all seaweed categories
- Marketing to reach target consumers positioning Taokaenoi seaweed as Every Day,
   Every Moment through year-round various activities
- The increase of tourists in 2024, including sales growth in 2024 from 71mookata restaurants and the launch of Taokaenoi Land, as well as the expansion of branches, also increase revenue growth this year

The Company's overseas sales amounted to THB 3,581 million, an increase of 6.1 percent from 2023, of which sales in China of THB 1,180 million, a decrease of 11.9 percent. The Company had sales in other countries of THB 2,400 million, an increase of 18 percent, with the main factors that contributed to the increase in overseas sales as follows:

 Focus on strategies to expand distribution channels in existing markets while introducing new channels NO KAE NO

Continuous marketing by launching new products, including increasing the products

and pack size to align with each sales channel

Focus on marketing activities in every key festival to promote seaweed consumption

across various countries

Marketing through collaboration with popular brands or stores to encourage seaweed

consumption both as a snack and eat with food

• Organizing activities with consumers both online and offline by booth setups, events,

and brand ambassador campaigns, to strengthen Taokaenoi's brand image and foster

Brand Love

The Company had a gross profit in 2024 of THB 1,901 million, a growth of 4.8 percent

compared to the previous year, and had a gross profit as a proportion of sales of 33.3

percent, a decrease of 0.8 percent from the previous year.

In 2024, the Company experienced an increase in seaweed costs of more than 50 percent,

which is an unusual and unprecedented phenomenon in the past 30 years. The Company

has planned operations in various areas to reduce the impact of seaweed costs as follows:

Revenue management by focusing on creating product growth with new innovative

products and focusing on allocating promotional and marketing budgets to boost

brand awareness and product consumption

Portfolio Management to improve the average gross profit by promoting high-margin

while phasing out or discontinuing low-performing items

Managing product costs of non-seaweed components to reduce unit costs, particularly

labor and fixed costs through increased production efficiency tied to higher sales

volumes

Managing other expenses in sales and administration to ensure efficiency, maintaining

or reducing their ratio relative to total sales

In year 2024, the Company has a net profit of THB 836 million, equivalent to 14.6 percent

of the sales which has grown continuously every year.

The Chairman gave the Meeting an opportunity to raise additional questions.



Khun Hangchai Akkhawasakul, Thai Shareholders Association, proxy of Mr. Kittiwat Sucharitpong, inquired: (1) how does the Company plans to deal the ongoing trade war, both directly and indirectly and suggested that the Company consider seeking new strategic partners so that the Company could deal with all situations most effectively; (2) whether the Company has issued any convertible debenture. If so, Khun Hangchai inquired what measures are in place to mitigate potential risks associated with convertible debentures and how the Company safeguards its operations from any issues.

The Chairman explained that the Company has not issue debentures, including convertible debentures. In addition, based on the Company's current financial structure, it's not necessity to issue debentures.

Khun Itthipat Peeradechapan, Director and Chief Executive Officer, further explained that Due to U.S. tax measures, the Company is aware of potential impacts as the Company has relatively high overseas sales, or over 60 percent of total sales, with 10 percent from the United States. As a result, the Company is actively seeking solutions to mitigate and manage the situation. The Company has established a team to continuously monitor developments. However, the Company recognizes that some impact is unavoidable, The Company then has made initial adjustments, such as resizing exported products and modifying pricing strategies in some channels. These changes have not yet significantly affected sales. However, the situation has delayed the launch of new export products as the Company awaits further clarity on the tax regulations. In addition, the Company has plans to diversify risk by expanding exports to other markets, including Canada and European countries, while also increasing distribution through high-purchasing-power channels, and focusing on boosting domestic sales to offset any losses. Additionally, the Company is open to partnering with businesses similarly affected by the trade war such as China, Indonesia, Malaysia, and Korea, such collaborations are expected to enhance opportunities and strengthen the Company's bargaining position.

Khun Thidarat Aimsirirak, a shareholder who presents at the Meeting in person inquired that as other company, which is engaged in export business, has received special orders to ship products to the United States within a 90-day window before the new tariff measures take effect, whether the Company has experienced such situation.

Khun Itthipat Peeradechapan, Director and Chief Executive Officer, explained that the Company has received some additional orders, but they have not led to a significant



increase in sales due to the current lack of clarity. Although there was some initial stockpiling, the situation is gradually returning to normal.

Khun Wachira Yarnthasanakij, Chief International Trade Officer, further explained that following the announcement of tax measures by the U.S. government, the market has temporarily paused as stakeholders await greater clarity. The Company had initially planned to adjust product formats to align with specific festivals or distribution locations. The Company has postponed some of these plans while waiting for further information on the tax measures. Once there is clarity, the Company is prepared to respond promptly to market demand. Additionally, the Company's partners have not canceled any product orders but have delayed them while awaiting further developments.

Khun Sombat H. Piancharoen, a shareholder who attended the Meeting in person, suggested that given the trade war situation, the Company should not focus solely on the United States market. The Company should look for other markets, such as Russia, to offset the impact on sales.

The Chairman expressed his gratitude for the suggestions and noted that the Company will take them into consideration to identify solutions.

No shareholders raised any further questions. As this agenda item was for shareholders' acknowledgment, voting was not required.

#### Agenda Item 3 To consider and approve the financial statements ended December 31, 2024

The Chairman delegated Khun Wanee Thasanamontien, Chairman of the Audit Committee, to inform the preliminary details of this agenda item. Khun Wanee Thasanamontien informed the Meeting that to comply with Section 112 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "Public Limited Company Act") and Article 40 of the Company's Articles of Association, the Company had prepared the financial statements ended December 31, 2024 which was audited by the Company's auditor, Deloitte Touche Tohmatsu Jaiyos Company Limited, reviewed by the Audit committee, and approved by the Board of Directors. Details of the financial statements ended December 31, 2024 are shown in the 2024 annual report (56-1 One Report), Financial Statements Section, which the shareholders can download via the QR CODE on Attachment No. 2 which was sent to the shareholders together with the invitation. The Chairman then delegated Khun Tipnapa Jitjang, Chief Financial Officer, to inform the details of the financial statements to the Meeting.

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Khun Tipnapa Jitjang informed the Meeting about the Company's financial statements for the year ended December 31, 2024 that the Company had revenues from sales of THB 5,712 million compared to year 2023, an increase of 7 percent; gross profit THB 1,901 million compared to year 2024, an increase of 5 percent. The Company's distribution cost was THB 627 million, equivalent to 11 percent of revenue from sales compared to year 2023, an increase of 1 percent due to the increase of seaweed cost in previous years. The Company had administrative expenses of THB 399 million, equivalent to 7 percent of revenue from sales compared to year 2023, a decrease of 1 percent. The income tax cost was THB 44 million, equivalent to 1 percent of revenue from sales. The Company's net profit attributable to the Company was THB 836 million, or equivalent to 14.6 percent of revenue from sales compared to year 2023, an increase of THB 93 million or 13 percent.

The Company had total assets of THB 3,495 million compared to year 2023, an increase of THB 261 million or 8 percent. The Company had current assets of THB 2,267 million compared to year 2023, an increase of 10 percent. The Company had cash and cash equivalents of THB 416 million compared to year 2023, an increase of THB 119 million; trade and other current receivables decreased of THB 42 million compared to year 2023, with the amount of THB 881 million. The Company had inventories of THB 956 million compared to year 2023, an increase of 44 percent which had a significant increase from 2023 due to the remaining stock of seaweed that was purchased and maintained to adequately meet market demand. Other current financial assets increased, while other current assets showed only minor changes. The Company had non-current assets of THB 1,228 million compared to 2023, an increase of 5 percent. Long-term loans provided to the associates company remained the same at THB 7 million. The property, buildings and appliance of THB 923 million compared to 2023, an increase of 39 million baht due to investment in machinery and building renovation. In addition, the Company's intangible assets increased by THB 18 million, or 38 percent compared to 2023, due to the Company's investment in technology systems (SAP).

The Company had liabilities and shareholders' equity of THB 3,495 million compared to year 2023, an increase of 8 percent or THB 261 million. Total liability was THB 1,138 million, equivalent to 33 percent. Shareholder's equity was THB 2,357 million or 67 percent as the Company had a significant increase in short-term loans from financial institutions compared to 2023, totaling THB 250 million, due to short-term loans primarily to be used as working capital for operational management. The Company's current lease liabilities due within one year increased by THB 29 million rising to THB 43 million compared to 2023 due to higher rental fees for 71mookata restaurants and warehouses. Non-current liabilities

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decreased as the Company had no long-term loans maturing within the year and continued to utilize short-term loans from financial institutions at lower interest rates.

In respect of the financial ratio, The Company's improved cash flow has led to stronger financial ratios. The Company's average debt collection period for domestic debts was 81 days, and oversea debt was 23 days. The inventory turnover was 18 days. The raw material turnover was 52 days compared to year 2023, an increase of 5 days. The average debt collection was 23 days. Current liabilities to equity was 0.48 times.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman, therefore, proposed that the Meeting consider the matter for approval.

#### **Resolution:**

The Meeting considered and resolved unanimously, by a majority vote of the total votes of all shareholders attending the meeting and casting their votes, to approve the financial statements ended December 31, 2024 as audited and certified by the Company's auditor and reviewed by the Audit Committee, including approved by the Board of Directors, as proposed in all respects with the voting results as follows:

Approved	982,294,843	votes,	equivalent to	100.00 Percent
Disapproved	0	votes,	equivalent to	0.00 Percent
Abstained	0	votes,	equivalent to	- Percent
Void Ballot(s)	0	votes,	equivalent to	0.00 Percent
Total (s)	982,294,843	votes,	equivalent to	100.00 Percent

# Agenda Item 4 To consider and approve the un-appropriation of net profits of 2024 as legal reserve and the approval of dividend payment to shareholders for the operation report ending December 31, 2024

The Chairman informed the Meeting that in accordance with Section 116 of the Public Limited Company Act and Article 45 of the Company's Articles of Association, the Company has to allocate not less than 5 percent of its annual net profit, after setting-off accumulated losses brought forward (if any), to be a legal reserve until that legal reserve reaches a level equal to not less than 10 percent of the registered capital.

บริษัท เถ้าแก่น้อย ฟูดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงานเมืองทองธานี: 337 ถนนบอนด์สตรีท ตำบลบางพูด อำเภอปากเกร็ด นนทบุรี 11120

โทร.: 0 2984 0666 แฟกซ์: 0 2984 0118

โรงงานโรจนะ : 55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 โรงงานนพวงศ์ : 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาดหลุมแก้ว ปทุมธานี 12140 Tel.: +66 2984 0666 Fax: +66 2984 0118



As of December 31, 2024, the Company's capital was THB 345,000,000 and its legal reserve was THB 34,500,000, equal to 10 percent of the registered capital, which is in line with the requirements of the law and the Company's Articles of Association, and the Company does not have a duty to allocate the profits to a legal reserve.

To comply with Section 115 of the Public Limited Company Act and Article 44 of the Company's Articles of Association, the Annual General Meeting of shareholders can allocate the Company's profits to a legal reserve and dividend payment, and the Board of Directors can approve the payment of an interim dividend in the event that the Company has sufficient profits and must report it to the next general meeting of shareholders.

The Company has a policy to distribute dividends at the rate of not less than 40 percent of the net profit as specified on the separate financial statements, after deducting taxes, legal reserve and other reserves (if any). The Company may consider changing the dividend distribution in the case of necessity or extraordinary circumstances as it deems appropriate.

In year 2024, the operating results and financial position of the Company for the year ending December 31, 2024 showed a net profit per the separate financial statements in the amount of THB 828,549,738 and net profit per the consolidated financial statements in the amount of THB 836,850,278 including retained earnings for dividend payments to the shareholders. Thus, the Company has deemed it appropriate to propose that the Meeting consider and approve the dividend payment from the net profit in the total amount of THB 696,555,000, calculated at the rate of THB 0.507 per share, or 84 percent of the net profit for the year, as specified on the separate financial statements, in compliance with the Company's dividend payment policy. For the Company's operating results of the year 2024, the Company had proceeded and completed with the payment of the interim dividend for 1 time as follows:

The Company had proceeded and completed with the payment of the interim dividend from the first half year of the Company's operation on August 13, 2024 in the amount of THB 414,000,000 or equal to THB 0.30 per share.

Therefore, the Company remained the dividend to be paid in the last term of totaling THB 282,555,000 calculated as THB 0.207 per share. Individual shareholders would be entitled to a tax credit pursuant to Section 47 bis of the Revenue Code as follows:



- The dividend of THB 0.186 per share, paid from profit which is exempted to pay the
  corporate income tax according to the Board of Investment (BOI). Individual
  shareholders shall receive dividend without withholding tax deduction, and cannot be
  credited.
- The divided of THB 0.021 per share, paid from profit which subject to 20 percent corporate income tax which can be credited.

Such final dividend for the year ending December 31, 2024 will be paid, according to the Company's Articles of Association, to shareholders entitled to receive the final dividend, which was determined on Thursday, March 20, 2025 (Record Date). The Company will pay the dividend on Friday, May 9, 2025.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman, therefore, proposed that the Meeting consider the matter for approval.

#### **Resolution:**

The Meeting considered and resolved unanimously, by a majority vote of the total votes of all shareholders attending the meeting and casting their votes, to approve the unappropriation of net profits of 2024 as legal reserve, approve the dividend payment to shareholders for the operation report ending December 31, 2024, and acknowledge the interim dividend payment to the Company's shareholders, as proposed in all respects with the voting results as follows:

Approved	982,294,843	votes,	equivalent to	100.00 Percent
Disapproved	0	votes,	equivalent to	0.00 Percent
Abstained	0	votes,	equivalent to	- Percent
Void Ballot(s)	0	votes,	equivalent to	0.00 Percent
Total (s)	982,294,843	votes,	equivalent to	100.00 Percent

## Agenda Item 5 To consider and approve the appointment of the directors to substitute the directors who are retired by rotation

The Chairman informed the Meeting that to ensure the shareholders independently cast their votes, the directors who are retired by rotation left the meeting room.

บริษัท เถ้าแก่น้อย ฟู็ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงานเมืองทองธานี : 337 ถนนบอนด์สตรีท ตำบลบางพูต อำเภอปากเกรีต นนทบุรี 11120 โทร. : 0 2984 0666 แฟกซ์ : 0 2984 0118

าร.: 0 2984 0666 แฟกซี: 0 2984 0118

โรงงานโรจนะ : 55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 โรงงานนพวงศ์ : 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาตหลุมแก้ว ปทุมธานี 12140 Taokaenoi Food & Marketing Public Company Limited

Office: 337 Bond Street Road, Bang Phut, Pak Kret, Nonthaburi 11120

Tel.: +66 2984 0666 Fax: +66 2984 0118



The Chairman informed the Meeting that Section 71 of the Public Limited Company Act and Article 15 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at each Annual General Meeting of Shareholders.

At the 2025 Annual General Meeting of Shareholders, the 3 directors from the total 9 directors who were due to retire by rotation which equivalent to one-third of the directors were as follows:

<u>Nam</u>	<u>ne</u>	<u>Position</u>
1.	Mr. Chaiyong	Independent Director / Member of the Audit
	Ratanachroensiri	Committee / Member of Corporate Governance
		Committee / Chairman of the Nomination and
		Remuneration Committee
2.	Dr. Somjin Sornpaisarn	Director / Chairman of the Risk Management Committee
3.	Ms. Mookda Pairatchavet	Director/ Member of the Executive Committee

The Nomination and Remuneration Committee has conducted the nomination using the skills matrix method and considered the qualifications of candidates nominated for election as new directors in replacement of those due to retire by rotation at the 2025 Annual General Meeting of Shareholders. As Mr. Chaiyong Ratanachroensiri does not wish to be re-elected for another term, The Nomination and Remuneration Committee then propose the appointment of 2 directors i.e. Dr. Somjin Sornpaisarn and Ms. Mookda Pairatchavet to be the Company's directors and sub-committee for another term and the appointment of Mr. Krisada Chinavicharana to serve as the independent director to replace Mr. Chaiyong Ratanachroensiri.

The Board of Directors considers and found them to be knowledgeable, competent, experienced, and skillful, with leadership, vision, morality, ethics, and a positive attitude towards the Company, and they also are available to devote their time to the benefit of the Company's business operations. Moreover, such directors also have the necessary qualifications and are free from any prohibited characteristics under the Public Limited Company Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended) as well as the applicable notifications. In addition, they do not hold a position as a director or

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สำนักงานเมืองทองธานี : 337 ถนนบอนด์สตรีท ตำบลบางพูด อำเภอปากเกร็ด นนทบุรี 11120 โทร. : 0 2984 0666 แฟกซ์ : 0 2984 0118

าร.: 0 2984 0666 แฟกซี: 0 2984 0118

โรงงานโรจนะ : 55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 โรงงานนพวงศ์ : 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาตหลุมแก๊ว ปทุมธานี 12140 Taokaenoi Food & Marketing Public Company Limited

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Tel.: +66 2984 0666 Fax: +66 2984 0118

Rojana Factory: 55/5 Moo 5 Sam-Bundit, Uthai, Phra Nakhon Si Ayutthaya 13210



executive in other businesses that may cause conflicts of interest or is in a business competition with the Company.

The candidates who will serve as the Independent Directors are eligible and have the necessary qualifications to be an Independent Director under the conditions set forth by the Securities and Exchange Commission, and be capable of providing independent opinions under the applicable regulations.

The Board of Directors (by a majority vote, excluding such directors due to retire by rotation) considers and deems it appropriate to propose that the 2025 Annual General Meeting of Shareholders to consider re-electing the 2 directors to return to their positions to be the Company's directors and sub-committee for another term and the appointment of Mr. Krisada Chinavicharana to serve as the independent director to replace Mr. Chaiyong Ratanachroensiri.

The Company provided the shareholders with the opportunity to nominate candidates as directors in advance from November 1, 2024 to January 31, 2025. However, no shareholders nominated any candidates for election of directors on this occasion.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman, therefore, proposed that the Meeting consider the matter for approval.

Resolution:

The Meeting considered and resolved, by a majority vote of the total votes of all shareholders attending the meeting and casting their votes, to approve the re-election of the 2 directors who were due to retire by rotation, namely Dr. Somjin Sornpaisarn and Ms. Mookda Pairatchavet to serve in their positions for another term and the election of Mr. Krisada Chinavicharana to serve as the independent director to replace Mr. Chaiyong Ratanachroensiri, with the following details:

#### 1. Dr. Somjin Sornpaisarn

The Meeting considered and resolved, by a majority vote of the total votes of all shareholders attending the meeting and casting their votes, to approve that Dr. Somjin Sornpaisarn be re-elected as a director of the Company for another term with the votes cast as follows:

**Approved** 973,449,443 votes, equivalent to 99.10 Percent

บริษัท เถ้าแก่น้อย ฟู็ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงานเมืองทองธานี : 337 ถนนบอนต์สตรีท ตำบลบางพูด อำเภอปากเกร็ด นนทบุรี 11120

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55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาดหลุมแก้ว ปทุมธานี 12140 โรงงานนพวงศ์ :

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55/5 Moo 5 Sam-Bundit, Uthai, Phra Nakhon Si Ayutthaya 13210 Rojana Factory: Nopawong Factory: 12/1 Moo 4 Namai, Ladlumkaew, Pathumthani 12140



Disapproved	8,870,400	votes,	equivalent to	0.90 Percent
Abstained	0	votes,	equivalent to	- Percent
Void Ballot(s)	0	votes,	equivalent to	0.00 Percent
Total (s)	982,319,843	votes,	equivalent to	100.00 Percent

#### 2. Ms. Mookda Pairatchavet

The Meeting considered and resolved, by a majority vote of the total votes of all shareholders attending the meeting and casting their votes, to approve that Ms. Mookda Pairatchavet be re-elected as a director of the Company for another term with the votes cast as follows:

Approved	973,449,443	votes,	equivalent to	99.10 Percent
Disapproved	8,870,400	votes,	equivalent to	0.90 Percent
Abstained	0	votes,	equivalent to	- Percent
Void Ballot(s)	0	votes,	equivalent to	0.00 Percent
Total (s)	982,319,843	votes,	equivalent to	100.00 Percent

#### 3. Mr. Krisada Chinavicharana

The Meeting considered and resolved unanimously, by a majority vote of the total votes of all shareholders attending the meeting and casting their votes, to approve that Mr. Krisada Chinavicharana be elected as an independent director of the Company with the votes cast as follows:

Approved	982,319,843	votes,	equivalent to	100.00 Percent
Disapproved	0	votes,	equivalent to	0.00 Percent
Abstained	0	votes,	equivalent to	- Percent
Void Ballot(s)	0	votes,	equivalent to	0.00 Percent
Total (s)	982,319,843	votes,	equivalent to	100.00 Percent

บริษัท เถ้าแก่น้อย ฟููดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงานเมืองทองธานี : 337 ถนนบอนต์สตรีท ตำบลบางพูด อำเภอปากเกร็ด นนทบุรี 11120

โทร.: 0 2984 0666 แฟกซ์: 0 2984 0118

โรงงานโรจนะ : 55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 โรงงานนพวงศ์ : 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาตหลุมแก๊ว ปทุมธานี 12140 Office: 337 Bond Street Road, Bang Phut, Pak Kret, Nonthaburi 11120 Tel.: +66 2984 0666 Fax: +66 2984 0118

Tel.: +66 2984 0666 Fax: +66 2984 0118



#### Agenda Item 6 To consider and approve the 2025 remuneration of Board of Directors and Subcommittee of the Company

The Chairman informed the Meeting that Article 90 of the Public Limited Company Act prohibits any payment or any assets being given to a director unless it is remuneration from the Company, and under Article 16 of the Company's Articles of Association, the directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms as approved by a General Meeting of Shareholders. The remuneration for directors might be determined as a fixed figure or as a regulation to be further fixed, and it might be determined to be effective for a period of time or until any change is made. In addition, the directors shall be entitled to allowances and benefits according to the Company's regulations.

With respect to the remuneration of directors in the 2025 Annual General Meeting of Shareholders, the Nomination and Remuneration Committee considered the matter and agreed that the remuneration of Directors was appropriate considering the duties and responsibility of the Board of Directors and Sub-committee, which remuneration of directors has been compared to remuneration of directors of companies of the same size of another industry. Thus, the Nomination and Remuneration Committee deemed it appropriate to propose that the Meeting consider and approve the remuneration of directors and sub-committee for the year 2025, the details as follows:

#### 1. Board of Directors

- Monthly remuneration the Board of Directors shall receive <u>remuneration of not</u> <u>exceeding a total of THB 2,760,000 per year</u> as follows:

	Remuneration (THB/month/person)	2025 (proposed year)	2024	2023	Increase/ (Decrease)
1.	Chairman of the Board of Directors	60,000	60,000	60,000	-
2.	Independent Directors	30,000	30,000	30,000	-
3.	Directors and Executive Directors	80,000	80,000	80,000	-

บริษัท เถ้าแก่น้อย ฟู็ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงานเมืองทองธานี: 337 ถนนบอนด์สตรีท ตำบลบางพูด อำเภอปากเกรีด นนทบุรี 11120

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โรงงานโรจนะ : 55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 โรงงานนพวงศ์ : 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาดหลุมแก๊ว ปทุมธานี 12140 Tel.: +66 2984 0666 Fax: +66 2984 0118



 Bonuses, the bonuses from the operational performance of the directors in the year 2024 totaling THB 575,000 per year having the Company's Board of Directors to consider the allocation as appropriate.

#### 2. Audit Committee

- Monthly remuneration the Audit Committee members will receive <u>remuneration of</u> not exceeding Baht 600,000 per year as follows

	Remuneration (THB/month/person)	2025 (proposed year)	2024	2023	Increase/ (Decrease)
1.	Chairman of Audit Committee	20,000	20,000	20,000	-
2.	Audit Committee	15,000	15,000	15,000	-

#### 3. The Nomination and Remuneration Committee

- Attendance fee, the Nomination and Remuneration Committee will receive <u>a meeting</u> <u>allowance per meeting</u> as follows:

	Attendance fee (THB/month/person)	2025 (proposed year)	2024	2023	Increase/ (Decrease)
1.	Chairman of Nomination and Remuneration Committee	10,000	10,000	10,000	-
2.	Nomination and Remuneration Committee	8,000	8,000	8,000	-

#### 4. Corporate Governance Committee

**- Meeting Allowance:** Corporate Governance Committee shall receive <u>meeting</u> allowance per meeting as follows:

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โรงงานโรจนะ : 55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 โรงงานนพวงศ์ : 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาตหลุมแก๊ว ปทุมธานี 12140 Tel.: +66 2984 0666 Fax: +66 2984 0118



	Attendance fee (THB/month/person)	2025 (proposed year)	2024	2023	Increase/ (Decrease)
1.	Chairman of the Corporate Governance Committee	10,000	10,000	10,000	-
2.	Corporate Governance Committee Members	8,000	8,000	8,000	-

#### 5. Risk Management Committee

 Meeting Allowance: Risk Management Committee shall receive meeting allowance per meeting as follows:

	Attendance fee (THB/month/person)	2025 (proposed year)	2024	2023	Increase/ (Decrease)
1.	Chairman of the Risk Management Committee	10,000	10,000	10,000	-
2.	Risk Management Committee Members	8,000	8,000	8,000	-

A director who is an employee of the Company will not receive the above remuneration as he will have already received the salary and bonus.

Other than those stated above, there are no other benefits for the Company's directors and other sub-committees.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman, therefore, proposed that the Meeting consider the matter for approval.

**Resolution:** 

The Meeting considered and resolved unanimously, by not less than two-thirds of the total number of votes of the shareholders attending the Meeting, to approve the 2025 remuneration of Board of Directors and Sub-committee of the Company, as proposed in all respects with the voting results as follows:

บริษัท เถ้าแก่น้อย ฟู็ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงานเมืองทองธานี: 337 ถนนบอนด์สตรีท ตำบลบางพูด อำเภอปากเกรีด นนทบุรี 11120

โทร.: 0 2984 0666 แฟกซ์: 0 2984 0118

โรงงานโรจนะ : 55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 โรงงานนพวงศ์ : 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาตหลุมแก๊ว ปทุมธานี 12140 Taokaenoi Food & Marketing Public Company Limited

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Approved	982,319,843	votes,	equivalent to	100.00 Percent
Disapproved	0	votes,	equivalent to	0.00 Percent
Abstained	0	votes,	equivalent to	0.00 Percent
Void Ballot(s)	0	votes,	equivalent to	0.00 Percent
Total (s)	982,319,843	votes,	equivalent to	100.00 Percent

### Agenda Item 7 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025

The Chairman delegated Khun Wanee Thasanamontien, Chairman of the Audit Committee, to inform the details of this agenda item.

Khun Wanee Thasanamontien informed the Meeting that according to Article 120 of the Public Limited Company Act and Article 42 of Company's Articles of Association, the Annual General Meeting of Shareholders must appoint the annual Auditors and remuneration of the financial auditors every year.

The Audit Committee had considered the qualifications and professional experience of the auditors and views that Deloitte Touche Tohmatsu Jaiyos Company Limited is an audit firm with independence and high professional standards and expertise. In addition, the audit fees proposed by Deloitte Touche Tohmatsu Jaiyos Company Limited are considered reasonable relative to the audit works required.

The Board of Directors, deemed appropriate to propose that the Meeting consider and appoint Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the auditing firm of the Company for the accounting year ending on December 31, 2025 and approve the determination of the audit fee as follows:

1) To appoint the auditors for Taokaenoi Food & Marketing Public Company Limited for the year 2025 as follows:

Mr. Choopong Surachutikarn Certified Public Accountant No. 4325 or

Ms. Wimolporn Boonyusthian Certified Public Accountant No. 4067 or

Ms. Pensri Thanvarodom Certified Public Accountant No. 4923 or

บริษัท เถ้าแก่น้อย ฟู๊ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงานเมืองทองธานี : 337 ถนนบอนด์สตรีท ตำบลบางพูด อำเภอปากเกร็ด นนทบุรี 11120

โทร. : 0 2984 0666 แฟกซ์ : 0 2984 0118

โรงงานโรจนะ : 55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 โรงงานนพวงศ์ : 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาตหลุมแก๊ว ปทุมธานี 12140 Taokaenoi Food & Marketing Public Company Limited

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Tel.: +66 2984 0666 Fax: +66 2984 0118



Kriengsuntornkij Miss Waraporn

Certified Public Accountant No. 5033 or

The above auditors from Deloitte Touche Tohmatsu Jaiyos Company Limited are qualified in accordance with the guidelines of the Securities and Exchange Committee and this audit firm does not have any conflict of interest with the Company/ subsidiaries / Executives/ major Shareholders or related persons that would affect the Company. The information on the nominated auditors for the year 2025 is as shown in Attachment No. 4 which was sent to the shareholders together with the invitation to this Meeting.

- 2) To approve the audit fees for the year 2025 and the fees for review of the quarterly financial statements of the Company and the consolidated financial statements in the total amount of THB 2,580,000 per year (Same rate as the previous year). The above audit fees exclude non-audit services, such as travel fees, documents, etc. (which includes outof-pocket expenses as actually incurred).
- 3) To acknowledge the audit fees for the review of the financial statements of the Company's subsidiaries for the year 2025 in the total amount of THB 1,350,000 (Same rate as the previous year). The above audit fees exclude non-audit services, such as travel fees, documents etc. (which includes out-of-pocket expenses as actually incurred).

Audit fee (THB)	2025 (proposed year)	2024	2023	Increase/ (Decrease)
1. The Company	2,580,000	2,580,000	2,450,000	-
2. Subsidiaries*	1,350,000	1,350,000	1,050,000	-
Total	3,930,000	3,930,000	3,500,000	-

<sup>\*</sup> The Subsidiaries are Taokaenoi Restaurant and franchise Co., Ltd., NCP Trading and Supply Co., Ltd., Taokaenoi Care Co., Ltd., and Taokaenoi USA Inc.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholder raised any questions. The Chairman, therefore, proposed that the Meeting consider the matter for approval.

**Resolution:** 

The Meeting considered and resolved, by a majority vote of the total votes of all shareholders attending the meeting and casting their votes, to approve the appointment

บริษัท เถ้าแก่น้อย ฟูดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงานเมืองทองธานี : 337 ถนนบอนด์สตรีท ตำบลบางพูด อำเภอปากเกร็ด นนทบุรี 11120

โทร.: 0 2984 0666 แฟกซ์: 0 2984 0118

55/5 หมู่ 5 ตำบลสามบัณฑิต อำเภออุทัย พระนครศรีอยุธยา 13210 12/1 หมู่ 4 ตำบลหน้าไม้ อำเภอลาดหลุมแก้ว ปทุมธานี 12140 โรงงานนพวงศ์ :

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55/5 Moo 5 Sam-Bundit, Uthai, Phra Nakhon Si Ayutthaya 13210 Rojana Factory: Nopawong Factory: 12/1 Moo 4 Namai, Ladlumkaew, Pathumthani 12140



of auditors and the determination of the audit fee for the year 2025, as proposed in all respects with the voting results as follows:

Approved	969,529,943	votes,	equivalent to	98.70 Percent
Disapproved	12,789,900	votes,	equivalent to	1.30 Percent
Abstained	0	votes,	equivalent to	- Percent
Void Ballot(s)	0	votes,	equivalent to	0.00 Percent
Total (s)	982,319,843	votes,	equivalent to	100.00 Percent

#### Agenda Item 8 To consider other matters (if any)

The Chairman allowed the shareholders to propose other matters which such proposal must be in accordance with the applicable law. However, no shareholders propose other matters. The Chairman gave the Meeting an opportunity to raise additional questions.

Khun Sombat H. Piancharoen, a shareholder who attend the Meeting in person, inquired whether the Company's holding of 13.128 million shares, or 4.38 percent, in Chaosua Foods Industry Public Company Limited ("CHAO") indicates an intention to take over the business, or if the Company sees any specific advantages or disadvantages in holding such shares.

Khun Itthipat Peeradechapan, Director and Chief Operation Officer, explained that while the Company has invested in the said business there is no intention to take over the business. The investment is considered long-term, based on the high quality and strong brand image of CHAO's products, as well as the potential for future business expansion. The Company also sees opportunities for joint product development to enhance business potential. However, such collaboration would require further negotiation and time for thorough study and planning.

Khun Phawana Patumutrangsi, proxy of the Thai Investors Association, suggested that listed companies on the Stock Exchange of Thailand organize general or extraordinary meetings of shareholders in both onsite and online meetings, or hybrid meetings, to facilitate communication and inquiries between shareholders, executives, and the board of directors, which is in line with the circular letter of the Securities and Exchange Commission (SEC) regarding cooperation on organizing general shareholders' meetings, dated March 19, 2025.



Therefore, we would like to propose that the Company consider organizing a hybrid meeting in accordance with the policy of the Investors Association mentioned above.

The Chairman explained that the Board of Directors will consider the suggestion regarding a hybrid shareholders' meeting and determine the most appropriate format in alignment with the said policy. However, the Company must carefully evaluate various factors, with the primary focus being the best interests of its shareholders.

Khun Hangchai Akkhawasakul, Thai Shareholders Association, proxy of Mr. Kittiwat Sucharitpong, expressed support for holding a hybrid shareholders' meeting, considering it the most effective approach. He also suggested that, at a minimum, the Company should hold an onsite meeting to allow shareholders the opportunity to ask questions directly.

The Chairman acknowledged the suggestions and stated that the Company will review and address all matters raised, with the primary focus being the best interests of its shareholders.

Khun Rakkiat Thaiaporn, a shareholder who attend the Meeting in person, inquired: (1) how does the Company plans to deal with the U.S. tax measures; (2) the current status regarding the cost of seaweed; (3) given that the tax privilege period under its initial investment promotion certificate (BOI) has expired, resulting in increased income tax expenses, whether the Company intends to apply for a new investment promotion certificate, and what the Company's plan is in this regard.

Khun Itthipat Peeradechapan, Director and Chief Operation Officer, explained that in 2024 - 2025, the Company has faced significant challenges due to the increasingly fierce competition in overseas snack markets, particularly in China and Indonesia. In China, the Company has very strong competitors and competitors' products in China are continuously innovating. Therefore, the Company has slowed operations to adjust its strategies to regain market share and may consider altering its business model. Indonesia is the Company's focus market. The Company has appointed new distributors to adjust the business model to compete with competitors, including plans to establish a local factory to reduce production costs. For production, although the Company experienced higher seaweed prices last year, the Company has a strategy to focus on managing raw material to be sufficient for production by purchasing in advance during high-cost periods to ensure adequate raw material for future growth. Due to the increase of seaweed costs, the Company implemented strategies such as integrating machinery into the production process to reduce labor expenses. However, current machinery technology cannot operate

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all production stages, the Company continues to invest in machinery development. In addition, the Company has other plans to manage fluctuating seaweed costs including adjusting bulk purchasing of raw materials in advance to manage the costs, and modifying product pricing and distribution strategies to align them with cost structures and continuous developing and launching new products both domestically and internationally, such as popcorn and nuts, and through partnerships to grow the popcorn market and import international snack products.

Khun Tipnapa Jitjang, Chief Financial Officer, further explained that according to the Q4/2024 financial statement, the Company's income tax expenses increased due to the expiration of its first investment promotion certificate (BOI). This impact is expected to continue into early 2025, as the Company will begin operating under its fifth investment promotion certificate (BOI) around Q2/2025. It is expected the decrease of income tax expenses in the second half of 2025. In addition, the Company will proceed with the business plan focused on developing new products that will result in the Company being exempted from tax.

Khun Rakkiat Thaiaporn, a shareholder who attend the Meeting in person, further inquired as the Company's total revenue compared to 2019, when the Company was impacted by the Covid-19 outbreak, slightly increase, and the executives have targeted the Company's sales of THB 10 billion. Khun Rakkiat inquired when the executives expect the Company to achieve this goal.

Khun Itthipat Peeradechapan, Director and Chief Operation Officer, explained that the Company's sales both domestically and internationally have continuously grown. However, the Company's sales in China have declined from over THB 2 billion to approximately THB 1 billion, as the Company has a vision to diversify sales across multiple countries. While the decline in China exceeded expectations, sales in other international markets have grown significantly. In China, the snack market is highly competitive, and the Company has more than 20 - 30 competitors in China. The Company is exploring solutions and may consider changing the business model as the Company's current business model through distributors could use the Company's limited technology. If the Company can adjust the business model to be more flexible, the Company will regain higher sales.

Regarding the sales target of THB 10 billion, the Company initially expected to achieve the target around 2028. However, the Company have to conduct other businesses other than the seaweed business to achieve the target. In this regard, the Company is seeking new

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business partners to expand its product and support the Company in achieving the set target.

Secretary, informed that Khun Smith Saengsuphawanich, a shareholder who attend the Meeting in person, submitted 3 questions via a question card: (1) in which month will the Company begin using seaweed sourced at lower costs; (2) how does the Company plan to manage raw materials during fluctuations in seaweed prices; (3) what are the Company expectations from its investment in CHAO. All 3 questions were similar to those previously raised by other shareholders and had already been addressed by the Board of Directors and executives.

Khun. Thiradech Chulodung, a shareholder who attended the Meeting in person, inquired that since the company's main products are mostly seaweed and other companies have developed products that combine seaweed with other ingredients, such as grains, whether the Company has plans to develop such products. If so, it is expected the reduction of the seaweed cost by decreasing the amount of seaweed used per product.

Khun Itthipat Peeradechapan, Director and Chief Operation Officer explained that the Company had previously developed such products prior to the COVID-19 outbreak but paused production during the pandemic. The product has a high cost, so these products were not suitable for distribution through the Company's existing channels. Nevertheless, the Company continues to explore solutions to manage seaweed raw material costs and is actively seeking production channels that supports the Company's growth.

Khun Thiradech Chuladung, a shareholder who attended the Meeting in person, further inquired that according to the information disclosed at the shareholders' meeting of Ichitan Group Public Company Limited ("ICHI"), the Company has a plan to engage ICHI as an OEM for beverage production. Khun Thiradech inquired clarification on this matter and the expected timeline for product launch.

Khun Worapong Kietdumrongwong, Chief Revenue Officer, explained that the beverage market is relatively large; therefore, the Company is interested in investing in this market, with a focus on refreshment beverages.

The Company has discussed with ICHI to launch such products for distribution via Online channel. However, the products are still under development, and the Company will provide further details to shareholders once there is greater clarity.

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By the end of the 2025 Annual General Meeting of Shareholders, there were 32 shareholders attending the meeting in person, representing 411,936,807 shares, and by proxy 135 shareholders, representing 570,384,138 shares. Thus, there were in total 167 shareholders attending the Meeting in person and by proxy, representing 982,320,945 shares in aggregate, equivalent to 71.97 percent of the total of shares sold excluding treasury stock of 1,365,000,000 shares.

As it appeared that no shareholder raised any further questions, the Chairman thanked the shareholders for their kind attention and thanked for the opportunity for the Company to clarify, including the suggestions. Then the Chairman declared the meeting was concluded at 15.16 hours

		Signed	_Chairman of the meeting
		(Mr. Yuth Vorachattarn)	
Signed	l	_ Recorder of the Minutes of the meeting	
	(Mr. Anajak Limphaisan)		
	Company Secretary		

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