

-Translation-

Minutes of Extraordinary General Meeting of Shareholders No.1/2024 NR Instant Produce Public Company Limited Tuesday 19 November 2024 at 14.00 hrs. via Electronic Meeting (E-EGM)

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Date and Time

The Extraordinary General Meeting of Shareholders No.1/2024 (the "**Meeting**") of NR Instant Produce Public Company Limited (the "Company") was convened on Tuesday 19 November 2024 at 14.00 hrs. via electronic meeting (E-AGM) at Sarocha meeting room, Arnoma Grand Hotel, 99 Ratchadamri Rd, Lumphini, Pathum Wan, Bangkok 10330, in accordance with emergency decree on electronic meetings, B.E. 2563 (2020) and criteria specified in the related laws and regulations on electronic meeting.

The meeting commenced at 14.00 hrs.

Prior to the Meeting, Ms. Boontharika Boonkhum, acting as the facilitator (the "Facilitator") of the Meeting informed the updated and basic information about the Company as follows:

Registered capital	1,485,443,157	Baht
Paid-up capital	1,417,657,291	Baht
Divided into	1,485,443,157	Ordinary shares
Par value of	1.00	Baht

The Company set the record date for the Meeting to determine the list of shareholders entitled to attend the Meeting on 18 October 2024 in accordance with Section 225 of the Securities and Exchange Act B.E. 2535.

The facilitator then introduced the Company's directors, Executives, Independent financial advisor, and Legal advisor who attending the Meeting according to the name as listed as follows.

<u>Directors in attendance</u> totaling 9 out of 10 directors, representing 90 percent of the Company's directors <u>Directors attending the Meeting at Sarocha meeting room, Arnoma Grand Hotel</u>

1. Mrs. Kesara Manchusree Independent Director / Chairman of the Board of Directors /

Chairman of the Corporate Governance and Sustainability Committee

2. Dr. Dhas Udomdhammabhakdi Independent Director / Chairman of the Audit Committee /

Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Member of the Corporate

Governance and Sustainability Committee

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3. Mr. Udomkarn Udomsap Independent Director / Chairman of the Nomination and

Remuneration Committee / Member of the Investment Committee /

Member of the Audit Committee

4. Mr. Korawut Leenabanchong Independent Director / Chairman of the Investment Committee

5. Mr. Hester Chew Director

6. Mr. Dan Pathomvanich Director / Member of the Risk Management Committee / Member of the

Investment Committee / Member of the Corporate Governance and Sustainability Committee / Chairman of the Executive Committee / Chief

Executive Officer

7. Miss Penhurai Chaichatchaval Director / Member of the Risk Management Committee / Member of the

Investment Committee / Member of the Executive Committee / Chief

Financial and Investment Officer

8. Mr. Teerapong Lorratchawee Director / Member of the Risk Management Committee / Member of the

Corporate Governance and Sustainability Committee / Member of the

Executive Committee / Chief Operating Officer

Director attending via electronic meeting

9. Mr. Tai Chuan Lin Director / Member of the Investment Committee

Director in absence

10.Mr. Yeo Kok Tong Independent Director / Member of the Audit Committee

Member of the Nomination and Remuneration Committee

Independent Financial Advisor present at the Meeting:

Mr. Kasin Theanchai
 Mr. Wisarit Ratanakongnate
 CL Advisory Limited
 CL Advisory Limited

The Company's Legal advisor present at the Meeting:

Mr. Ekkamol Emradee Able & Primpton Limited

In addition, Mr. Thongtos Panglad, member of Shareholders' Right Protection Volunteer club of Thai Investors Association attended the Meeting through electronic mean to observe the Meeting. Inventech System (Thailand) Co. Ltd. was responsible for registering and counting votes.

The Meeting was informed that at 14.00 hrs. there were 9 shareholders with the number of shares 1,443,154 shares, 41 proxies with number of shares 716,124,616 shares. Total shareholders attending the Meeting were 50 shareholders with total number of shares 717,567,770 shares or approximately 50.6164% of total paid up capital at 1,417,657,291 shares. Therefore, the Meeting reached a quorum according to the Company's Article of Association.

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

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

The Facilitator informed the Meeting that the Company convene the Electronic Meeting with the live broadcast system being controlled at the Sarocha meeting room, Arnoma Grand Hotel, 99 Ratchadamri Rd, Lumphini, Pathum Wan, Bangkok 10330 and via electronic meeting (E-EGM) in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and relevant laws and regulations. The Company already disclosed the Meeting detail together with the measures and procedures to attend the Meeting to the shareholders via the Stock Exchange of Thailand ("SET") electronic channel and on the website of the Company. To ensure that the Meeting was convened smoothly, the Meeting procedures, voting criteria and details of each agenda were expounded to the shareholders as follow:

- 1. According to the Company's Articles of Association, each shareholder or a proxy authorized by any shareholder to vote on his/her behalf is entitled to vote equal to the number of shares held, whereby one share shall be equal to one vote. Shareholders may not vote on an agenda item where they have vested interests.
- 2. Shareholders and proxies shall cast their votes to either approve or disapprove or to abstain from their votes only. The votes on each agenda item cannot be divided except for the votes of custodians.
- 3. For each agenda item, shareholders shall cast their votes through the e-meeting system and shall cast their votes either to approve or disapprove the agenda item or abstain their votes only. In the event that a shareholder does not cast their votes via the e-meeting system or press "cancel the most recent vote," their votes will be counted as approval, except for proxy votes for proxy grantors who have specified their voting intention. The votes can be altered until the voting for the agenda item is closed.
- 4. As for the shareholders who have appointed directors or independent directors as their proxies, the Company shall cast votes of approval, disapproval or abstention on each agenda item according to their requisition.
- 5. For each agenda item, the voting will be closed one minute after the Chairman announced the beginning of the voting. Attendees may cast and change their votes from the beginning of the meeting up until the voting for the agenda item is closed.
- 6. In counting the votes for each agenda item, the e-meeting system combines the votes cast with the votes indicated by proxy grantors. The sum is the result for the agenda item.
- 7. The total number of shareholders or proxies and the number of votes on each agenda might vary from item to item since shareholders or proxies might leave the e-meeting or later enter the e-meeting.

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8. Shareholders or proxies wishing to leave the meeting may express their intention to do so by pressing the "leave the meeting" and pressing "confirm" buttons. If they leave before the meeting ends, the e-meeting system will remove their votes for the agenda items not yet voted on. Shareholders and proxies may re-enter the e-meeting and cast their votes on the remaining agenda items until the voting period ends.

9. For each agenda item, the votes of the shareholders and proxies shall be counted in accordance with the voting procedures, and the results of all the agenda items shall be announced before the end of the meeting.

Guidelines for asking questions

1. Before voting on each agenda item, the Company will provide an opportunity for shareholders or proxies to ask

questions or express their opinions on matters related to that agenda item as deemed appropriate.

2. Shareholders or proxies who wish to ask questions or express opinions on any agenda item may type their

questions into the system or ask via the video conferencing system. Please turn on your camera and microphone,

and when signaled to ask a question, state your full name before asking each question. For questions unrelated to

the agenda items, kindly reserve them until after all agenda items have been considered.

3. In the case of numerous questions, to maintain the efficiency of the meeting, the Company reserves the right to

group questions as deemed appropriate. For any questions that are not addressed during the meeting, the Company

will record and include responses to questions related to the agenda items in the meeting minutes.

Condition for voting criteria in each agenda

Agenda 1 To consider and approve the ratification of providing financial assistance to related parties 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.

In addition, the Company also aware and gave priority to personal data collection of shareholders and proxies.

Therefore, in order to promote good governance and comply with the Personal Data Protection Act (PDPA), the

Company notified privacy notices for shareholders and proxies and relevant persons to know that the Company

has recorded still and motion images of the Meeting that shows the picture of the Meeting, persons who expressed

opinions and asked the questions throughout the Meeting with the purpose reporting and public relations through

electronic and printing media which may appear pictures of the attendees but the Company will not specify the

details of the person who attended the Meeting.

In this regard, the Company requested consent to disclose the names and surnames of shareholders and proxies

who asked questions as well as names of directors, executives, auditors, legal advisors attending the Meeting and

answering questions in the Minutes of the shareholders' meeting.

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The Facilitator invited Mr. Ekkamol Emradee, the Legal advisor, to witness the vote counting process.

Then, the Facilitator invited the Chairman to convene the Meeting according to the sequence of the agenda as follows.

Agenda 1 To consider and approve the ratification of providing financial assistance to related parties

The Chairman assigned Miss Penhurai Chaichatchaval, Chief Financial and Investment Officer ("Chief Financial and Investment Officer"), to report the details of this agenda.

The Company, along with its subsidiaries, provided and received financial assistance to and from Asian Food Corporation Limited ("AFC"), the major shareholder of the Company, during the period from February 2022 to 30 September 2024. Such financial assistance was rendered in the form of advances, promissory notes with specified repayment terms, and/or on-call repayment obligations, bearing interest rates ranging from 0.00% to 6.50% per annum. The purpose of this assistance was to extend short-term financial support to AFC and to optimize the Company's financial liquidity management. It is hereby officially recorded that all financial obligations arising from this assistance have been fully settled.

Unit: Baht

Period	Beginning of	Increase during	Decrease during the	Ending of the
Period	the period	the period	period	period
Year 2022	1	30,000,000	30,000,000	ı
Year 2023	-	469,734,300	390,834,300	79,000,000
1 Jan - 30 Sep 2024	79,000,000	659,702.908	732,652,908	-

When calculating the transaction size of the financial assistance provided, the size ranges from 4.46% to 25.04%. This qualifies as a related-party transaction involving the providing of financial assistance to a connected entity and requires approval from the shareholders' meeting.

Unit: Baht

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	Accumulated Loans	Interest Payment	Total
Year 2022	30,000,000	-	30,000,000
Year 2023	469,834,300 651,339		470,485,639
1 Jan – 30 Sep 2024	659,702,908 1,382,916		661,085,824
		1,161,571,463	
	Transaction size to no	4.46 – 25.04	
	the Comp	4.40 – 25.04	

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The financial assistance received was in the form of advances, promissory notes with specified repayment terms, and/or on-call repayment. In most cases, AFC did not charge interest on the loans, with only a few transactions incurring interest. The purpose of obtaining financial assistance was to provide working capital and support the Company's business operations.

Unit: Baht

Period	Beginning of the	Increase during the period	Decrease during the period	Ending of the period
	period			
Year 2022	ı	151,012,880	151,012,880	ı
Year 2023	-	44,632,108	36,096,310	8,535,798
1 Jan – 30 Sep 2024	8,535,798	229,090,033	184,732,298	52,893,533

The size of the financial assistance received by the Company amounted to 0.01%, which is classified as a small transaction and was approved by the Company's management.

Unit: Baht

	Accumulated Loans	Interest Payment
Year 2022	151,012,880	206,460
Year 2023	44,632,108	-
1 Jan – 30 Sep 2024 229,090,033		-
	206,460	
Addition	678,676	
	885,136	
Transaction size to net tangible assets of the Company (%)		0.01

However, the requirement to seek shareholder approval for the related-party financial assistance resulted from a misunderstanding by the management regarding the criteria for calculating the transaction size. The management mistakenly believed the transaction size should be calculated based on the net outstanding balance between loans provided and repayments received as of the end of the reporting period. Consequently, the management did not report or present the matter to the Audit Committee and the Board of Directors.

Upon being informed of the matter, the Board of Directors conducted a review and took corrective actions to ensure compliance with the regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

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The Audit Committee and the Board of Directors assessed the related-party financial assistance in terms of risks, impacts on stakeholders, and fairness. They concluded that the Company faced no risk of non-repayment, as all loan amounts had been fully repaid. However, the Board of Directors noted that the interest rates applied did not accurately reflect the Company's actual cost of fund. As a result, the Board of Directors resolved to adjust the interest rate to 7.61% per annum, calculated based on the Company's bond interest rate plus issuance costs and a margin. This revised rate was applied retroactively to all past transactions.

To ensure fairness, the Board of Directors resolved to use the revised interest rate for all financial assistance transactions, both provided and received. Based on this recalculated interest rate, the Company owed additional interest of THB 678,676 to AFC. However, AFC subsequently issued a letter waiving the interest, thereby relieving the Company of any obligation to pay the additional interest amount.

Items	Interest (Based on 7.61% Rate) (A)	Interest Paid (According to Financial Statements) (B)	Additional Interest Payable (A - B)
Providing financial			
assistance	4,705,911	2,034,255	2,671,656
Receiving financial			
assistance	3,556,791	206,460	3,350,331
Total Additional Interest			
Payable to AFC			678,675

After Ms. Penhurai Chaichatchaval, Chief Financial and Investment Officer, presented the details of the agenda to the meeting, the Facilitator invited Mr. Kasin Theanchai, the Independent Financial Advisor, to provide his opinion on the related-party financial assistance transactions.

Independent Financial Advisor's Opinion

Regarding the providing financial assistance transactions between the Company and its related parties, the Company's objective was to provide short-term financial assistance to AFC to repay principal and interest on loans that AFC had obtained to assist the Company. The Independent Financial Advisor opined that this objective was inappropriate. However, the financial assistance

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provided for liquidity management was deemed reasonable, as managing cash flow could yield higher short-term returns than bank deposit interest rates.

From August 2022 to November 2023, the Company provided financial assistance to AFC, both with and without interest charges. The transactions without interest charges were deemed inconsistent with the stated purpose of liquidity management.

Nonetheless, the Board of Directors resolved to apply a fair interest rate of 7.61% per annum for both parties, calculated based on the Company's debenture cost, including issuance expenses and a margin. The Independent Financial Advisor concurred that this rate was appropriate, as it reflected the Company's cost of fund. The revised interest rate resulted in an additional interest obligation of THB 678,676 owed by the Company to AFC. However, AFC issued a waiver letter, releasing the Company from this obligation.

The loan terms included an unspecified repayment period and on-call repayment, which the Independent Financial Advisor found appropriate for liquidity management purposes. The flexibility of on-call repayment allowed the Company to manage its cash flow effectively.

In term of loan collateral, the Company did not require collateral for the loans provided to AFC, which the Independent Financial Advisor found inappropriate. In the event of insufficient liquidity on the borrower's part, the Company would face prolonged legal proceedings to recover the debt. However, since all loans were fully repaid, this concern was released. The advantage of the providing financial transaction to AFC was to enhance liquidity management for the Company and its subsidiaries while the disadvantages were the potential financial liquidity risks and missed investment opportunities in higher-yielding assets or businesses. In addition, the advantage of transactions with related parties was the ease to track information compared to external parties while the disadvantage was the potential conflicts of interest. Based on the above considerations, the Independent Financial Advisor recommended that shareholders approve the ratification of the financial assistance transactions with related parties.

The Facilitator then invited Ms. Kesara Manchusree, Chairman of the Meeting, to summarize the Board of Directors' opinion.

Board of Directors' Opinion

The Board of Directors recommended that the Extraordinary General Meeting of Shareholders ratify the financial assistance transactions with related parties. After reviewing the risks, benefits to the Company, and fairness of the transactions, the Audit Committee and the Board of Directors concluded

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ทะเบียนเลขที่ : 0107562000483 เลขประจำตัวผู้เสียภาษี : 0107562000483 สำนักงานใหญ่: 99/1 หมู่ที่ 4 ตำบลแคราย อำเภอกระทุ่มแบน จังหวัดสมุทรสาคร 74110

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that risk was minimal since all loans had been fully repaid, there was no risk of non-repayment. In terms of financial benefit, The Audit Committee proposed revising the interest rate to better reflect the Company's actual financial costs. This adjustment was applied to all past financial assistance transactions, both provided and received. Although the recalculated interest resulted in an additional obligation for AFC, AFC waived the interest payment, leaving the Company without any additional obligation.

To prevent similar incidents in the future, the Company has established additional measures for related-party transactions. These include implementing stricter internal controls, revising the related party transactions manual, and providing training and clear communication to all relevant employees to ensure compliance.

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

Questions

Mr. Thongtos Panglad, representing the Thai Investors Association, asked the following questions:

- 1. Regarding the providing financial assistance transactions with AFC by the Company and its subsidiaries during Q1/2022 to Q3/2024, why were these transactions not presented to the Audit Committee or the Board of Directors? Were there defined approval authorities for these transactions?
- 2. To prevent recurrence, the Company stated it had introduced additional measures for related-party transactions, including enhanced internal controls and revisions to the manual (as mentioned in Section 7, Paragraph 2 of the Information Memorandum Regarding the Ratification of Providing Financial Assistance to Related Party). Could the Company elaborate to reassure shareholders and investors?

Answer

Dr. Dhas Udomdhammabhakdi, Chairman of the Audit Committee, responded as follows:

The transactions were not reported or presented for approval due to a misunderstanding by management regarding the criteria for calculating related-party transaction sizes. As a result, the transactions were not submitted to the Audit Committee or the Board of Directors. The Company adheres to the rules set forth by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) regarding approval authorities.

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The Audit Committee and the Board of Directors have instructed management to strictly comply with the relevant regulations and issued a warning against conducting related-party transactions that do not align with SET and SEC rules. The Company's Group Compliance and Internal Process department has been directed to develop a comprehensive manual on related-party transactions, which all relevant personnel must adhere to strictly. Additionally, the Group Compliance and Internal Process department will monitor adherence to this manual quarterly and report regularly to the Audit Committee.

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

Resolution

The Meeting resolved to approve with a vote of no less than three-fourths (3/4) of total number of votes of shareholders present at the meeting and had right to vote as follow:

Approved	275,846,577	votes,	equivalent to	99.9085
Disapproved	55,700	votes,	equivalent to	0.0201
Voided	0	vote,	equivalent to	0
Abstained	196,716	votes,	equivalent to	0.0712
The Interested				
Shareholders' equity	446,792,597	votes,	Not constituted as vote	

Agenda 2 Consider other matters (if any)

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

The Facilitator stated that according to Section 105 of the Public Limited Company Act B.E. 2535, when the General Meeting of Shareholders completely considered the agendas specified in the notice of Meeting, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the General Meeting of Shareholders to consider other matters in addition to those specified in the notice of Meeting.

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

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

Question Mr. Khaolop Wichaporn, a shareholder attending in person, raised the following inquiries:

- 1. What is the current status of debt repayment by EKold Company? Given that Bitcoin prices have reached new highs, will there be any legal actions pursued, and if so, how will these be handled?
- 2. Does the Company have measures in place to manage foreign exchange risks?
 Given that in this quarter, the Company reported a foreign exchange loss amounting to THB 35.1 million.
- 3. The Company's revenue in Q3/2024 increased by over 35% compared to the same period last year, primarily driven by the pet food business and the direct-to-consumer segment. Should the Company focus on these two areas, such as developing its own pet product brand, rather than investing further in Bamboo Mart?

Answer

- Ms. Penhurai Chaichatchaval, Chief Financial and Investment Officer, addressed the Meeting with the following responses:
- 1. The loan agreement between the Company and EKold has a term of five years, beginning in May 2022 and maturing in 2027. EKold is obligated to repay the principal along with interest. Currently, the repayment is not yet due, and as such, no specific actions have been taken regarding EKold. However, the Company continues to monitor the situation closely. It has been preliminarily noted that EKold is in the process of selling Bitcoin mining machines to generate funds for repayment before the loan's maturity date.
- 2. For foreign exchange risk, the company has a foreign exchange risk management policy in place, utilizing forward contracts to hedge against currency fluctuations. The foreign exchange loss of THB 35.1 million reported in this quarter primarily reflects adjustments to the value of foreign currency-denominated assets and liabilities to their current market value. These are accounting entries for unrealized exchange rate fluctuations and do not represent actual cash losses.

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3. The Company's 35% revenue growth was driven by the pet food business and the direct-to-consumer segment. Retail business, such as the investment in Bamboo Mart in the UK, are part of the direct-to-consumer segment. In Q3/2024, revenue across all business segments showed growth compared to the same quarter last year. However, during the same period last year, both the pet food and retail segments experienced relatively lower sales, providing context for the growth comparison.

Answer

Mr. Dan Pathomvanich, Chief Executive Officer, provided the following additional clarification to the Meeting:

Regarding pet food sales in the previous year, the Company was in the early stages of utilizing its production capacity. Within nine months of establishing the factory, the Company achieved a production utilization rate of 90%, prompting an increase to 100% capacity from 1,800 tons per month to 4,000 tons per month in May this year. Currently, the Company is considering another production capacity expansion to meet rising demand. The increased revenue in Q3/2024 compared to Q3/2023 was partly driven by retail operations in the UK. The Company's strategic focus remains on its core businesses. Over the past period, the Company has not expanded or invested in other areas, except for retail, which is considered part of the Company's supply chain. For Bamboo Mart, the Company plans to raise funds through a stock market listing to enhance its capability for stable business operations. This investment has been deemed successful, as evidenced by a sales growth of 60%, largely attributed to organic growth.

When no shareholders or proxies asked questions or expressed further opinions. The meeting facilitator informed the number of attendees as follows:

Registration information at closed meeting time					
Shareholder's type	Number of shareholders Number of shares				
Shareholders	12 persons	Number of shares	6,766,870	shares	
proxies	41 persons	Number of shares	716,124,616	shares	
Total	53 persons	Total number of shares	722,891,486	shares	
Total shares are	50.9919%	of Total paid up capital	1,417,657,291	shares	

In addition, the Company asked for cooperation from shareholders to participated in a satisfaction survey for the 2024 Extraordinary General Meeting of Shareholders and expressed their opinions for the benefit of improving the

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next meeting by scanning the QR CODE that appears on the screen. Kindly requesting shareholders or proxies who attend the Meeting at the meeting venue return all ballots to the staffs at the exit of the meeting room.

Lastly, the Chairman thanked all shareholders for taking their time to attend this Meeting and closed the Extraordinary General Meeting of Shareholders No.1/2024.

The Meeting was adjourned at 14.50 hrs.

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

Signed <u>-- Boontharika Boonkhum --</u> Company Secretary and (Miss. Boontharika Boonkhum) Minutes Taker

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