

19 December 2024

Subject: Additional Clarification on the Q3/2024 Financial Statements [as requested by SET \(Amendment\)](#)

To: The President
The Stock Exchange of Thailand

Reference: The Stock Exchange of Thailand Letter No. BorJor. 322/2024 dated December 13, 2024

NR Instant Produce Public Company Limited (the "Company") has received a letter from the Stock Exchange of Thailand (the "SET") No. BorJor. 322/2024 dated December 13, 2024, requesting additional clarification regarding the Company's Financial Statements for the third quarter of fiscal year 2024,

The Company would like to clarify as follow:

1. The ability to continue as a going concern of the group company

NRF's current liabilities exceeded its current assets (1,736 MB) and its debentures will be due in April 2025 (1,308 MB). However, the company has receivables from the sale of investments and lending to other entities and the former subsidiary as follows:

- Sale of investment in BNRF to Boosted Ecommerce, Inc. (Boosted) with a transaction value of THB 729 million was executed through the following method:
- Sale of BNRF's shares to Boosted Ecommerce, Inc. (Boosted) (Selling Value 729 MB) with the payment as follows:
 - (1) Newly issued shares of Boosted for 412 MB (currently, on the process of obtaining an independent appraiser to assess fair value).
 - (2) Promissory note issued by Boosted for 206 MB, due on September 30, 2027 (next 3 years).
 - (3) Cash for 111 MB.
- Long-term loans to Kairous Ventures Limited and Boosted totaling 307 MB (18% of net tangible assets), of which 260 MB was provided to Boosted in 2024.
- Long-term loan to eKold Co., Ltd. ("eKold") of 33 MB, a former subsidiary that was sold since 2022, with the Company providing a provision for expected credit losses in full in 2024.

The Stock Exchange requests the Company to provide additional information as follows:

1.1 The rationale, appropriateness, impact on the Company's liquidity and debt repayment ability from the case of receiving payment for the sale of BNRF in the form of shares of the Purchaser and promissory notes due

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in the next 3 years, representing 85% of the sale value, and long-term loans to Boosted and Kairous Ventures Limited, while the Company has a large amount of debt that is about to mature.

Clarification:

In 2023, the Company established a 3-year strategic plan for 2023-2025, focusing on its core businesses of integrated food production and retail. The Company planned to sell investments unrelated to these core businesses to enhance its liquidity. Therefore, when Boosted (which sells various products on Amazon.com, not including BNRF's product categories) and is a shareholder of BNRF (which sells supplementary food products on Amazon.com) expressed interest in purchasing BNRF shares, the Company considered and accepted this investment sale proposal. This decision was made because Boosted wanted to expand its product diversity, and since Boosted already has expertise in this business, selling BNRF to Boosted would support Boosted's business growth potential. This transaction not only provides some liquidity to the Company but also offers potential future benefits such as dividends in its capacity as a shareholder.

Regarding the debt settlement through promissory notes maturing in 3 years, the Company will receive quarterly interest at 7%. Should Boosted maintain sufficient operational cash flow, the payments against the promissory notes will be made to the Company on a quarterly basis. As for the portion settled through Boosted's common shares at the stated value, this was negotiated using the reference case of UBS Bank's investment in Boosted in early September 2024. The Company negotiated a 20% discount from this reference case. Furthermore, the Company engaged an independent financial advisor, Jay Capital Advisory Company Limited, to conduct a valuation of said shares, and the agreed transaction price falls within the range specified in the independent appraiser's report. However, the auditor maintains that the information provided is insufficient to express an opinion on the Q3/2024 financial statements and requires additional independent appraisals (who is approved by the SEC). The Company has subsequently engaged another independent appraiser as requested by the auditor in Q4/2024, and this additional valuation is currently in progress.

However, the Company would like to further clarify that the Company has never provided any long-term loans to Boosted. The item listed as a long-term loan in the financial statements refers to the payment received for the BNRF sale through a 3-year promissory note as mentioned above, which is an amount that Boosted must pay to the Company in the future.

Regarding the long-term loan to Kairous Ventures Limited, its purpose was for future acquisition opportunities, which would be considered based on the certainty of business combination in the SPAC project and the absence of debt obligations. According to the loan agreement between the subsidiary and Kairous Ventures Limited, the loan could be repaid with shares of Kairous Asia Limited ("KAL") (the Company previously held 49% before debt settlement), which is the Sponsor company of Kairous Acquisition Corp. Limited ("KACL"), a SPAC company listed on the NASDAQ stock exchange in the United States. The Company has already received the loan repayment in the form of 1,176,643 KAL shares on November 1, 2024. The share-based repayment was in

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accordance with the agreement which allowed for settlement in shares. As a result, the Company now holds all shares in KAL, and KAL holds 2.3 million shares in KACL, representing a 100% shareholding.

The rationale for entering into such a transaction through the aforementioned method is primarily for the maximum benefit of the Company and its shareholders. In the current volatile global economic conditions and limited liquidity situation, if the Company were to sell for cash payment only, there might be a very high discount rate, and the sale value would decrease. Therefore, the Company needs to find alternative payment methods that would maximize benefits for the Company.

Regarding short-term debt obligations due in 2025, the Company has liquidity management plans and is in the process of implementation to ensure normal business operations. The Company will inform relevant stakeholders accordingly in due course.

- 1.2 The appropriateness of selling eKold's shares without requiring the buyer to pay the debt from 2022 and the action taken to recover the debt.

Clarification:

The loan agreement with eKold. has a 5-year term, with the full principal repayment scheduled for the fifth year, which is 2027. In 2022, eKold Co., Ltd. was a subsidiary of the Company, and at that time, the Company did not face any liquidity issues; therefore, the loan was granted. However, the auditor has insisted on a full allowance for doubtful debt, despite the fact that the loan is not yet due for repayment.

- 1.3 Has the Company complied with the relevant criteria? If not, please provide the reasons and the corrective actions being taken to improve the internal control system to comply with the relevant criteria.

Clarification:

The Company has considered the relevant criteria. Both criteria for acquiring or disposing of assets and investments including the criteria for connected transactions of the Stock Exchange of Thailand. However, the company will review and improve internal communications, as well as emphasize to relevant parties the understanding of related criteria for strict implementation going forward. What are the opinions of the Board of Directors and the Audit Committee on the issues in items 1.1-1.3, and how do they maximize benefits for the Company and shareholders?

- 1.4 The opinions of Board of Directors and Audit Committees on the issues in no.1.1-1.3 and provide the maximum benefit to the company and its shareholders.

Clarification:

The sale transaction of investment in B NRF to Boosted was approved by the Executive Committee on August 20, 2024. The Board of Directors acknowledged the transaction and the common share valuation method in Meeting No. 19/2024 on November 14, 2024, and suggested that management should discuss with the auditors regarding the rationale for using such valuation method to ensure the information is clear

and most appropriate. Regarding the reasonableness of the transaction, The Audit Committee and the Board of Directors believe that the proposed action aligns with the company's 3-year strategy, which has been developed in collaboration with leading consulting firms since 2023. The Company will primarily focus on its food business. Therefore, the Company will consider divesting investments in unrelated businesses. In considering significant transactions, the Company has appointed an independent financial advisor, approved by the Stock Exchange, to provide an opinion on the appropriateness of the transaction. In this process, the Audit Committee and the Board of Directors prioritize the benefits to the Company and its shareholders. Regarding debt collection, the Audit Committee and the Board of Directors have been monitoring the progress on a quarterly basis.

2 Investment purchase and impairment recognition within a short period.

As the auditor has noted and the notes to the financial statements, item 7.2, specifying the purchase of Galalane investment which has a high amount of goodwill and recording impairment of investment in a short period of time. In addition, the Company's information shows that it has an investment in Alpha Organic Company Limited ("Alpha Organic") which has not yet recorded impairment of investment, but another joint venture partner of Alpha Organic which is a listed company has recorded impairment of investment in the entire amount, summarized as follows:

Details	Value (MB)
Galalane (Holding company invested in Asian food wholesale-retail business in the UK) <u>Jul-Oct 2023</u> Subsidiary purchased 90% of Galalane for 204 MB. <u>Oct 2023</u> 2 other subsidiaries purchased additional shares in Galalane for 711 MB, NRF Group held 100%. <u>Dec 2023</u> Impairment of the investment of 17 MB was recorded. <u>Jul 2024</u> After the fair value assessment, there was a goodwill of 755 MB (83% of the investment)	Investment 915 Impairment * (17) * 2% of investment, after 6 months of investment
Alpha Organic Co., Ltd. (Sale of dietary supplement products) <u>Feb 2023</u> Group restructuring and held by 51% (a subsidiary). <u>Jan 2024</u> The company waived its right to purchase newly issued shares, reducing its shareholder to 38% and reclassified as an investment. <u>Q3/2024</u> Another listed company, which held 29% shareholder and classified as an associate company, recorded an impairment of the full investment amount (30 MB).	Investment 40

The Stock Exchange requests the Company to provide the following additional information:

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2.1 The factors led to the impairment of Galalane investment in short period, whether these factors were considered in the investment decision, as well as the financial condition and performance of Galalane after the investment.

Clarification:

The Company would like to clarify that the impairment of the investment in Galalane is in accordance with IFRS standards. During the impairment test conducted in 2023, the estimates may have been subject to inaccuracies due to the investment being at an early stage, made in August 2023, [so there was still no familiarity with the business, resulting in deviations from reality.](#)

However, the Company has provided a comparison between the actual profit and loss and the estimated figures to the auditor in order to assess the reliability and accuracy of the estimates. The actual performance exceeded the estimates, so no additional impairment was recorded in the first three quarters of 2024.

Compare actual and estimated profits and losses

Unit: MB	Actual			Estimated		
	Q1/2024	Q2/2024	Q3/2024	Q1/2024	Q2/2024	Q3/2024
SALES	251.70	264.20	260.44	212.25	262.22	266.13
EBITDA	31.05	24.92	20.49	14.89	24.89	25.13
NET PROFIT	10.46	9.93	6.41	4.11	11.21	10.84

Statement of financial position

(US Dollar)	30 September 2024
Total assets	16,465,612
Total liabilities	11,633,754
Total shareholders' equity	4,831,858

2.2 The opinions of Board of Directors and Audit Committees on the issues, including the factors used in the investment decision, the appropriateness of purchase price of Galalane's shares in each, the adequacy of the impairment recorded for goodwill and Galalane investment. In addition, whether the transactions provide the maximum benefit to the company and its shareholders.

Clarification:

In considering investments and determining purchase prices, each transaction undergoes scrutiny by the Investment Committee [which consists of independent directors and executive directors \(details are available on the Company's website\) before being presented for approval.](#) Regarding the impairment of goodwill and investment in Galalane, the Audit Committee has approved the recording of impairment in accordance with the auditor's opinion, adhering to the principle of Conservatism. Concerning Galalane's status, the Company would

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like to clarify that Galalane has been classified as a subsidiary. This investment was made to enhance consumer access, enabling direct sales of the Company's products to consumers, and strengthening the Company's core business in the long term. Notably, Galalane's actual operating results have exceeded initial projections.

As for the non-classification of Alpha Organic (formerly Indeem International), a direct sales business distributing a variety of consumer products, as an associate company, because Alpha Organic has increased its capital and the Company has waived its right to increase its capital this time, according to the resolution of the Company's Board of Directors No. 2/2024 dated January 29, 2024, resulting in a decrease in the shareholding proportion from 51 percent to 38 percent, respectively. In addition, the Company is not involved in the management and operations of Alpha Organic, and the Company no longer has a representative of the Company as a director of this company. Therefore, the auditor classified this investment group as Other Investments. The reason the Company did not increase its capital in Alpha Organic is because the Company considered that Alpha Organic's growth was not in line with the Company's expected direction and goals. For the assessment of Alpha Organic's impairment, the Company is in the process of collecting information and will closely monitor this issue.

3 Recording of Significant Increase in Allowance for Expected Credit Losses on Trade and Other Receivables

According to Note 3 to the financial statements, there is an allowance for expected credit losses from trade and other receivables totaling 376 MB, an increase of 327 MB or 667% from the previous year.

The Stock Exchange of Thailand would like to explain the details of the items, the nature and value of each debtor's debt, and the source of the recording of such allowance, along with the opinions of the Board of Directors and the Audit Committee regarding the completeness and adequacy of the consideration of recording such allowance.

Clarification:

Account Receivable			
Company	Details	Value of impairment allowance (Baht)	Source and details
NR Instant Produce PCL (NRF)	Account Receivable (Machine Leasing)	22,818,733.44	The debtor is past due for payment, so an allowance for doubtful accounts is recorded. Recorded as TFRS 9 accounting standards. However, the ownership of the machinery remains with the company, which still holds

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			value, and the company will proceed with the next steps.
City Food A 100% owned subsidiary	Account Receivable from sales of goods	657,305.66	The debtor is past due for payment, so an allowance for doubtful accounts is recorded. Recorded with reference to TFRS 9 accounting standards, but payments are still being received continuously.
Boosted NRF Corp., Inc Shareholding 55%	Account Receivable from sales of goods	(100,010.48)	The debtor is past due for payment, so an allowance for doubtful accounts is recorded. Recorded with reference to TFRS 9 accounting standards, but payments are still being received continuously.
Botany Petcare Shareholding 66.67%	Account Receivable from sales of goods	4,837,689.49	The debtor is past due for payment, so an allowance for doubtful accounts is recorded. Recorded with reference to TFRS 9 accounting standards, but payments are still being received continuously.
Total impairment losses as of September 30, 2024 (Baht)		28,213,718.11	

Balance as of December 31, 2023 **8,632,938.37**

Deducting allowance for BNRF's trade receivables from the sale of investments **(1,671,613.40)**

Balance as of 30 September 2024 **35,175,042.78**

Other Receivable

Company	Details	Value of Impairment (Baht)	Source and details
NRF	Accrued Interest	163,291.13	In the process of collecting outstanding interest payments. The principal amount has been fully received in January 2024.
Nove Foods Subsidiary of the Company in which the	Accrued Fees and Interest Receivable	2,218,056.98	Payment will be received upon contract maturity on 11 April 2027 and 30 May 2027.

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Company holds 100% of the shares.			
NRF Consumer Shareholding 100%	Funding Fee	66,261,871.06	Fees for providing credit which are depreciated in full.
City Food	Machinery Sales Receivable	(991,665.85)	Reversal of previously recorded impairment provisions following the Company's recovery of machinery.
Regeneration Capital – Cayman Subsidiary companies held by subsidiaries in which the Company holds 100% of the shares.	Investment Sales Receivable	199,988,227.08	It is a debtor from the sale of investment in Golden Triangle Health Co., Ltd., with a proportion of approximately 65% sold. The company has set aside an allowance for impairment for the entire amount. It is in the process of debt repayment and considering legal proceedings.
Regeneration Capital - Cayman	Accrued Interest	323,931.36	Interest payment has been received in the form of KAL shares in Q4/2024.
Regeneration Capital - Cayman	Intercompany Receivables	1,556,181.63	Payment will be received upon KACL's successful listing on the Nasdaq Stock Market.
Regeneration Capital – Thailand Subsidiary of the Company in which the Company holds 100% of the shares.	Investment Sales Receivable	29,798,269.19	Debtors from the sale of some of the Boosted Ecommerce investments, which are currently being pursued for debt repayment and are considering legal proceedings.
Regeneration Capital - Thailand	Accrued Interest	61,039.84	In the process of collection, with expected recovery within Q2/2025.
Total		299,379,202.41	
Balance as of December 31, 2023		42,022,708.12	
Balance as of 30 September 2024		341,401,910.53	
Total of impairment allowance (Baht)		327,592,920.52	

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สำนักงานใหญ่: 99/1 หมู่ที่ 4 ตำบลแคราย อำเภอกระทุ่มแบน จังหวัดสมุทรสาคร 74110

โทรศัพท์: (6634) 849-576-80 โทรสาร: (6634) 849 586

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เฟสบุ๊ก : NRFThailand เว็บไซต์ : <https://www.nrinstant.com>



The Audit Committee and the Board of Directors have considered these impairment provisions in accordance with the auditor's opinion, adhering to the principle of Conservatism. Nevertheless, the Audit Committee and the Board of Directors continue to instruct management to pursue all possible collection efforts to their fullest extent.

Please be informed accordingly.

Yours sincerely

Ms. Penhurai Chaichatchaval
Chief Financial and Investment Officer

Company Secretary

Tel. 064 650 5164

Email: NRF.comsec@nrinstant.com

NR INSTANT PRODUCE PUBLIC COMPANY LIMITED

Register Number : 0107562000483 TAX ID : 0107562000483

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