



NRF-Comsec-07/2024

29 January 2024

Subject: Disposal of investment in SeeWoo Chinatown Limited resulting in a ceasing of a subsidiary company  
(Revised)

To: The President  
The Stock Exchange of Thailand

NR Instant Produce Public Company Limited (the "Company") would like to inform that Executive Committee's meeting, which has been authorities delegated from the Board of Directors, dated 22 December 2023 passed a resolution to divest shares in SeeWoo Chinatown Limited ("SeeWoo"), which is a subsidiary of NRF Consumer Limited (a subsidiary of the Company which the Company holds 99.66%) to SK Global Holding Limited. As such leading to SeeWoo Chinatown Limited ceasing to be a subsidiary of the Company, [the management has misunderstanding regarding the disclosure of ceasing of a subsidiary company and delay to disclosing the information. Therefore, the Company shall disclose the information](#) with details as follows:

**1.Date of Transaction** The transaction completed on 16<sup>th</sup> January of 2024

## 2. Parties involved

**Seller:** NRF Consumer Limited (a wholly own subsidiary of the Company) holds 51.0% of shares in SeeWoo Chinatown Limited

**Buyer:** SK Global Holding Limited

**Relationship:** The transaction is not considered a connected transaction as the party involved is not a connected party.

## 3. Details of the Transaction

**Company name:** NRF Consumer Limited

**The nature of business:** SeeWoo Chinatown Limited is an Asian Supermarket in China Town, London. Products in this shop were variety of fresh and dry Asian food products.

**Paid-up capital:** GBP 1,000 (GBP One Thousand) or 1,000 shares with par value of GBP 1.0 per share

**Shareholding structure:**

Shareholders	Shareholder percentage (%)	
	Before	After
1. NRF Consumer Limited	51.0	
2. SeeWoo UK	49.0	49.0
3. SK Global Holding Limited		51.0

NR INSTANT PRODUCE PUBLIC COMPANY LIMITED

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ทะเบียนเลขที่ : 0107562000483 เลขประจำตัวผู้เสียภาษี : 0107562000483

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



Consideration amount: GBP 1,080,000 to be paid in two tranches. Tranche 1 of GBP 1,000,000 and Tranche 2 by March 15, 2024 of GBP 80,000

Reasons and necessity:

NRF Consumer became a shareholder with 51% shareholding in SeeWoo Chinatown Limited in September 2023 with the investment amount GBP 1,000,000 as well as the right to take board control and management control. Later, SK Global Holding Limited, who is the controlling shareholders of SeeWoo UK Limited which owns 49% of SeeWoo Chinatown Limited **had changed the business goals and** had requested to purchase back the shares at our cost plus GBP 80,000 **for their own operating**. The Company is now in search for the supermarket in another location with the same value and in a prime area of London, based in the Old Chinatown, in Bayswater area and opposite the main train station. SK Global Holding Limited would work **together as partner to develop product distribution channels** with NRF Consumer, Bamboo mart and affiliates to launch Bamboo Direct, an application-based delivery service. Therefore, the transaction would make benefit and suits NRF needs as well as maintain strategic partnership to develop delivery-based business.

Impact on operation and financial position of the Company:

No material impact on operation and financial position of the Company

The transaction is not a connected transaction, and after considering size of the transaction under the disclosure requirement of the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended). The transaction size is less than 15.0% of total assets. Consequently, the transaction shall not require mandatory public disclosure.

Nevertheless, the Company is obliged to report such investment to be in accordance with the Regulations of the Stock Exchange of Thailand ("SET") Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company, as this is the case where the Company dispose an investment in another company which results in that other company ceasing to be a subsidiary of the Company.

Please be informed accordingly.

Sincerely yours

Miss Penhurai Chaichatchaval  
Chief Finance and Investment Officer

Company Secretary

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