



Invitation to attend
The 2021 Annual General Meeting of Shareholders
NEP Realty and Industry Public Company Limited

Thursday, April 22, 2021 at 10.30 hrs.

By electronic means (E-AGM)

Please note that the E-AGM will be conducted online only and there will be no physical meeting arrangements for this E-AGM. Please carefully study and follow the guidelines for attending the E-AGM attached to the Notice



บริษัท เอ็นอีที อสังหาริมทรัพย์และอุตสาหกรรม จำกัด (มหาชน)
NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED
Public Company Registration No. 0107537000831



Ref: NEP012/2021

March 16, 2021

Subject: Invitation to attend the 2021 Annual General Meeting of Shareholders

To: **All Shareholders**

NEP Realty and Industry Public Company Limited

- Attachments:
1. Minutes of the 2020 Annual General Meeting of Shareholders
 2. Annual Report 2020 in QR Code
 3. Information of directors to be elected as directors to replace those retiring by rotation and new director
 4. Profiles of the Company's auditors for 2021
 5. Proxy Form B
 6. Independent Director's Profile as Proxies from Shareholders
 7. Definition of Independent Director
 8. Explanation on the documents required for attending the meeting, Method of granting proxy, Notification of the intention to attend the meeting, Procedures for attending E-AGM, Voting and Vote Counting
 9. The Company's articles of association regarding to Annual General Meeting of Shareholders
 10. Registration form for authorized signatory of juristic person, administrator of the estate, and guardian/ curator

The Board of Directors of NEP Realty and Industry Public Company Limited ("the Company") has resolved that the 2021 Annual General Meeting of Shareholders will be held on **Thursday, April 22, 2021 at 10.30 hrs. by the electronic means (E-AGM) only** (there will be no on-site registration on Thursday, April 22, 2021), which will be broadcasted from the Academy 1 meeting room, 4th floor, Pearl Bangkok Building, No. 1117 Phaholyothin Road, Samsen Nai Subdistrict, Phayathai District 10400, in order to consider the following agenda:

Agenda 1 The matters to be informed by the chairman of the board of directors

Facts and reasons: The matters informed to the meeting by chairman about its business.

Board's opinion: View as proper to shareholders should be acknowledged the matter informed to the meeting by chairman.

Note: This agenda is for information. Thus, no vote for this agenda.

Agenda 2 To adopt the minutes of the 2020 Annual General Meeting of Shareholders

Facts and Reasons: The 2020 Annual General Meeting of Shareholders was held on Thursday, July 23, 2020 was recorded correctly which viewed as proper to consider to adopt the minutes which distributed to all shareholders together with invitation letter to attend this meeting. (Attachment 1)

Board's opinion: The minutes were recorded correctly and completely. It is agreed to propose to the shareholders' meeting to approve the minutes of the 2020 Annual General Meeting of Shareholders.

Note: Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.

Agenda 3 To acknowledge the operating results of the Company for the year 2020

Facts and reasons: The Company summarized the operational results and significant changing during 2020, as stated in the 2020 Annual Report which distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 2)

Board's opinion: It is agreed to report the operating results of the Company for the year 2020 to the shareholders' meeting for acknowledgement.

Note: This matter is for acknowledgement. The resolution is not required.

Agenda 4 To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2020

Facts and reasons: The statement of financial position and statement of comprehensive income for the year ended on December 31, 2020 which has been audited by the auditors and approved by the Board of Directors. (Attachment 2)

Board's opinion: It is agreed to propose to the shareholders' meeting to approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2020.

Note: Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their vote.

Agenda 5 To approve the omission of dividend for the year 2020

Facts and reasons: The Company’s policy is to pay dividends at rate of 50% or more of its net profit after income tax and legal reserve. However, such dividend payment depends on its cash flow, investment condition and necessity of future.

According to the Public Company Limited Act Section 115 specify that “.....in case the Company had accumulated losses then the Company could not pay dividend”. Due to the fact that the Company still had accumulated losses then the Company could not pay dividend to the shareholders in accordance with the Act.

Board’s opinion: As the reason above, it is agreed to propose to the shareholders’ meeting to consider withhold dividend payment for operating results the year 2020.

Note: Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.

Agenda 6 To approve the election of directors replacing those who retired by rotation

Facts and reasons: According to the Company’s Article of Association Section 16, specifies that in every Annual General Meeting, one third of the directors must retire from duty. If the number is divided into three does not match then the number nearest to one third of the directors must retire. However, through retirement rotation, directors may be reelected to presume duty.

The directors who have to be retired by rotation in the 2021 Annual General Meeting of Shareholders are as follows:

- | | |
|------------------------------------|---|
| 1) Pol. Gen. Somchai Vanishsenee | Chairman of the Board of Directors |
| 2) Mr. Nipit Arunvongse Na Ayudhya | Director/ Chairman of the Nomination and Remuneration Committee |
| 3) Mr. Suthiporn Chandawanich | Director |

All nominated are fully qualified in the Public Company Act, Notification of the Office of the Securities and Exchange Commission and the Article of the Company. Therefore, the Board of Directors has agreed to propose 3 directors who retired by rotation, namely 1) Pol. Gen. Somchai Vanichsenee 2) Mr. Nipit Arunvongse Na Ayudhya 3) Mr. Suthiporn Chandawanich should be re-elected to continue their term.

Therefore, the directors who retired in this term did not attend and vote on this agenda in the Board of Directors meeting.

The biography of the directors distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 3)

During the period of December 1-31, 2020, the Company provided an opportunity for shareholders to propose agenda and nominate of qualified persons to be elected as directors. However, no shareholders nominated any candidates for election as directors of the Company.

Board's opinion: It is agreed to propose to the shareholders' meeting to appoint these 3 directors who retired by rotation, namely 1) Pol. Gen. Somchai Vanichsenee 2) Mr. Nipit Arunvongse Na Ayudhya 3) Mr. Suthiporn Chandawanich should be re-elected to continue their term.

Note: Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes by considering appointing individually.

Agenda 7 To approve fixing of the remuneration of directors for the year 2021

Facts and reasons: The Nomination and Remuneration Committee considered and proposed to the board of directors to propose this matter to the shareholders' meeting for consideration. The remuneration of directors shall be based upon the comparison to the average practice of the related or similar industries and according to what is suitable to the Company's business including the past payment to the Company's directors. The compensation, meeting allowance and permanent remuneration of directors should be the same as 2020 total amount Baht 6 million and no bonus payment shall be made to the board members since the Company has suffered loss from its business operation.

The details of monthly compensation and meeting allowance are as follows:

Monthly Compensation	2021 (Current Proposal)	2020
Chairman of the Board of Directors	70,000	70,000
Vice Chairman of the Board of Directors	40,000	40,000
Directors	30,000	30,000
Chairman of the Audit Committee	7,500	7,500
Member of the Audit Committee	5,000	5,000
Meeting Allowance of Sub-Committee	(Baht/ meeting)	(Baht/ meeting)
Chairman of the Sub-Committee	7,500	7,500
Member of the Sub-Committee	5,000	5,000
Other Benefits	-None-	-None-

Board's opinion: It is agreed to propose to the shareholders' meeting to determine the remuneration of directors for the year 2021 by fixing the compensation, meeting allowance and permanent remuneration of directors to be Baht 6 million and no bonus payment shall be made to the board members. Such remuneration does not include compensation or benefit received as employees by the directors who also are the Company's employees.

Note: The resolution of the agenda must be approved by not less than two-thirds of the shareholders who attend the meeting and exercise their voted.

Agenda 8 To approve the appointment of the Company’s auditor and the auditor’s remuneration for the year 2021

Facts and reasons: The Audit Committee has considered the selection of auditors for the year 2020, by considering performance, independence, and the remuneration of the auditors. The Audit Committee’s opinion is the auditors from Dharmniti Auditing Co., Ltd. Is an expert in auditing financial statements and used to audit the Company for many years which make them know the Company’s business very well. From the results of the audit of the company's financial statements in the past year, the results are satisfied, have useful suggestions for the Company and fair price. The Audit Committee has considered proposing to the board of directors to propose to the shareholders’ meeting to appoint the auditor from Dharmniti Auditing Co., Ltd. to be auditor for 2021 with details as follows:

<u>Names</u>	<u>CPA License No.</u>	<u>Year of Auditing for the Company</u>
1) Ms. Chutinant Kopraserthaworn	9201	1
2) Ms. Chotima Kitsirakorn	7318	0
3) Ms. Wannisa Ngambauthong	6838	0

or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2021. The nominated auditors do not have any relationship and/or conflict of interest with the Company, subsidiaries, management, major shareholders or related persons of the said parties. To consider specifying remuneration for auditor of 2021 to be Baht 1,150,000 with details set out as follows:

Description	2021 (Current Proposal)	2020
Review fee for quarterly financial statements (170,000 Baht/quarter x 3 Quarter)	510,000	510,000
Audit fee for annual financial statements	640,000	640,000
Non audit fees	-	-
Total	1,150,000	1,150,000

Nava Nakorn Public Co.,Ltd., an associated company, appointed auditors from KPMG Phoomchai Audit Ltd. The auditors have confirmed that they can prepare financial statements by deadline.

Board’s opinion: It is agreed to propose to the shareholders’ meeting to appoint Ms. Chutinant Kopraserthaworn, CPA License no. 9201 or Ms. Chotima Kitsirakorn, CPA License no. 7318 or Ms. Wannisa Ngambuathong, CPA License no. 6838 or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2021 and considered to specify remuneration for auditor of 2021 to be Baht 1,150,000.

Note: Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.

Agenda 9 To approve change of the utilization objectives of the capital increase received from the sales of newly issued ordinary shares under the private placement scheme (PP)

Facts and reasons: According to the sales of the newly issued ordinary shares under the private placement scheme (PP) on January 18, 2018, by issuing 460,000,000 shares at the offering price of 0.405 baht per share, which the Company has receive money from the capital increase totaling Baht 186.30 million. The change of the utilization of such capital increase is not significant. The details of the fund utilization of the capital increase are as follows:

Unit : Baht million

No.	Fund Using Objectives	Fund received from capital increase (as F53-4)	Amount balance at Dec. 31, 2020	Change amount	Amount after change objectives (New)	Duration period of fund using
1	Invest in machinery Phase 2	40.00	1.87	-	40.00	2021
2	Working Capital	81.30	-	42.13	123.43	2021 - 2022
3	Invest in Warehouse Building	35.00	35.00	(35.00)	-	-
4	Debt Repayment	30.00	7.13	(7.13)	22.87	-
	Total	186.30	44.00		186.30	

Since 2019, the Company has sold 1 plastic machine and 59 plastic sack weaving machines, resulting in the Company having more remaining factory space to store raw materials, produce and store finished products. Therefore, the Company does not need to invest in additional warehouse buildings.

In additions, the Company has taken some of the proceeds from the capital increase to settle the debt and close the long-term loan from abroad. As the result, the current remaining funds from the capital increase for repayment of loans amounting to Baht 7.13 million. However, the Company does not have long-term loans remaining. Therefore, the Company is no longer need to use the funds to repay such loans.

Board's opinion: It is agreed to propose to the shareholders' meeting to change the utilization objectives of the capital increase received from the sales of newly issued ordinary shares under the private placement scheme (PP). The Company will allocate a credit line from the objective to invest in the construction of a warehouse in the amount of Baht 35.00 million and debt repayment of Baht 7.13 million to be used as working capital. The objective of using fund for working capital increased from Baht 81.30 million to Baht 123.43 million. The details of the changes are as follows:

Unit : Baht million

No.	Fund Using Objectives (New)	Amount after change objectives	Duration
1	Invest in machinery Phase 2	40.00	2021
2	Working Capital	123.43	2021 - 2022
3	Invest in Warehouse Building	-	-
4	Debt Repayment	22.87	-
	Total	186.30	

The Company will use the working capital arising from the change in the use of such proceeds to support the production of 2021 - 2022.

The Company expects that the change in the utilization of the capital increase will not have any impact on the Company's business operation.

Note: Resolution in this agenda must be approved by a vote of not less than three-fourths of the shareholders who attend the meeting and exercised their votes.

Agenda 10 To consider other matters (if any)

The Company schedules the record date for the right of shareholders to attend the 2021 Annual General Meeting of Shareholders on March 12, 2021.

For shareholders attending in person: Please register through link <https://portal.eservice.set.or.th> or scan QR Code specified in Attachment 8 and prepare the registration documents (as specified in Attachment 8) **to register through e-Service Platform from 8 April 2021***. The registration documents will be reviewed to ensure the identification of the shareholders. After the documents are reviewed that it is correct, the shareholders will obtain the email with Username and Password **for logging into the electronic meeting system (e-Service Platform) on the date of the Meeting from 8.30 a.m. onwards.** Please see the procedure in attending E-AGM (Attachment 8) for more details.

For shareholders attending by proxy: Shareholders may appoint any person to act as their proxy and attend the electronic meeting in person. In such case, please prepare the Proxy Form B (Attachment 5) together with the required documents in proxy granting (as described in Attachment 8). After that, please send all documents to the Company via email at akeera@nep.co.th and via post at the following address.

Company Secretary Office

NEP Realty and Industry Public Company Limited

41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, Thailand

Such proxy documents together with the required supporting document must be sent via post to the Company **within the official hours of April 19, 2021.**

The registration documents will be reviewed to ensure the identification of the shareholders. After that, the proxy will obtain the email with Username and Password for logging into the electronic meeting system (e-Service Platform) on the date of the Meeting from 8.30 a.m. onwards. Please see the procedure in attending E-AGM (Attachment 8) for more details.

In addition, **shareholders may appoint either one of the following independent directors of the Company: Lt.Gen. Chirapat Malai or Mrs. Chantira Srimoungpan as their proxy.** In such case, please prepare the Proxy Form B (Attachment 5) together with the required documents in proxy granting (as described in Attachment 8). After that, **please send all documents to the Company via email and via post at the address and within the timeline as specified above.** The appointed independent directors are set out in Attachment 6.

Please attend the meeting on the date and time specified above.

Yours sincerely,



Mr. Weerachart Lohsiri

Managing Director

*Please register through e-Service Platform at least 2 days before 22 April 2021 for the convenience in attending the meeting on the meeting date.

Minutes of the 2020 Annual General Meeting of Shareholders

NEP Realty and Industry Public Company Limited

Thursday, July 23, 2020

at Ballroom A Room, 7th Floor, The Westin Grande Sukhumvit Hotel,

No.259 Soi Sukhumvit 19, Sukhumvit Road, Klongtoey Nue Sub-district, Wattana District, Bangkok

The meeting was convened at 10.30 hours.

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors and Managing Director, welcomed the shareholders for attending the 2020 Annual General Meeting of Shareholders started from the Counting quorum of the meeting as follows:

- Following the public limited company Act section 103 unless this Act is provided otherwise. In the shareholder's meeting must have at least 25 shareholders, either in person or by proxy, or not less than half of all shareholders and must be about to count the shares for not less than one-third of the total paid-up share.
- Under NEP's Articles of Association section 36, the shareholder's meeting must have at least 25 shareholders, either in person or by proxy, or not less than half of all shareholders and must be about to count the shares for not less than one-third of the total paid-up share.
- As of the closing date of registration for shareholders on June 25, 2020, the Company has total paid-up 2,325,380,588 shares. 60 shareholders holding 317,759,302 shares, 20 proxy shareholders holding 1,113,320,517 shares, a total of 80 shareholders holding aggregate 1,431,079,819 shares or 61.54 per cent of the total paid-up shares and not less than one-third of the total paid-up share (775,126,863 shares), were present, thereby constituting a quorum as specified under the public limited companies act B.E. 2535 section 103 and under NEP's Articles of Association section 36.
- The Managing Director hence declared the meeting duly convened as specified under the Public Limited Company Act section 104 which in accordance with NEP's Articles of Association section 38, Chairman of the Board of Director act as a Chaired of the meeting in the event that the chairman is not at the meeting or may not perform a duty, Deputy Chairman of Board of Directors act as Chaired of the meeting. If there is no Deputy Chairman or not possible to act on, the shareholders who come to the meeting must select one of shareholders

to perform a chairman of the meeting. Hence, the Chairman of the Board of Directors to open the 2020 Annual General Meeting of Shareholders.

Chaired of the meeting, had an opening speech then assigned Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, and Ms. Akeera Thitichayawat, Company Secretary, to conduct the meeting following the Company's meeting agenda.

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, explained to the meeting as follows:

- In order to promoted the Good Cooperate Governance and to be equality to all shareholders before this General meeting of Shareholders. The company provides the opportunity for the shareholders to propose the meeting agendas and to nominate a person to be considered as a director of the Company. In accordance with the criteria specified by the Company via the Company's website www.nep.co.th during December 1-31, 2019.
- However, no shareholders nominated any candidates for election as directors of the Company.

Ms. Akeera Thitichayawat, Company Secretary, informed the meeting regarding voting and voting procedure as below details:

- According to the Company's Articles of Association section 39 regarding voting, every share holder present in person or being represented by proxy is entitled to one vote per share.
- Shareholders who wanted to disapproved of, or abstain from voting on, any item should mark either the disapproval or abstention box and sign the ballot paper. The Company's officer would collect ballot paper from shareholders who raised his /her hand to express their wish to cast the vote.
- The Proxies of shareholders who had got a fully right for cast the shareholders vote, the proxies will be have a entitled right to cast their vote with the same authorities with attended shareholders.
- The proxies of shareholders who had already cast their votes for each item on their proxy form had not been given ballot papers upon registration as each resolution would include those votes.

- In each resolution, the Company would deduct the disapproval votes or abstentions from the total eligible votes in the meeting in order to determine the number of approval votes. In case of no disapproval votes for abstentions from shareholders or proxies, the resolutions will be count as unanimously votes.
- Any ballot paper which had not been signed or been marked more than one including not clearly marked would be deemed void.
- For each agenda, the Company Secretary would inform the voting results for those agenda then will be moved to the next agenda item.
- Except for Agenda 1: The matters to be informed by Chairman of the Board of Directors, and Agenda 3: To acknowledge the operating results of the Company for the year 2019, was for the acknowledgement, thus no vote for those agenda.
- Agenda 6 were the election of directors which is an individual voting, the Company would collect the disagree voting and no voting ballot paper of all shareholders to be counted.
- In case that shareholders have appointed a proxy and assigned their proxy to vote as directed, their vote would be recorded in the computer system for the calculation on each agenda item.
- In this meeting, the Company assigned Inventech System (Thailand) Co., Ltd as the operator to monitor the voting system.
- The Company has invited Legal Consultant from Bangkok Barrister & Business Co., Ltd. to monitor and oversee the shareholder's meeting in order to ensure transparency and compliance with the law and the Company's Articles of Association.
- The Company also provided opportunity for attended shareholder to register to be able to observe the vote counting throughout the meeting they were asked to provide their name with the registers officer.
- In case any shareholders or proxies attended the meeting after the meeting has been convened, they shall have the right to vote in every agenda which may changes the voting results in each agenda.

- The Company would like to inform the rules of attending the meeting in order to prevent the risk of infection of COVID-19 and good hygiene of all participants. The Company requests cooperation from shareholders and proxies who pass the screening point and attend the meeting to act as follows:
 - Please wear mask at all time
 - If any shareholders wish to ask questions or require the Board to clarify in any case, please write a question in paper and specify first-last name in order to be recorded in the minutes of the meeting correctly. Then, sent to officers to submit to the Board to answer at the meeting to avoid sharing the microphone.
- Before entering the agenda, the introduction of directors and all attendants was introduced, the meeting have the directors, sub-committee which consisted of Audit Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee, Management, Auditor, Legal Advisor and Represented from Thai Investors Association presents at the meeting.
- Directors who attended the meeting are as follows:

1. Pol.Gen. Somchai Vanichsenee	Chairman of the Board of Directors
2. Mr. Weerachart Lohsiri	Deputy Chairman of the Board of Directors/ Managing Director
3. Mr. Nipit Arunvongse Na Ayudhya	Director/ Chairman of the Nomination and Remuneration Committee
4. Mr. Pairoj Sanyadechakul	Independent Director/ Audit Committee Member/Chairman of the Good Corporate Governance Committee
5. Lt. Gen Chirapat Malai	Independent Director/ Good Corporate Governance Committee Member
6. Mrs. Chantira Srimoungpan	Independent Director/Audit Committee Member/Nomination and Remuneration Committee Member/ Good Corporate

	Governance Committee Member
7. Ms. Nipha Lamchiekdes	Director/ Nomination and Remuneration Committee Member
8. Mrs.Woranuch Phu-im	Director
9. Mr. Suthiporn Chandawanich	Director
10.Mrs. Thicomporn Chai-iam	Director
11.Ms. Orayaporn Karnchanachari	Director

- Mr. Narong Phaholvech, an Independent Director and Chairman of the Audit Committee, took a sick leave, therefore was unable to attend the meeting.
- The Company has 11 directors in attendance from the total of 12 directors, representing 91.67% of the total directors who attend the meeting.
- Deputy Managing Directors who attended the meeting:
 - Mr. Vee Worasakyothin Deputy Managing Director
(Accounting and Finance)
- Auditor from Dharmniti Auditing Co.,Ltd.
 - Mr. Peradate Pongsathiansak
 - Ms. Chutinant Kopraserthawon
- Legal Advisor from Bangkok Barrister & Business Co., Ltd.
 - Mr. Worapong Petchwarapha
- Representative from Thai Investors Association
 - Mr. Thongthod Phanglad

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, reported to the Meeting as follow:

- The Meeting was now start with the following agenda.

Agenda 1 The matters to be informed by the Chairman of the Board of Directors

Chairman of the Board of Directors, stated that

- Throughout the year 2019, the Board of Directors has tried to solve the problem of the loss of the Company to have a satisfactory performance. Although, the Company experienced a fluctuating economy, appreciation baht affecting the customers doing export business, and the ongoing drought problem affecting the company's customers.
- The company has improved the management structure to be compact to reduce costs and manage quickly.
- The Company increase production efficiency and develop new products in order to quickly solve the Company's loss.
- In addition, the Company has changed executives at all levels from the supervisor level to the manager level.
- Until the Board of Directors' meeting passed a resolution to appoint Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors and shareholders of the Company to be a Managing Director, which have been nominated by shareholders to be a director last year. Because he is a person who has knowledge, experience and expertise in the packaging business. Also, he can help to continuously improve the Company both in product quality and organizational management.
- It is expected that the operating results will improve respectively. Mr. Weerachart will report the operating results to the meeting for further acknowledgment.
- Finally, I would like you all to believe that all the Board of Directors will perform their duties with full responsibility under ethics and good corporate governance principles for the company to grow steadily.

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, informed that

- This agenda is for acknowledgement. Thus no vote for this agenda.

The Meeting acknowledged the information that was shared.

Agenda 2 To adopt the minutes of the 2019 Annual General Meeting of Shareholders

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- Following the public limited company Act 2535 (1992), section 96 is assigned to all the registered company must provide the minutes of the shareholders' meeting and according to the principles of good corporate governance of public company specify that the minutes of the previous Shareholders' meeting must be adopted by the shareholders in the next Shareholders' meeting.
- Then, the Board of Directors agreed that the 2019 Annual General Meeting of Shareholders was held on Monday, April 22, 2019 was recorded correctly which viewed as proper to consider to adopt the minutes which distributed to all shareholders together with invitation letter to attend this meeting (Attachment 1) and also published on Company's website "www.nep.co.th"
- The Board therefore resolved to propose to the shareholders' meeting to consider and approve the minutes of the 2019 Annual General Meeting of Shareholders.
- The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.
- No shareholders raised any questions. Therefore, may I request the meeting to approve the minutes of the 2019 Annual General Meeting of Shareholders

The result of the vote was as follows:

Resolution: The meeting passed a resolution by a vote of a unanimous vote, to adopted the minute of the 2019 Annual General Meeting of Shareholders, held on Monday, April 22, 2019, with the following details:

Approve	1,525,712,829	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

(Note: For this agenda item, an additional shareholders with 94,633,010 shares was present.)

Agenda 3 To acknowledge the operating results of the Company for the year 2019

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- The Company has summarized the operational results and significant changing during 2019, as stated in the 2019 Annual Report which distributed to all shareholders together with the invitation letter to attend this meeting (Attachment 2) with the inclusion as the Management Discussion and Analysis (MD & A) report in 2019 Annual report.
- The operating result of the year 2019 are as follows:

	Financial Statement in which the equity method is applied					
	2019		2018		2017	
	MB	%	MB	%	MB	%
The Statement of Financial Position						
Cah and cash equivalents	55.58	6.85	79.52	8.97	56.00	7.38
Current investment	25.00	3.08	-	-	20.00	2.64
Trade account receivable and other receivable	69.30	8.55	58.86	6.64	49.60	6.54
Inventories	44.01	5.43	57.49	6.49	39.07	5.15
Other current assets	2.27	0.28	6.91	0.78	5.68	0.75
Total current assets	196.16	24.19	202.78	22.88	170.35	22.45
Restricted bank deposits	30.00	3.70	60.00	6.77		
Investment in associated company	378.14	46.63	369.89	41.73	344.57	45.41
Investment propoty	-	-	4.73	0.53	4.98	0.66
Property, plant and equipment	204.51	25.22	246.74	27.84	236.39	31.15
Other non-current assets	2.10	0.26	2.21	0.25	2.55	0.34
Total non-current assets	614.75	75.81	683.57	77.12	588.49	77.55
Total assets	810.92	100.00	886.35	100.00	758.84	100.00

- In 2019, the Company had total current assets decreased from 2018 by 6.62 million Baht. The significant change came from the reduction of the inventories from 57.49 million Baht in 2018 to 44.01 million Baht in 2019 while the sales increased. It shows that the Company can turn inventories faster.

	Financial Statement in which the equity method is applied					
	2019		2018		2017	
	MB	%	MB	%	MB	%
The Statement of Financial Position						
Cah and cash equivalents	55.58	6.85	79.52	8.97	56.00	7.38
Current investment	25.00	3.08	-	-	20.00	2.64
Trade account receivable and other receivable	69.30	8.55	58.86	6.64	49.60	6.54
Inventories	44.01	5.45	57.49	6.49	39.07	5.15
Other current assets	2.27	0.28	-	-	-	0.00
Total current assets	196.16	24.26	195.86	22.10	164.67	21.72
Restricted bank deposits	30.00	3.75	30.00	3.41	30.00	3.91
Investment in associated company	378.14	47.25	378.14	43.11	378.14	48.96
Investment propoty	-	0.00	-	0.00	-	0.00
Property, plant and equipment	204.51	25.76	204.51	23.41	204.51	26.45
Other non-current assets	2.10	0.26	2.10	0.24	2.10	0.27
Total non-current assets	614.75	75.81	683.57	77.12	588.49	77.55
Total assets	810.92	100.00	886.35	100.00	758.84	100.00

- According to Note no. 6 of the financial statements, it shows that in 2019, the Company had trade account receivable of 51.59 million Baht, decreased from 2018 while the sales increased. It shows that the Company can charge customers faster and other receivable of 17.71 million Baht came from the sale of the plastic fabric producing machine and plastic sack weaving machine to Pae Pack Company Limited ("Pae Pack"), a subsidiary of VAVA Pack Group, which is in accordance with the business plan that wants to reduce costs and reduce production costs.
- Trade account receivable was 51.59 million Baht. There is trade account receivable that are overdue for more than 3 months in the amount of 0.92 million Baht. The Company has made the agreement with debtors with the installment, which the installments are paid by 24 cheques in advance. At present, the Company has received 7 installments. There is still no problem with prepaid cheques.
- From the turnover of inventories and charge faster, causing the Company to have a cash cycle equal to 1 day, which is able to manage the balance of payment and receipt.

- In 2019, the Company had total non-current assets decreased from 2018 to 68.82 million Baht. The main reason came from the sales of the plastic fabric producing machine and plastic sack weaving machine and annual depreciation.
- Therefore, in 2019, the Company's total assets decreased from 2018 from 886.35 million Baht to 810.92 million Baht.

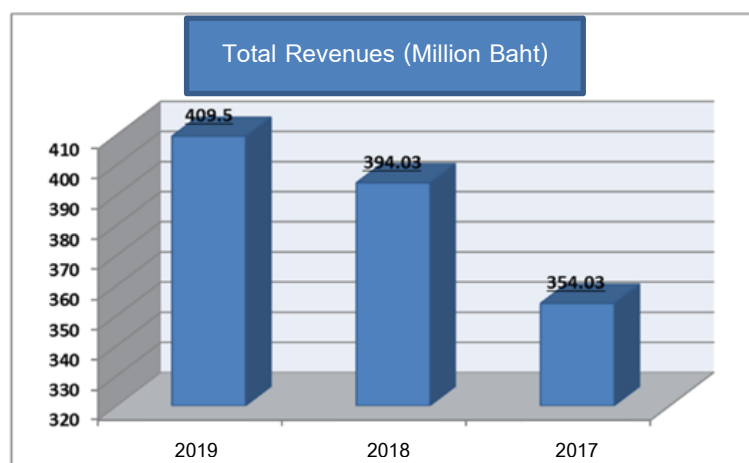
	Financial Statement in which the equity method is applied					
	2019		2018		2017	
	MB	%	MB	%	MB	%
Short-term loan from financial institution	15.36	1.89	9.42	1.06		
Trade accounts payable and other payable	54.46	6.72	54.54	6.15	50.52	6.66
Current portion of long-term loan from related parties	-	-	-	-	0.42	0.06
Current portion of long-term loan from financial institution	-	-	-	-	4.19	0.55
Current portion of long-term loan from overseas company	-	-	24.62	2.78		
Current portion of finance lease and hire purchase liabilities	1.04	0.13	1.70	0.19	2.18	0.29
Other current liabilities	-	-	0.60	0.07	0.34	0.04
Total current liabilities	70.86	8.74	90.88	10.25	57.65	7.60
Long-term loan from overseas company	-	-	-	-	24.62	3.24
Liabilities under finance lease and hire-purchase agreement	1.47	0.18	2.51	0.28	4.28	0.56
Deferred income tax liabilities	-	-	-	-	0.50	0.07
Employee benefit obligations	7.35	0.91	8.33	0.94	3.51	0.46
Total non-current liabilities	8.82	1.09	10.84	1.22	32.91	4.34
Total liabilities	79.68	9.83	101.72	11.48	90.56	11.93

- In 2019, the Company had total current liabilities decreased from 2018 by 20.02 million Baht. The significant change came from the repayment of foreign loans in August 2019, in which the Company pledged 25 million shares of Nava Nakorn Public Company Limited. By the way, the Company has already received all of the said shares back.
- In 2019, the Company had total non-current liabilities decreased from 2018 of 2.02 million Baht. The Company had no long-term financial liabilities at all. There are only liabilities under financial lease and hire purchase agreements.
- Therefore, in 2019, the Company has total liabilities decreased from 2018 from 101.72 million Baht to 79.68 million Baht.

Financial Ratio	2019	2018	2017
Liquidity Ratio			
Current Ratio (Time)	2.77	2.23	2.95
Quick Ratio (Time)	2.12	1.52	2.18
Leverage Ratio			
D/E Ratio (Time)	0.11	0.13	0.14

- From the above financial ration table, shows that the Company has a good financial status.

	Financial Statement in which the equity method is applied					
	2019		2018		2017	
	MB	%	MB	%	MB	%
The Statement of Comprehensive Income						
Revenue form sales	406.64	99.30	389.38	98.82	350.59	99.03
Other incomes	2.86	0.70	4.65	1.18	3.44	0.97
Total revenues	409.50	100.00	394.03	100.00	354.03	100.00

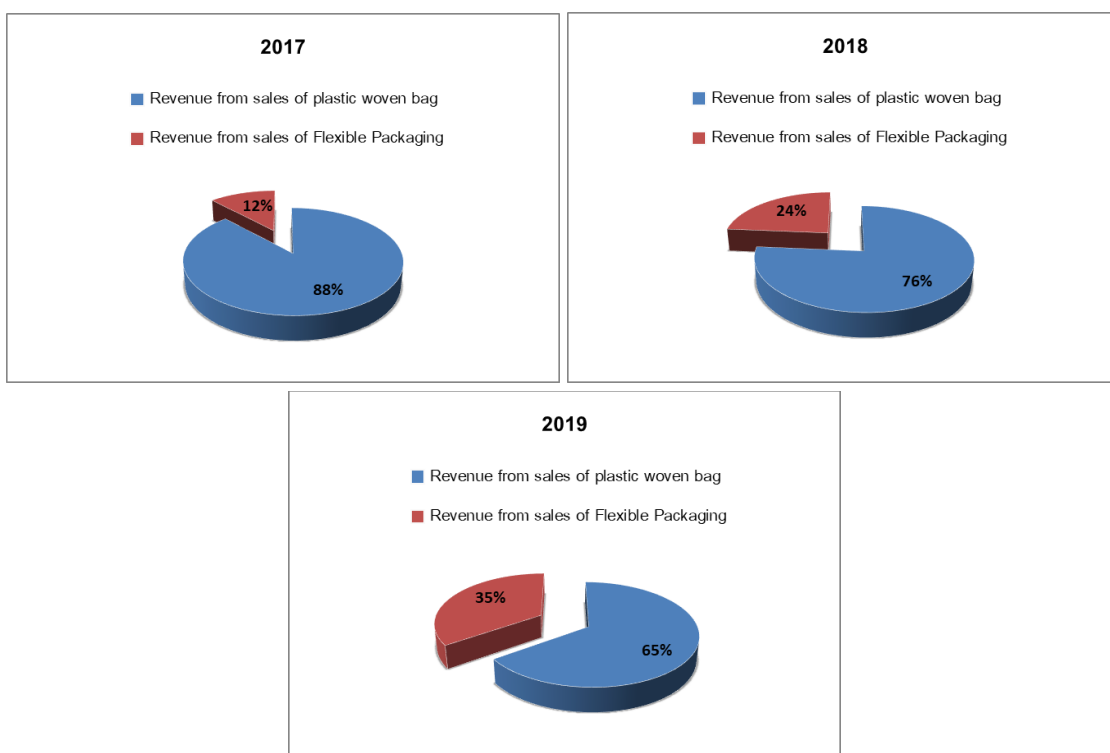


- In 2019, the Company has total revenue of 409.50 million Baht. Since 2017, the Company has continuously grown sales due to the Company adding Flexible Packaging, a new production line.

	Financial Statement in which the equity method is applied					
	2019		2018		2017	
	MB	%	MB	%	MB	%
The Statement of Comprehensive Income						
Revenue form sales	406.64	99.30	389.38	98.82	350.59	99.03
Other incomes	2.86	0.70	4.65	1.18	3.44	0.97
Total revenues	409.50	100.00	394.03	100.00	354.03	100.00

	Financial Statement in which the equity method is applied					
	2019		2018		2017	
	MB	%	MB	%	MB	%
Revenue from sales of plastic woven bag	265.12	65.20	297.27	76.34	308.84	88.09
Revenue from sales of Flexible Packaging	141.52	34.80	92.11	23.66	41.75	11.91
Total revenue from sales	406.64	100.00	389.38	100.00	350.59	100.00

- In 2019, the Company has sales revenue of 406.64 million Baht, consisting of revenue from sales of plastic sacks 265.12 million Baht and sales of Flexible Packaging 141.52 million Baht.
- Since 2017, the Company has started a new Flexible Packaging line. The Company has continuously increased sales.



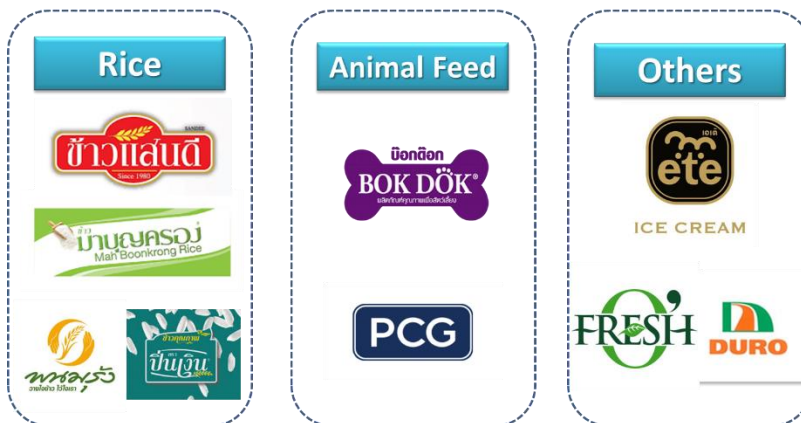
- The sales proportion of Flexible Packaging from 2017-2019 equal to 12%, 24% and 35% which is higher respectively. The Company expects that the proportion of sales of Flexible Packaging will increase steadily.

Major customers (Plastic Sack Bag)



- The major customers of plastic sacks will be groups that are not much affected by the season, such as animal feed, flour, and rice, respectively.

Major customers (Flexible Packaging)



- The major customers of Flexible Packaging are mostly existing customers from plastic sack products. Those customers order both plastic sacks and Flexible Packaging, which are rice group, animal feed group and others (food and daily necessities) respectively.

	Financial Statement in which the equity method is applied					
	2019		2018		2017	
	MB	%	MB	%	MB	%
Revenue form sales	406.64	99.30	389.38	98.82	350.59	99.03
Other incomes	2.86	0.70	4.65	1.18	3.44	0.97
Total income	409.50	100.00	394.03	100.00	354.03	100.00
Cost of sales	402.91	98.39	396.52	100.63	333.48	94.20
Selling expenses	13.28	3.24	11.38	2.89	9.96	2.81
Administrative expenses	56.34	13.76	60.75	15.42	53.24	15.04
Loss on sale and impairment on assets	3.94	0.96	0.26	0.07	(0.89)	(0.25)
Loss from impairment of investment	-	-	-	-	-	-
Management benefit expenses	14.38	3.51	15.90	4.04	17.04	4.81
Financial costs	1.50	0.37	1.38	0.35	1.88	0.53
Total expenses	492.35	120.23	486.19	123.39	414.71	117.14
Share of profit (loss) from investment in an associated company	30.69	7.49	44.99	11.42	29.26	8.26
(Expense) Income tax income	-	-	0.50	0.13	1.29	0.36
Profit (loss) on estimation over actuarial principles-Company	(0.94)	(0.23)	(3.27)	(0.83)	-	-
Profit (loss) on estimation over actuarial principles- Associated Company	(0.30)	(0.07)	-	-	-	-
Total comprehensive income (loss) for the year	(53.40)	(13.04)	(49.94)	(12.67)	(30.13)	(8.51)

- In 2019, the Company has slightly more expenses than 2018 due to the Company has higher cost of sales and selling expenses, which is in accordance with the proportion of sales increased. By the way, the Company has reduced executive remuneration.
- In 2019, the Company received a share of profits from investment in an associated company, Nava Nakorn Public Company Limited, which decreased from 2018, resulting in a net loss of 53.40 million Baht, which increased losses from 2018.
- Overall performance in the year 2019 shows that to increase the Company's profitability, the Company must improve production efficiency and reduce costs.
- For an Anti-Corruption Program, The Company has been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) by receiving a certificate on October 18, 2019, with the certificate valid for 3 years from the date of certification. The company remains committed to maintaining its status as a CAC member.
- I would like to invite Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors and Managing Director, to report the future direction of the Company to the meeting.

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors and Managing Director, reported to the meeting as follows:

- In 2019, the Company's status is still strong. But operating performance is still loss. Recently, the Company has adjusted the structure of operation, management, increasing efficiency, reducing costs, reducing waste, adjusting lean organization resulting in better financial results for the first quarter of 2020 than in 2019.
- Due to the spread of COVID-19, it is difficult to predict market conditions.
- The Company foresaw the impact of risk. Therefore, the Company is planning for the additional investments for the production of new products. These new products will be sold to the existing customers and new customers. The details of new products are as follows:
 - 1) Large Size Flexible Packaging: For containing light products but want to maintain the quality of the products such as fish food pellet.
 - 2) Di-cut pouch and Spout pouch: Can be designed according to customer requirements. These are for liquid filling.
 - 3) Postal envelope: For packing documents or light weight products. There is also a special document envelope with an Air Bubble inside.
- The new production machinery is expected to be installed by the fourth quarter of 2020.
- The Company will focus on selling Flexible Packaging in many forms with low competition or a few manufacturers in order to diversify risk of the market due to the fluctuating economy.

Mr. Channapon Chanuhacha, a shareholder, asked that:

- What is the Company's investment plans in the next 2 years?
- What is the plan for adaptation to deal with the COVID-19 situation?

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors and Managing Director, explained that:

- For future directions, the Company will focus on selling more Flexible Packaging, especially rice. The Company will sell new products as already stated to the meeting.

- Under the spread of the COVID-19 virus, it is difficult to predict market conditions. Many of the Company's customers are affected causing the quantity of orders has been reduced.
- The Company will maximize the number of customers and expanding customers to various groups while adding new products in order to achieve the goals that the Company has set.
- What the Company has done and will continue doing is to try to strengthen the organization ready for the day that the market returns to normal again.

Mr. Vichai Taetiwat, a proxy holder, asked that:

- What is the difference between the gross profit margin of plastic sacks and Flexible Packaging? What is the gross profit margin of each group?

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors and Managing Director, explained that:

- Gross profit margin of plastic sacks is 12%. Gross profit margin of Flexible Packaging is 14%, depending on the order quantity. If it is a large order, the Company will have a high gross profit margin. Because the cost of starting up the new job and waste are the same regardless of the quantity of the products.

Mr. Kittiyod Arphakiatwong, a shareholder, asked that:

- During the COVID-19, can the factory operate normally? Are there any additional employees on leave?
- Does the Company make any adjustment to New Normal?
- Why is the Company affixing the "C" symbol? Does the Company arrange the meeting to amend the "C" symbol?
- How is the Company's cash flow? How much is accumulated loss? Will there be an increase /decrease of capital?
- What is the rate of staff reductions during COVID-19?

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors and Managing Director, explained that:

- During COVID-19, the Company continued to operate as usual, but during the Lock Down period, the Company was quite affected. But the Company has already prepared to solve the problem. At the beginning, the customers ordered large quantities of products. Therefore, in order to avoid the effect production, the Company has booked a hotel near the factory to avoid staff traveling and solve the problems of employees who have to work nighttime shifts during a curfew period.
- During that time, the Company held a meeting every 2 weeks to be ready for adjustment toward situation.
- The Company has checked the temperature of the employees. The staff must wear a surgical mask and must strictly comply with the measures specified by the Company.
- During COVID-19, the Company did not have to reduce staff. But at the end of last year, the Company has reduced the number of employees in the production of plastic sacks in accordance with the sales of plastic fabric producing machine and plastic sack weaving machine.

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, explained that:

- The Company has posted the “C” symbol because the shareholders' equity is less than 50% of the paid-up capital. In the first quarter of 2020, the shareholders' equity of the Company equals to 41% of the paid-up capital caused by accumulated losses in the past.
- The solution to the “C” symbol is that the Company must stop operating losses. The Company has added new products that are expected to increase sales. In addition, the Company must increase production efficiency and reduce waste.
- Once the Company is able to stop operating losses. The Company will consider to clear the accumulated losses further. The Company will consider on the method that is most beneficial to all shareholders.

- Regarding cash flow, the Company expects to have cash flow as of July 31, 2020, equal to 110 million Baht. From the latest capital increase, therefore, the Company's financial status is still in good level.
- This agenda is for acknowledgement. The resolution is not required.

The Meeting acknowledged the Operating results of the company for the year 2019.

Agenda 4 To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2019

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- Following the public limited company Act 2535 (1992), section 112 and 113 is assigned to all the registered company must provide the financial position and statement of comprehensive income to all shareholders in the meeting.
- I would like to invite **Mrs. Chantira Srimoungpan**, Independent Director/ Audit Committee Member/ Nomination and Remuneration Committee Member and Good Corporate Governance Committee Member, to report the details to the meeting.

Mrs. Chantira Srimoungpan, Independent Director/ Audit Committee Member/ Nomination and Remuneration Committee Member and Good Corporate Governance Committee Member, reported to the meeting as follows:

- The Audit Committee conducted a meeting with the Management and the auditor to consider the financial statements for the year 2019 ending on December 31, 2019, which details of the financial statements have appeared in the 2019 Annual Report which has already been delivered to shareholders, which have the common opinion that such financial statements have been prepared in accordance with the financial reporting standards and with sufficient information disclosure. The auditor has expressed unqualified opinions and certified.

- The Board of Directors approved the financial statement and deemed it appropriate to propose to the shareholders' meeting to approve the statement of financial position and the statement of comprehensive income for the year ended on December 31, 2019 which has been verified by Mr. Peradate Pongsathiansak, CPA License No. 4752 of Dharmniti Auditing Co., Ltd. with unqualified opinion but there is some observation, and audited by the Auditor Committee and Management of the Company.

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.
- No shareholders raised any questions. Therefore, may I request the meeting to approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2019.

The result of the vote was as follows:

Resolution: The meeting passed a resolution by a vote of a unanimous vote, to approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2019 with the following details:

Approve	1,525,868,046	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

(Note: For this agenda item, an additional shareholders with 155,217 shares was present.)

Agenda 5 To approve the omission of dividend for the year 2019

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- The Company's policy is to pay dividends at rate of 50% or more of its net profit after income tax and legal reserve. However, such dividend payment depends on its cash flow, investment condition and necessity of future.
- According to the Public Company Limited Act Section 115 specify that "...in case the Company had accumulated losses then the Company could not pay dividend". Due to the fact that the Company still had accumulated losses then the Company could not pay dividend to the shareholders in accordance with the Act.
- As the reason above, it is agreed to propose to the shareholders' meeting to consider withhold dividend payment for operating results the year 2019.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.
- No shareholders raised any questions. Therefore, may I request the meeting to approve the omission of dividend for the year 2019.

The result of the vote was as follows:

Resolutions: The meeting passed a resolution by a vote of unanimous vote, to approve the omission of dividend for the year 2019 with the following details:

Approve	1,525,921,176	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

(Note: For this agenda item, an additional shareholders with 53,130 shares was present.)

Agenda 6 To approve the election of directors replacing those who retired by rotation

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- For the following agenda 6 and 7, may I invite Mr. Nipit Arunvongse Na Ayudhya, Director and Chairman of Nomination and Remuneration Committee to report the details to the meeting.

Mr. Nipit Arunvongse Na Ayudhya, Director and Chairman of Nomination and Remuneration Committee, informed the meeting as follows:

- According to the Company's Article of Association Section 16, specifies that in every Annual General Meeting, one third of the directors must retire from duty. If the number is divided into three does not match then the number nearest to one third of the directors must retire. However, through retirement rotation, directors may be reelected to presume duty.
- There are 4 directors who have to be retired by rotation in the 2020 Annual General Meeting of Shareholders are as follows:

1) Lt. Gen. Chirapat Malai	Independent Director/ Member of the Corporate Governance Committee
2) Mr. Pairoj Sanyadechakul	Independent Director/ Member of the Audit Committee/ Chairman of the Corporate Governance Committee
3) Ms. Nipha Lamchiekdes	Director/ Member of Nomination and Remuneration Committee
4) Ms. Orayaporn Karnchanachari	Director
- All nominated are fully qualified in the Public Company Act, Notification of the Office of the Securities and Exchange Commission and the Article of the company. Besides, Lt. Gen. Chirapat Malai and Mr. Pairoj Sanyadechakul, the independent directors, are considered by the Board of Directors that they are the person who can provide independent opinion according to the related regulations. Therefore, the Board of Directors has agreed to propose 4 directors who retired by rotation, namely 1) Lt. Gen. Chirapat Malai 2) Mr. Pairoj Sanyadechakul 3) Ms. Nipha Lamchiekdes 4) Ms. Orayaporn Karnchanachari should be re-elected to continue their term.

- Therefore, the directors who retired in this term did not attend and vote on this agenda in the board of directors meeting.
- The biography of the directors distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 3)
- During the period of December 1-31, 2019, the Company provided an opportunity for shareholders to propose agenda and nominate of qualified persons to be elected as directors. However, no shareholders nominated any candidates for election as directors of the Company.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

The result of the vote was as follows:

Resolution: The meeting passed a resolution by a vote of unanimous vote, to approve the election of directors replacing those who retired by rotation with the following details:

(1) Lt. Gen. Chirapat Malai

Approve	1,525,922,642	shares equivalent to 100.0000%
Disapprove	0	shares equivalent to 0.0000%
Abstained	0	shares equivalent to -
Voided Ballot	0	shares equivalent to -

(Note: For this agenda item, an additional shareholders with 1,466 shares was present.)

(2) Mr.Pairoj Sanyadechakul

Approve	1,525,922,642	shares equivalent to 100.0000%
Disapprove	0	shares equivalent to 0.0000%
Abstained	0	shares equivalent to -
Voided Ballot	0	shares equivalent to -

(Note: For this agenda item, there had no additional shareholder.)

(3) Ms. Nipha Lamchiekdes

Approve	1,525,922,642	shares equivalent to 100.0000%
Disapprove	0	shares equivalent to 0.0000%

Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

(Note: For this agenda item, there had no additional shareholder.)

(4) Ms. Orayaporn Karnchanachari

Approve	1,525,922,642	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

(Note: For this agenda item, there had no additional shareholder.)

Agenda 7 To approve fixing of the remuneration of directors for the year 2020

Mr.Nipit Arunvongse Na Ayudhya, Director and Chairman of Nomination and Remuneration Committee , informed the meeting as follows:

- The Nomination and Remuneration Committee considered and proposed to the board of directors to propose this matter to the shareholders' meeting for consideration. The remuneration of directors shall be based upon the comparison to the average practice of the related or similar industries and according to what is suitable to the Company's business including the past payment to the Company's directors. The compensation, meeting allowance and permanent remuneration of directors should be the same as 2019 total amount Baht 6 million and no bonus payment shall be made to the board members since the Company has suffered loss from its business operation.
- The details of monthly compensation and meeting allowance are as follows:

Monthly Compensation	2020 (Current Proposal)	2019
Chairman of the Board of Directors	70,000	70,000
Vice Chairman of the Board of Directors	40,000	40,000
Directors	30,000	30,000
Chairman of the Audit Committee	7,500	7,500
Member of the Audit Committee	5,000	5,000

Monthly Compensation	2020 (Current Proposal)	2019
Meeting Allowance of Sub-Committee	(Baht/ meeting)	(Baht/ meeting)
Chairman of the Nomination and Remuneration Committee Chairman of the Corporate Governance Committee	7,500	7,500
Member of the Nomination and Remuneration Committee Member of the Corporate Governance Committee	5,000	5,000
Other Benefits	-None-	-None-

- The Board of Directors deems it expedient to propose to the shareholders' meeting to determine the remuneration of directors for the year 2020 by fixing the compensation, meeting allowance and permanent remuneration of directors to be Baht 6 million and no bonus payment shall be made to the board members. Such remuneration does not include compensation or benefit received as employees by the directors who also are the Company's employees.
- The resolution of the agenda must be approved by not less than two-thirds of the shareholders who attend the meeting and cast their voted.
- No shareholders raised any questions. Therefore, may I request the meeting to approve fixing of the remuneration of directors for the year 2020.

The result of the vote was as follows:

Resolution: The meeting passed a resolution by a vote of unanimous vote, to determine the remuneration of directors for the year 2020 by fixing the compensation, meeting allowance and permanent remuneration of directors to be Baht 6 million and no bonus payment shall be made to the board members. Such remuneration does not include compensation or benefit received as employees by the directors who also are the Company's employees, with the following details:

Approve	1,526,439,508	shares equivalent to 100.0000%
Disapprove	0	shares equivalent to 0.0000%
Abstained	0	shares equivalent to -
Voided Ballot	0	shares equivalent to -

(Note: For this agenda item, an additional shareholders with 516,866 shares was present.)

Agenda 8 To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2020

Mrs. Chantira Srimoungpan, Independent Director/ Audit Committee Member/ Nomination and Remuneration Committee Member and Good Corporate Governance Committee Member, reported to the meeting as follows:

- The Audit Committee has considered the selection of auditors for the year 2020, by considering performance, independence, and the remuneration of the auditors. The Audit Committee's opinion is the auditors from Dharmniti Auditing Co., Ltd. Is an expert in auditing the financial statements. From the results of the audit of the company's financial statements in the past year, the results are satisfied, have useful suggestions for the Company and fair price. The Audit Committee has considered proposing to the board of directors to propose to the shareholders' meeting to appoint the auditor from Dharmniti Auditing Co., Ltd. to be auditor for 2020 with details as follows:

Names	CPA License No.	Year of Auditing for the Company
1) Ms. Chutinant Kopraserthaworn	9201	0
2) Ms. Chotima Kitsirakorn	7318	0
3) Ms. Wannisa Ngambauthong	6838	0

or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2020. The nominated auditors do not have any relationship and/or conflict of interest with the Company, subsidiaries, management, major shareholders or related persons of the said parties. To consider specifying remuneration for auditor of 2020 to be Baht 1,150,000 with details set out as follows:

Description	2020 (Current Proposal)	2019
Review fee for quarterly financial statements (170,000 Baht/quarter x 3 Quarter)	510,000	510,000
Audit fee for annual financial statements	640,000	640,000
Non-audit fees	-	-
Total	1,150,000	1,150,000

- Nava Nakorn Public Co.,Ltd., an associated company, appointed auditors from KPMG Phoomchai Audit Ltd. The auditors have confirmed that they can prepare financial statements by deadline.

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.
- No shareholders raised any questions. Therefore, may I request the meeting to approve the appointment of the Company's auditor and the auditor's remuneration for the year 2020.

The result of the vote was as follows:

Resolution: The meeting passed a resolution by a vote of unanimous vote, to appoint Ms. Chutinant Kopraserthaworn, CPA License no. 9201 or Ms. Chotima Kitsirakorn, CPA License no. 7318 or Ms. Wannisa Ngambuathong, CPA License no. 6838 or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2020 and considered to specify remuneration for auditor of 2020 to be Baht 1,150,000, with the following details:

Approve	1,526,439,508	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

(Note: For this agenda item, there has no additional shareholder.)

Agenda 10 To consider other matters (if any)

The meeting is allowed shareholders to ask questions, discuss matters and/or give suggestions to the Board and/or the Management of the Company.

Mr. Pramote Lipratanasakul, a shareholder, asked that:

- How much production capacity does the company currently use?
- What is the depreciation cost in the year 2019?
- How much profit did the Company gain from selling the machine?
- How much loss did the Company have from sales in 2019?
- How much does the Company make impairment in the year 2019?

Mr. Somboon Boonvanich, a shareholder, asked that:

- Why did the Company sell the machine? Did the Company shut down the production line or having any problems?

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, explained that:

- The Company uses the production capacity of plastic sacks more than 80% of total capacity and uses the production capacity of Flexible Packaging 30-40% of total capacity, allowing the Company to generate revenue from Flexible Packaging 15 million Baht per month. If the Company uses the full production capacity of Flexible Packaging, the Company will be able to generate revenue around 30-40 million Baht per month.
- In 2019, the Company has the depreciation equal to 24 million Baht.
- The Company sold the plastic fabric producing machine and plastic sack weaving machine in accordance with the Company's cost reduction plan.
- The Company sold the plastic fabric producing machine and plastic sack weaving machine with a price at book value by comparing with the market price and selling not less than the book value, in which the Company received a small amount of profit from the sale.
- The Company sold the plastic fabric producing machine and plastic sack weaving machine to Pae Pack, because Pae Pack produces jumbo sacks and has many plastic fabric

producing machines and plastic sack weaving machines. Then, Pae Pack is able to produce a large amount of fabric resulting in lower costs than the Company. Therefore, selling the said machines to Pae Pack and the Company purchases the fabric from Pae Pack allowing the Company to buy fabric at a price lower than the Company produces by itself. The selling of such machine has complied with the rules and completely followed the procedures.

- In addition to the reduction of the production costs, the Company can reduce the number of employees by about 70 people or one-third of all employees, causing administrative expenses to be greatly reduced. It will be clearly reflected in 2020.
- The Company has complied with human rights principles, take good care of the staff, and pay legal compensation correctly to employees who have to leave. In addition, Pae Pack receives employees of Company that voluntarily go to work at Pae Pack.
- In 2019, the Company had a gross profit of 1 % which was better than 2018 but still did not meet the target. The Company has to increase sales and reduce losses. The separated financial statements in 2019, the Company had a loss of 60.71 million Baht, which was less than 2018.
- In the past, the Company established a village named “NEP Park” with a swimming pool and sport club as a common area. The Company has considered according to the law, the Company cannot use the said area to do other benefits except running a sport club only. The Company found out that the juristic person of the village has collected club fees of 20 Baht per person, which still does not have members of the village to use the service. So, the Company may not be able to utilize this property. The Company therefore has impairment of such assets equal to 3.94 million Baht.

Mr. Dechmontri Vajeesoontorn, a shareholder, asked that:

- In addition to the purchase and sale of machines between the Company and Vava Pack Company Limited ("Vava Pack"), are there any other transactions such as how much the production of products? The Company has disadvantage or not, resulting in a high loss?

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors and Managing Director, explained that:

- The purchase and sale of machines between the Company and Vava Pack is compared with the market price. The details are as Deputy Managing Director explained earlier. Every connected transaction has been considered by the Audit Committee and the Board of Directors that is correct and fair.
- The Company has purchased semi-finished products from Vava Pack, which is woven plastic fabric. Vava Pack has purchased the gravure printing film from the Flexible Packaging Department of the Company, which the said transaction was in accordance with the specified criteria.
- The reason that the Company still has high losses because the Company's sales do not cover fixed costs, therefore, the Company must increase sales. Recently, the Company has strengthened the organization by reducing costs, reducing waste and adjusting the lean organization.

Mr. Vathin Chutipalo, a shareholder, asked that:

- Loss resulting from high costs makes the profit not cover the expenses. The selling price should be set higher. Therefore, can the Company set the selling price higher?

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors and Managing Director, explained that:

- The products manufactured by the Company are industrial products. There are many manufacturers which is highly competitive causing the price to depend on the market conditions. If the product is less competitive, the Company will be able to add additional profits. Currently, the Company has focused on the product group with less competition. What the Company is trying to do to overcome losses is to increase sales to cover fixed costs.

Ms. Suthisoung Wattanakul, a proxy holder, asked that:

- Does the Company sell products online?

- Does the plastic of the Company have any impact on the environment?

Mr. **Weerachart Lohsiri**, Deputy Chairman of the Board of Directors and Managing Director, explained that:

- Since the Company's products are industrial products, the salespeople must directly contact with customers to give a technical advice to customers. But for some new products, the Company will sell online.
- Plastic was invented instead of paper. A plastic can meet the needs of more use due to its strength, toughness and clarity, which in the near future there is no real substitute for plastic products. However, the plastics used by the Company, are both recyclable and non-recyclable. For parts that can be reused, will be used with non-food products. For parts that cannot be reused, the Company is trying to improve methods for reuse.

Mr. **Kittiyod Arphakiatwong**, a shareholder, asked that:

- Directors whose terms have expired, are they able to vote for themselves back to the position of director? Will it be against the principles of good corporate governance?
- Execution of the accumulated deficit, is there a cost through the relevant department?
- If the Company is able to clear accumulated losses, will the Company be able to pay dividends immediately? How much does the Company have accumulated losses? And must set aside legal reserve or not?

Mr. **Vee Worasakyothin**, Deputy Managing Director of Accounting and Finance, explained that:

- In the board meeting before presenting to the shareholders for consideration, the directors who are due to retire by rotation, did not attend the board meeting and vote in the resolution on the said agenda. However, the Company will pass this suggestion to the Good Corporate Governance Committee for further consideration.
- The Company focuses on making the Company's operating results to be break-even first and then consider to clear the accumulated losses which the company will use a financial advisor to proceed or not, the Company will consider the need further.

- Once the Company has no loss. The Company intends to clear the accumulated losses in order to be able to pay dividends to shareholders immediately.

Mr. Thongtod Phanglad, a proxy holder, asked that:

- Does the Audit Committee have meeting allowances?

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, explained that:

- The Audit Committee has a monthly remuneration which is increased from the monthly remuneration as a director of the Company 5,000 Baht per month, with the details as Mr. Nipit presented in agenda item no. 7.

Mr. Dechmontri Vajeesoontorn, a shareholder, asked that:

- Two years ago, I joined the meeting. The Company has shown a graph of the trend of turnover that is nearing a positive turn. Why are they making a huge loss again? Is it a result of a change in management policy?

Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance, explained that:

- In the first period, the Company has added new products. Such products are not very complicated. They can be produced easily, but in the last 2 years, when the Company wants to expand the sales of more diverse and complex products, resulting in increased waste from production. The Company has improved production efficiency, reduced waste and added new products. It is expected that from 2020 onwards, the Company is getting closer to Break-even.
- None of the shareholders questioned.

The Chairman of the meeting stated that

- Company is very welcome to considered all the suggestion of all shareholders, the Board of Directors will use all the suggestion to improve for the best benefit of the Company.
- On behalf of the Board of Director, management and employees of NEP Realty and Industry Public Company Limited, I would like to thank you shareholders, proxy holders and all the

honored guests who taking time to attend the meeting today. I would like to close the meeting.

The meeting was adjourned at 12.00 pm.

Pol. Gen. Somchai Vanichsenee Chairman of the Board of Directors

(Pol.Gen. Somchai Vanichsenee)


Chairman of the Meeting

Akeera Thitichayawat Minute recorded

(Ms. Akeera Thitichayawat)


Company Secretary

Director's Profile

	Name-Surname	Pol. Gen. Somchai Vanishsenee
	Position	Chairman of the Board of Directors
	Nationality	Thai
	Age	78 years old
	Date of Birth	23 September 1942
	Date of first appointment	19 July 2007
	Term of office	13 years
Education	<ul style="list-style-type: none"> - Master Degree in Public Administration from Chulalongkorn University - Bachelor Degree in Political Science from the Royal Police Cadet Academy - National Defense Collage of Thailand Class of 377 	
Training	<ul style="list-style-type: none"> - Director Accreditation Program (DAP 6/2003), Thai Institute of Directors (IOD) - Director Certification Program (DCP 40/2004), Thai Institute of Directors (IOD) - Finance for Non-Finance Directors (FND 8/2004), Thai Institute of Directors (IOD) - Audit Committee Program (ACP 6/2005), Thai Institute of Directors (IOD) - Corporate Governance for Capital Market Intermediaries (CGI 4/2016), Thai Institute of Directors (IOD) 	
Work Experience	<ul style="list-style-type: none"> - Director, Vice Chairman of the Board of Directors, NEP Realty and Industry PLC - Deputy Commander of the Royal Thai Police - Assistant Commander of the Royal Thai Police 	
Current Position	<ul style="list-style-type: none"> - Chairman of the Board of Directors, NEP Realty and Industry PLC - Chairman of the Board, Independent Director of Plan B Media PLC - Vice Chairman of the Board of Directors of Nava Nakorn PLC - Director of Nava Nakorn Electricity Generating Co., Ltd. - Independent Director of Phuket Fantasea PLC 	
In any listed companies	3 companies: <ul style="list-style-type: none"> - Chairman of the Board, Independent Director of Plan B Media PLC - Vice Chairman of the Board of Directors of Nava Nakorn PLC - Independent Director of Phuket Fantasea PLC 	
In any non-listed companies	1 company: <ul style="list-style-type: none"> - Director of Nava Nakorn Electricity Generating Co., Ltd. 	
In any companies which may result in a conflict of interest with the Company	He is the Director and Vice Chairman of the Board of Directors of Nava Nakorn, an associated company.	
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2020)	-None-	


Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party	He is the Director and Vice Chairman of the Board of Directors of Nava Nakorn, an associated company.
Details of attendance to the Board of Directors Meeting in 2020	11/11 (100%)
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-
Criteria to nominate director	The Board of Directors has taken into account the opinion of the Nomination and Remuneration Committee and is of the view that Pol. Gen. Somchai Vanishsenee is qualified for being the director as specified in the relevant laws, the Company's Articles of Association and the Charter of the Board of Directors.
Interest in the agendas proposed in the Meeting	A person nominated to be a director in agenda 6
The position submitted to be elected	Chairman of the Board of Directors

Director's Profile

	Name-Surname	Mr. Nipit Arunvongse Na Ayudhya
	Position	Director, Chairman of the Nomination and Remuneration Committee
	Nationality	Thai
	Age	60 years old
	Date of Birth	15 July 1960
	Date of first appointment	30 January 1992
	Term of office	28 years
Education	<ul style="list-style-type: none"> - Bachelor Degree in Architecture, Chulalongkorn University - Bachelor Degree in Architecture, The University of Minnesota, USA 	
Training	<ul style="list-style-type: none"> - Director Certification Program (DCP 25/2002), Thai Institute of Directors (IOD) 	
Work Experience	<ul style="list-style-type: none"> - Acting Managing Director of NEP Realty and Industry PLC - Chief Executive Officer of Nava Nakorn PLC 	
Current Position	<ul style="list-style-type: none"> - Director, Chairman of the Nomination and Remuneration Committee of NEP Realty and Industry PLC - Director, Vice Chairman of the Board of Directors of Nava Nakorn PLC - Chairman of CASA Co., Ltd. - Director of Sumisho Global Logistics (Thailand) Co., Ltd. - Director of A.C.H. Construction Cost Consultants Co., Ltd. - Director of Nava Nakorn Electricity Generating Co., Ltd. - Chairmen of AQ Innovation Co., Ltd. 	
In any listed companies	1 company: <ul style="list-style-type: none"> - Director, Vice Chairman of the Board of Directors of Nava Nakorn PLC 	
In any non-listed companies	5 companies: <ul style="list-style-type: none"> - Chairman of CASA Co., Ltd. - Director of Sumisho Global Logistics (Thailand) Co., Ltd. - Director of A.C.H. Construction Cost Consultants Co., Ltd. - Director of Nava Nakorn Electricity Generating Co., Ltd. - Chairman of AQ Innovation Co., Ltd. 	
In any companies which may result in a conflict of interest with the Company	He is the Director and Vice Chairman of the Board of Directors of Nava Nakorn PLC, an associated company	
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2020)	Holding 4,300,000 ordinary shares (0.21%) of Nava Nakorn PLC, an associated company	
Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party	He is the Director and Vice Chairman of the Board of Directors of Nava Nakorn PLC, an associated company	
Details of attendance to the Board of Directors Meeting in 2020	11/11 (100%)	

Details of attendance to the Nomination and Remuneration Committee Meeting in 2020	4/4 (100%)
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-
Criteria to nominate director	The Board of Directors has taken into account the opinion of the Nomination and Remuneration Committee and is of the view that Mr. Nipit Arunvongse Na Ayudhya is qualified for being the director as specified in the relevant laws, the Company's Articles of Association and the Charter of the Board of Directors.
Interest in the agendas proposed in the Meeting	A person nominated to be a director in agenda 6
The position submitted to be elected	Director/ Chairman of the Nomination and Remuneration Committee

Director's Profile

	Name-Surname	Mr. Suthiporn Chandawanich
	Position	Director
	Nationality	Thai
	Age	46 years old
	Date of Birth	14 September 1974
	Date of first appointment	26 February 2020
	Term of office	1 years
Education	<ul style="list-style-type: none"> - Master Degree in Finance, Webster University, USA - MBA, Webster University, USA - Bachelor Degree in Mechanical Engineering, Washington University, USA - Bachelor Degree in Mathematics, Maryville University, USA 	
Training	<ul style="list-style-type: none"> - Effective Budgeting 	
Work Experience	<ul style="list-style-type: none"> - Executive Director (Solving the problem of loss) of NEP Realty and Industry PLC - Deputy Managing Director, Chief Utilities Officer of Nava Nakorn PLC - Acting Industrial Water System Manager of Nava Nakorn PLC - Business Development Manager of Nava Nakorn PLC - Deputy Managing Director of NEP Realty and Industry PLC - Maintenance Manager of Nava Nakorn PLC 	
Current Position	<ul style="list-style-type: none"> - Director, Chief Executive Officer of Nava Nakorn PLC - Director of Klongluang Development (Pathumthani) Co., Ltd. 	
In any listed companies	1 company: <ul style="list-style-type: none"> - Director, Chief Executive Officer of Nava Nakorn PLC 	
In any non-listed companies	1 company: <ul style="list-style-type: none"> - Director of Klongluang Development (Pathumthani) Co., Ltd. 	
In any companies which may result in a conflict of interest with the Company	He is the Director and Chief Executive Officer of Nava Nakorn PLC, an associated company	
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2020)	Holding 22,799,055 ordinary shares (1.11%) of Nava Nakorn PLC, an associated company	
Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party	He is the Director and Management of Nava Nakorn PLC, an associated company	
Details of attendance to the Board of Directors Meeting in 2020	9/9 (100%)	
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-	
Criteria to nominate director	The Board of Directors has taken into account the opinion of the Nomination and Remuneration Committee and is of the view that Mr. Suthiporn Chandawanich is qualified for being the director as specified in the relevant	

	laws, the Company's Articles of Association and the Charter of the Board of Directors.
Interest in the agendas proposed in the Meeting	A person nominated to be a director in agenda 6
The position submitted to be elected	Director

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวชุตินันท์ กอประเสริฐถาวร

Miss Chutinant Kopraserthaworn

ผู้จัดการอาวุโส

Senior Audit Manager

Tel. : 02 596 0500 Ext. 616

Mobile : 084 143 8288

E-mail : chutinant.k@daa.co.th

Certificates :

- 2563 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ต.
- 2550 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 9201
- 2020 Auditor who is approved by the Securities and Exchange Commission
- 2007 Auditor Registration No. 9201

Education :

- 2547 ปริญญาตรี บริหารธุรกิจบัณฑิต (บธ.บ.) การบัญชี มหาวิทยาลัยเทคโนโลยีราชมงคลธัญบุรี
- 2004 Bachelor of Business Administration (BBA) in Accounting, Rajamangala University of Technology Thanyaburi

Experience :

- ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 15 ปี
- Experience in external auditing more than 15 years

Specialized in :

- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- ธุรกิจอสังหาริมทรัพย์ / Real estate business
- ธุรกิจรับเหมาก่อสร้าง / Construction business
- ธุรกิจบริการ / Service business
- กองทุนสำรองเลี้ยงชีพ / Provident funds
- กองทุนรวม / Mutual funds

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวโชติมา กิจศิริกร

Miss Chotima Kitsirakorn

Audit Partner

Tel. : 02 596 0500 Ext. 607

Mobile : 086 770 3300

E-mail : chotima.k@daa.co.th

Certificates :

- 2563 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ต.
- 2547 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 7318
- 2020 Auditor who is approved by the Securities and Exchange Commission
- 2004 Auditor Registration No. 7318

Education :

- 2557 ประกาศนียบัตรการรายงานทางการเงินไทย จากสภาวิชาชีพ
ในพระบรมราชูปถัมภ์
- 2540 ปริญญาตรี บริหารธุรกิจบัณฑิตการบัญชี (บธ.บ.)
มหาวิทยาลัยรามคำแหง
- 2014 Certification of Completion Diploma in Thai Financial Reporting
from Federation of Accounting Professions Under The Royal
Patronage of His Majesty The King
- 1997 Bachelor of Business Administration in Accounting,
Ramkhamhaeng University

Experience :

- ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 20 ปี
- ประสบการณ์ด้านการตรวจสอบภายใน 2 ปี
- ประสบการณ์งานวางระบบบัญชี 2 ปี
- ประสบการณ์ด้านการตรวจสอบพิเศษ Due Diligence มากกว่า 5 ปี
- ประสบการณ์งานที่ปรึกษาด้านบัญชีให้บริษัทจดทะเบียน
ในตลาดหลักทรัพย์ 2 ปี
- Experience in external auditing more than 20 years
- Experience in internal audit 2 years
- Experience in accounting system 2 years
- Experience in Due Diligence more than 5 years
- Experience in accounting advisory to listed company 2 years

Specialized in :

- ธุรกิจอสังหาริมทรัพย์ / Real estate business
- ธุรกิจรับเหมาก่อสร้าง / Construction business
- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- ธุรกิจบริการซอฟต์แวร์ / Software service business
- ธุรกิจบริการ / Service business
- กองทุนสำรองเลี้ยงชีพ / Provident funds

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาววันนิสา งามบัวทอง

Miss Wannisa Ngambuathong

Audit Partner

Tel. : 02 596 0500 Ext. 610

Mobile : 089 456 1377

E-mail : wannisa.n@daa.co.th

Certificates :

- 2552 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ต.
- 2546 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 6838
- 2009 Auditor who is approved by the Securities and Exchange Commission
- 2003 Auditor Registration No. 6838

Education :

- 2551 ปริญญาโท บริหารธุรกิจมหาบัณฑิต (บธ.ม.) สาขาการจัดการ มหาวิทยาลัยศรีนครินทรวิโรฒ ประสานมิตร
- 2542 ประกาศนียบัตรบัณฑิต สาขาวิชาการสอบบัญชี จุฬาลงกรณ์มหาวิทยาลัย
- 2538 ปริญญาตรี บัญชีบัณฑิต สาขาการบัญชี มหาวิทยาลัยกรุงเทพ
- 2008 Master of Business Administration (Program in Management), Srinakharinwirot University
- 1999 Certificate of Auditing, Chulalongkorn University
- 1995 Bachelor of Science (Accounting) B.S, Bangkok University

Experience :

- ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 20 ปี
- ประสบการณ์ด้านการทำบัญชี 3 ปี
- ประสบการณ์ด้านการตรวจสอบภายใน 2 ปี
- Experience in external auditing more than 20 years
- Experience in accounting 3 years
- Experience in Internal audit 2 years

Specialized in :

- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- ธุรกิจอสังหาริมทรัพย์ / Real estate business
- ธุรกิจรับเหมาก่อสร้าง / Construction business
- ธุรกิจบริการซอฟต์แวร์ / Software service business
- กองทุนสำรองเลี้ยงชีพ / Provident funds
- กองทุนรวม / Mutual funds

หนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B)ติดอากรแสตมป์
20 บาท
Duty Stamp
20 Bahtเขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า* _____ สัญชาติ _____
I/We _____ Nationality _____
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at _____ Road _____ Sub-District _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District _____ Province _____ Postal Code _____

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็นอีพี อสังหาริมทรัพย์และอุตสาหกรรม จำกัด (มหาชน) ("บริษัท")
As a shareholder of NEP Realty and Industry Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม* _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ* _____ เสียง ดังนี้
holding the total amount of _____ share(s), and have the right to vote equal to _____ vote(s), as follows:
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ share(s), and have the right to vote equal to _____ vote(s),
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ share(s), and have the right to vote equal to _____ vote(s),

(3) ขอมอบฉันทะให้*
Hereby appoint

นาย/นาง/นางสาว _____ อายุ _____ ปี
Mr./Mrs./Miss _____ Age _____ Years
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at _____ Road _____ Sub-District _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District _____ Province _____ Postal Code _____
อีเมล* _____ โทรศัพท์มือถือ (สำหรับ OTP)* _____
E-mail _____ Mobile Phone Number (for OTP) _____

หรือ กรรมการอิสระตามรายชื่อ ดังนี้

or appoint Independent Director whose name appear below

พลโท จิรภัทร มาลัย / กรรมการอิสระ _____ อายุ _____ 76 _____ ปี
Lt. Gen. Chiraphat Malai / Independent Director _____ Age _____ 76 _____ Years
อยู่บ้านเลขที่ 24/57 ซอย บางนา-ตราด 10 ตำบล/แขวง บางนา
Residing at No. 24/57 Soi Bangna-Trad 10 Sub-District Bangna
อำเภอ/เขต บางนา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260
District Bangna Province Bangkok Postal Code 10260

(ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่น ๆ ในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 นี้)

(There is no special interest different from other directors in every agenda proposed at 2021 Annual General Meeting of Shareholders)

นางจันทิรา ศรีม่วงพันธ์ / กรรมการอิสระ _____ อายุ _____ 60 _____ ปี
Mrs. Chantira Srimoungpan / Independent Director _____ Age _____ 60 _____ Years
อยู่บ้านเลขที่ 45 ซอย พัฒนาการ 20 แยก 4 ตำบล/แขวง สวนหลวง
Residing at No. 45 Soi Phatthanakan 20 Yaek 4 Sub-District Suan Luang
อำเภอ/เขต สวนหลวง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250
District Suan Luang Province Bangkok Postal Code 10250

(ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่น ๆ ในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 นี้)

(There is no special interest different from other directors in every agenda proposed at 2021 Annual General Meeting of Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันพฤหัสบดีที่ 22 เมษายน 2564 เวลา 10.30 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my /our Proxy Holder to attend and vote on my/our behalf in the 2021 Annual General Meeting of Shareholder on Thursday, April 22, 2021 at 10.30 a.m. by electronic means (E-AGM) or any other date, time and place as the meeting may be adjourned.

ข้าพเจ้าซึ่งเป็นผู้ถือหุ้นของบริษัท เอ็นอีพี อสังหาริมทรัพย์และอุตสาหกรรม จำกัด (มหาชน) (“บริษัท”) ยินยอมให้บริษัทจัดส่งชื่อผู้ใช้ (Username) และ รหัสผู้ใช้ (Password) ของข้าพเจ้าไปยังผู้รับมอบฉันทะตามชื่อและอีเมลที่ข้าพเจ้าระบุในหนังสือมอบอำนาจฉบับนี้ I, a shareholder of NEP Realty and Industry Public Company Limited (“the Company”), consent to the Company sending my username and password to the proxy with the name and email address that I have specified in this proxy form hereto.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We, authorize the Proxy Holder to vote on my/our behalf in the meeting as follows;

วาระที่ 1
Agenda 1

เรื่องที่ท่านประธานจะแจ้งให้ที่ประชุมทราบ
The matters to be informed by the chairman of the board of directors

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2
Agenda 2

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563
To adopt the minutes of the 2020 Annual General Meeting of Shareholder

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3
Agenda 3

พิจารณารับทราบผลการดำเนินงานของบริษัท ในรอบปี 2563
To acknowledge the operating results of the Company for the year 2020

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4
Agenda 4

พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563
To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2020

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5
Agenda 5

พิจารณางดจ่ายเงินปันผลสำหรับการดำเนินงาน ประจำปี 2563
To approve the omission of dividend for the year 2020

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6
Agenda 6

พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ

To approve the election of directors replacing those who retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote at my/our intention as follows;

- การแต่งตั้งกรรมการทั้งชุด

Appointment of the whole group of directors

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

- การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of an individual director

พลตำรวจเอก สมชาย วาณิชเสนี

Pol. Gen. Somchai Vanishsenee

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

นายนิพิฐ อรุณวงษ์ ณ อยุธยา

Mr. Nipit Arunvongse Na Ayudhya

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

นายสุทธิพร จันทวานิช

Mr. Suthiporn Chadawanich

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7
Agenda 7

พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2564

To approve fixing of the remuneration of directors for the year 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote at my/our intention as follows;

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 8
Agenda 8

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2564

To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote at my/our intention as follows;

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 9
Agenda 9

พิจารณาอนุมัติการเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการขายหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นแบบเฉพาะเจาะจง (PP)

To approve the change of the utilization objectives of the capital increase received from the sales of newly issued ordinary shares under the private placement scheme (PP)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote at my/our intention as follows;

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 10
Agenda 10

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
The proxy holder's vote on any agenda, which is not in accordance with the vote as specified in this Form of Proxy shall be deemed invalid and shall not be treated as our/my vote, as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case that I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including any case for which there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respect.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the Proxy Holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ/Remarks

- กรุณากรอกข้อมูลทั้งหมดให้ถูกต้อง ครบถ้วน โดยเฉพาะที่ระบุ (*) มิเช่นนั้น บริษัทจะไม่สามารถจัดส่งชื่อผู้ใช้ (Username) รหัสผู้ใช้ (Password) และ OTP ให้แก่ท่าน เพื่อใช้ในการล็อกอิน (Log-in) เข้าสู่ระบบการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ได้
Please correctly and completely fill in the form, especially those specified with (*). Otherwise the Company shall not be able to send you the Username & Password and OTP used for logging-in to the electronic meeting system.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a Proxy Holder must appoint only one Proxy Holder to attend and vote in the meeting as a whole or individually, and shall not divide the number of shares into several portions to more than one Proxy Holders in order to divide the vote.
- วาระการเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการรายบุคคล
In the agenda for election of Directors, Directors may be elected as a whole or individually.
- ในกรณีที่มิสวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแนบหนังสือมอบฉันทะแบบ ข ตามแนบ
If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplemental to Proxy Form B shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข
Supplemental Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอ็นอีพี อสังหาริมทรัพย์และอุตสาหกรรม จำกัด (มหาชน)
The appointment of a proxy holder is granted by the shareholder of NEP Realty and Industry Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันพฤหัสบดีที่ 22 เมษายน 2564 เวลา 10.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2021 Annual General Meeting of Shareholder on Thursday, April 22, 2021 at 10.30 a.m. by electronic means (E-AGM) or
at any other date, time and place as the meeting may be adjourned.

วาระที่ _____ เรื่อง _____
Agenda Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows;
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ _____

เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows;
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ _____

เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows;
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ _____

เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows;
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ _____

เรื่อง _____

Agenda

Re:


- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows;
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหน้าสื่อมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
 I/We certify that the statements in this Supplemental Proxy Form are completely correct and true in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
 ()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
 ()

Independent Director's Profile as Proxies from Shareholders

	Name-Surname	Mrs. Chantira Srimoungpan
	Position	Independent Director, Member of Audit Committee, Nomination and Remuneration Committee, and Corporate Governance Committee
	Nationality	Thai
	Age	60 years old
	Address	45 Soi Phatthanakan 20 Yaek 4, Suan Luang, Suan Luang, Bangkok 10250
	Date of Birth	17 May 1961
	Date of First appointment	8 July 2016
	Term of office	5 years
Education	Bachelor in Accounting, Thammasat University	
Certifications	Training Courses from Thai Institute of Directors (IOD) - IT Governance and Cyber Resilience Program (ITG 12/2019) - Director Certification Program (DCP 271/2019) - Board Nomination and Compensation Program (BNCP 4/2018) - How to Develop a Risk Management Plan (HRP 15/2017) - Advanced Audit Committee Program (AACP 27/2017) - Director Accreditation Program (DAP 137/2017) - Anti-Corruption in Practice (ACPG 20/2015) - Company Secretary Program (CSP 11/2005)	
Work Experience	2012-Present Internal Audit Manager/Secretary of Audit Committee Siamgas and Petrochemicals Public Company Limited 1997-2021 Internal Audit Manager/Secretary of Audit Committee Wave Entertainment Public Company Limited	
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies	-None-	
Direct and Indirect interest in any transaction which the company, or its subsidiaries is party	-None-	
Details of attendance to the Board of Directors Meeting in 2020	9/11	
Details of attendance to the Audit Committee Meeting in 2020	8/8	
Details of attendance to the Nomination and Remuneration Committee Meeting in 2020	4/4	
Details of attendance to the Corporate Governance Committee Meeting in 2020	1/1	
Lacking of qualifications or possession of prohibited characteristics under PLC Act	-None-	
Positions in the competitive business/ Related to the business of the Company	-None-	
Conflict of Interest in the agenda proposed in the Meeting	-None-	
Relationship of Independent Director	1. A close relative with the administrators/ the major shareholders of the Company/ the Company's subsidiaries -None- 2. The relationship in the following manner of the Company/ the Company's subsidiaries/ Corporate Conflict currently or during the past two years	

(a) Being a director involved in management/ employee/ worker or consultants who receive a regular salary

-None-

(b) Being a professional service provider

-None-

(c) Having a relationship between business significance

-None-

Definition of Independent Director

NEP Realty and Industry Public Company Limited have defined the definition of Independent Directors which is equal to those defined by Securities and Exchange Commission and the Stock Exchange of Thailand. Therefore, "Independent Director" of the Company means the director who possesses the following qualifications:

1. Holding less than 1% of the outstanding shares with voting rights of the company, parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director (including such persons described in code 258 of the Securities and Exchange Act B.E. 2535).
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than 2 years prior to the date of appointment. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person or person to be nominated as executive or controlling person of the company or subsidiary company.
4. Neither having nor used to have a business relationship with the company, parent company, subsidiary company, associated company, major shareholder or controlling person, in the manner which may interface with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, parent company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
5. Neither being nor used to be an auditor of the company, parent company, subsidiary company, associated company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an auditor firm which employs auditors of the company, parent company, subsidiary company, associated company, major shareholder, or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
6. Neither being nor used to be a provider of any professional services, including those as legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the company, parent company, subsidiary company, associated company, major shareholder, or controlling person,

and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.

7. Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1% of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or subsidiary company.
9. Not having any other characteristic which cause the inability to express independent opinions with regard to the company's business operation.
10. Independent director possessing the quality as outline in 1-9 above may be assigned by the board of directors to carry on the operation of the company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

Explanations on the Documents Required for Attending the Meeting, Method of Granting Proxy, Notification of the Intention to Attend the Meeting, Procedures for Attending E-AGM, Voting, and Vote Counting

Due to the situation of the Coronavirus Disease 2019 (COVID-19), the board of directors of NEP Realty and Industry Public Company Limited (hereinafter referred as “the Company”) truly concerns for the safety of shareholders, therefore, has resolved to solely hold the 2021 Annual General Meeting of Shareholders via an electronic medium on Thursday 22nd April 2021 at 10.30 a.m. The Company would like to notify the guidelines for attending the 2021 Annual General Meeting of Shareholders via electronic medium, which has some different registration processes than regular meeting as follows:

Documents Required for Attending the Meeting

1. Shareholder who is an Individual

1.1 Attendance in person through electronic medium:

- The identity card of Shareholder, which has not yet expired; in the event of a change of first name or family name, a supporting document must also be submitted.

**For a non-Thai-National Individual Shareholder, a valid passport can be presented as an identity card; in the event of a change of the first name or family name, a supporting document must also be submitted.*

1.2 Attendance by proxy holder through electric medium:

- (1) The proxy form B (Attachment No. 5), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the proxy grantor and the proxy holder;
- (2) A copy of the identity card of Shareholder or a copy of a valid passport in case of non-Thai-National shareholder, which has been certified as true copy to the original by the shareholder’s signature; and
- (3) A copy of the identity card of the proxy holder, which has not yet expired, or a copy of a valid passport in case of non-Thai-National proxy holder, which has been certified as true copy to the original by the proxy holder’s signature

Shareholders may appoint a proxy to any person or one of the Independent Directors, Lt.Gen. Chirapat Malai, or Mrs. Chantira Srimoungpan. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

2. Shareholder who is a juristic person

2.1 Attendance in person by an authorized signatory acting on behalf of the juristic person through electronic medium;

- (1) Registration form for authorized signatory of juristic person (Attachment No. 10) which has been filled in completely and correctly and signed by the authorized signatory of juristic person
- (2) A copy of the shareholder’s certificate of corporate registration, which is certified as true copy by the juristic person’s representative and contains a statement indicating that the representative to be

present at the Meeting is authorized to act on behalf of the juristic person who is the shareholder; and

- (3) A copy of the identity card of the juristic person's representative, which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which has been certified as true copy to the original by the juristic person's representative's signature.

**For a juristic person registered in foreign Country, please present a copy of company certificate, which has been certified true copy by the authorized director (s) as well as endorsed by Notary Public.*

*** In case of the authority to bind the company comprise authorized signatory of 2 or above directors, please grant the proxy to individual to attend the meeting as specified in 2.2 below.*

2.2 Attendance by proxy holder through electronic medium:

- (1) The proxy form B (Attachment No. 5), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the juristic person's representative (proxy grantor) and by the proxy holder;
- (2) A copy of the shareholder's certificate if corporate registration, which is certified as true copy by the juristic person's representative and contains a statement indicating that the representative signing on the proxy form is authorized to act on behalf of the juristic person who is the shareholder;
- (3) A copy of the identity card of the juristic person's representative (proxy grantor), which has not yet expired, or a copy of a valid passport in case of the non-Thai-National individual, which is certified as true copy by the grantor's signature; and
- (4) A copy of the identity card of the proxy holder, which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the proxy holder's signature.

**For a juristic person registered overseas, please present a copy of company certificate, which has been certified true copy by the authorized director (s) as well as endorsed by Notary Public.*

Shareholders may appoint a proxy to any person or one of the Independent Directors, Lt. Gen. Chirapat Malai, or Mrs. Chantira Srimoungpan. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

3. Deceased shareholders

3.1 Attendance in person by the administrator through electronic medium:

- (1) Registration form for administrator of the estate (Attachment No. 10) which has been filled in completely and correctly and signed by the administrator of the estate;
- (2) A copy of the court order appointing the administrator of the estate is required and must be endorsed by the administrator of the estate; and
- (3) A copy of the identity card of the administrator of the estate which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the administrator of the estate's signature.

3.2 Attendance by proxy holder through electronic medium:

- (1) The proxy form B (Attachment No.5), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the administrator of the estate (proxy grantor) and by the proxy holder;
- (2) A copy of the court order appointing the administrator of the estate is required and must be endorsed by the administrator of the estate;
- (3) A copy of the identity card of the administrator of the estate (proxy grantor), which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the grantor's signature; and
- (4) A copy of the identity card of the proxy holder, which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the proxy holder's signature.

Shareholders may appoint a proxy to any person or one of the Independent Directors, Lt. Gen. Chirapat Malai, or Mrs. Chantira Srimoungpan. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

4. Incompetent person or quasi-incompetent person shareholder

4.1 Attendance in person by the guardian or curator through electronic medium:

- (1) Registration form for the guardian/ curator (Attachment No. 10) which has been filled in completely and correctly and signed by the guardian/ curator;
- (2) A copy of the court order appointing the guardian/curator is required and must be endorsed by the guardian/ curator; and
- (3) A copy of the identity card of the guardian or curator which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the guardian or curator's signature.

4.2 Attendance by proxy holder through electronic medium:

- (1) The proxy form B (Attachment No. 5), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the administrator of the estate (proxy grantor) and by the proxy holder;
- (2) A copy of the court order appointing the guardian or curator is required and must be endorsed by the guardian or curator;
- (3) A copy of the identity card of the guardian or curator (proxy grantor), which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the grantor's signature; and
- (4) A copy of the identity card of the proxy holder, which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the proxy holder's signature.

Shareholders may appoint a proxy to any person or one of the Independent Directors, Lt. Gen. Chirapat Malai, or Mrs. Chantira Srimoungpan. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

Registration to Attending the Meeting

1. Shareholder intends to attend the meeting in person

1.1 Registration to attend the meeting

Shareholders can notify the Company the intention to attend the Annual General Meeting of Shareholders via **e-Service Platform from April 8, 2021**, by filling in completely and correctly the Notification of Meeting and using the Shareholder's ID card to register at <https://portal.eservice.set.or.th/Account/?refer=EjcpfOKESWsvbh6Cr14qafG8LPzTKbXWeOWEUfPzOR3ImBqqkNp4Hg%3d%3d> or scan QR code here.



Please register through e-Service Platform at least 2 days before 25 April 2021 for the convenience in attending the meeting on the meeting date.

Online registration can be done by using desktop or notebook computers, tablets, or smartphones with camera installed and enter through web browser including **Google Chrome, Safari or Internet Explorer**. It can be used on both **IOS and Android operating systems**.

*Shareholders may see the registration process in "Manual for E-AGM System" at <https://www.set.or.th/th/eservice/shareholder.html> or scan QR code here.



- 1.2 After Shareholders have performed the registration process through e-Service Platform and the Company has verified the validity, Username & Password, to be used for lo-in to the electronic meeting (e-Service Platform), will be sent to Shareholders' email provided to the Company at the registration process.

2. Shareholder appoints the Independent Director

Shareholders unable to attend the Annual General Meeting of Shareholders via electronic medium may authorize to one of the Independent Directors, Lt. Gen. Chirapat Malai or Mrs. Chantira Srimoungpan. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

To authorize to one of the Independent Directors, Shareholder must fill in completely and correctly the proxy form B (Attachment No. 5), select an independent director that Shareholders intend to appoint as a proxy holder, attach a copy of the shareholder's identification document and the supporting documents as described under "Documents required for Attending the Meeting" section 1.2, or 2.2, or 3.2, or 4.2, as the case may be. Then proceed the following:

- (1) Submit the soft copy of such documents to akeera@nep.co.th or fax number (+662) 271-4416; and
- (2) Dispatch the original copy of the above documents to the Company via post at the following address

Company Secretary Office

NEP Realty and Industry Public Company Limited

41 Soi Phaholyothin 5, Phaholyothin Road., Phayathai, Bangkok 10400

The Company must be received the original documents within the official hours of April 19, 2021 since the document verification process might take time in order to properly organize the E-AGM.

The Company reserves the right not to accept the registration to E-AGM if the Company receives the above original documents after the specified timeline or the case that such documents are not complete or correct in accordance with the specified rule and regulations.

3. Shareholder appoints the Proxy Holder

3.1 Registration to attend the meeting

The shareholder and proxy holder must prepare the required documents as described under “Documents Required for Attending the Meeting” section 1.2, or 2.2, or 3.2, or 4.2 as the case may be; and proceed the following:

- (1) Submit the soft copy of such documents to akeera@nep.co.th or fax number (+662) 271-4416; **and**
- (2) Dispatch the original copy of the above documents to the Company via post at the following address

Company Secretary Office

NEP Realty and Industry Public Company Limited

41 Soi Phaholyothin 5, Phaholyothin Road., Phayathai, Bangkok 10400

The Company must be received the original documents within the official hours of April 19, 2021 since the document verification process might take time in order to properly organize the E-AGM.

The Company reserves the right not to accept the registration to E-AGM if the Company receives the above original documents after the specified timeline or the case that such documents are not complete or correct in accordance with the specified rule and regulations.

3.2 Notice of identity verification approval for attending E-AGM

After the Company had verified the validity of the submitted documents, Username & Password, to be used for log-in to the electronic meeting (e-Service Platform), will be sent to the proxy holder’s email as specified in the proxy form.

**Please note that one email address can be used for registration for only one shareholder. Therefore, in the case that a shareholder attending the meeting is also granted proxy from other shareholders or the proxy holder is granted proxy from many shareholders, the proxy holder has to prepare a number of email addresses in accordance with the number of shareholders attending the meeting, either attending by themselves or by proxy.*

4. The juristic person’s representative, administrator of the estate, guardian, or curator attend the meeting in person

4.1 Registration to attend the meeting

The shareholder must prepare the required documents as described under “Documents Required for Attending the Meeting” section 2.1, or 3.1, or 4.1 as the case may be; and proceed the following:

- (1) Submit the soft copy of such documents to akeera@nep.co.th or fax number (+662) 271-4416; **and**
- (2) Dispatch the original copy of the above documents to the Company via post at the following address

Company Secretary Office

NEP Realty and Industry Public Company Limited

41 Soi Phaholyothin 5, Phaholyothin Road., Phayathai, Bangkok 10400

The Company must be received the original documents within the official hours of April 19, 2021 since the document verification process might take time in order to properly organize the E-AGM.

The Company reserves the right not to accept the registration to E-AGM if the Company receives the above original documents after the specified timeline or the case that such documents are not complete or correct in accordance with the specified rule and regulations.

4.2 Notice of identity verification approval for attending E-AGM

After the Company had verified the validity of the submitted documents, Username & Password, to be used for log-in to the electronic meeting (e-Service Platform), will be sent to the shareholder's email as specified in the registration form (Attachment No. 10).

Attending the Annual General Meeting of Shareholders via Electronic Medium (E-AGM)

The 2021 Annual General Meeting of Shareholder via Electronic Medium will be held on Thursday 22 April 2021 at 10.30 a.m. with the following steps

1. Log-in to e-Service Platform

- All attendees log in to e-Service Platform from 8.30 a.m. with the provided Username & Password and OTP code at <https://portal.eservice.set.or.th> or scan QR code here.
- When logging in to e-Service Platform, the attendee can enter the URL link to join the meeting through the Webex System.



In joining the meeting, attendees can use desktop or notebook computers, tablets, or smartphones with camera installed and enter through web browser including Google Chrome, Safari or Internet Explorer. It can be used on both IOS and Android operating systems.

2. Voting on each Agenda

- For voting, the chair will propose that the meeting pass a resolution on each agenda item and the e-Service Platform will open for voting “approve”, “disapprove”, or “abstain” on each agenda. Attendees need to return to e-Service Platform window, and vote within the period specified. Attendees, who have not chosen “approve”, “disapprove”, or “abstain” within the voting period, will be deemed to resolve to approve the matter as proposed to the meeting for consideration. However, if the voting period still exists, Attendees may return to amend their votes within such period.
- In the event a shareholder has granted proxy to another to be present at the meeting on his/her behalf, the Proxy Holder can consider matters and pass resolutions on behalf of the grantor in every respect as he/she thinks fit. The same voting method as that for Shareholders present in person will be used.
- If the Shareholder has voted on each agenda item in the proxy form, the voting in the form will be adhered to.
- A resolution of the meeting will be required the majority votes of the shareholders who attend the meeting and cast their votes except for agenda 7, a resolution will be passed by no less than two-thirds of

the total number of votes of shareholders who attend the meeting, and for agenda 9, a resolution will be passed by total number of votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

- Agenda item 1 and 3 which involve matters for acknowledgement will not require resolution.
- Agenda item 10 depends on matters to be proposed by the shareholders, as the case may be. Pursuant to the Public Limited Companies Act B.E. 2535 (including its amendments), shareholders representing not less than one-third of all the company's total subscribed shares can request the meeting to consider in other matters than those specified in the invitation to the meeting.

3. Vote Counting

- Attendees may vote “approve”, “disapprove”, or “abstain” for each agenda item. The scoring base will be counted against total votes of the shareholders attending the meeting and cast their votes which include “approve” and “disapprove” votes. The “abstain” votes will not be counted except agenda item 7, the results will be counted against total votes of shareholders attending the meeting, and agenda item 9, the scoring base of vote counting shall be equal to total votes of shareholders attending the meeting and having their right to vote.
- After the vote counting for each agenda item, the Company will announce the voting results as approval, disapproval, or abstention as a percentage of total votes. For the agenda item concerning the election of directors, the Company will announce the voting results by individual directors.

4. Question Submission During the Meeting

In the event that Attendees would like to ask question during the meeting, Attendees need to return to the e-Service Platform window, and choose the agenda to ask the questions, click the “Raise hand” button for queuing and type questions.

5. Convenience provided to Shareholders appointing the Independent Director

The entire 2021 Annual General Meeting of Shareholders via Electronic medium will be recorded, the video of the meeting will be published through the Company's website after the meeting for the convenience of Shareholders who appoint the Independent Director.

Attendee of E-AGM can study the procedures of the electronic meeting including broadcasting, voting and raising questions in “Manual for E-AGM System” at

<https://www.set.or.th/th/eservice/shareholder.html> or [scan QR code here](#).



Any questions or problems regarding the Annual General Meeting of Shareholders via electronic medium, please contact:

Company Secretary Office

NEP Realty and Industry Public Company Limited

41 Soi Phaholyothin 5, Phaholyothin Road., Phayathai, Bangkok 10400

Telephone +662 271 4213 Ext. 203

Email akeera@nep.co.th

The Company's articles of association regarding to Annual General Meeting of Shareholders

Shareholder Meeting and Voting

- Article 33 The Board shall arrange for an Annual Ordinary Meeting of Shareholders to be held within the periods of four months following the end of the Company's fiscal year.
- Except for the above-stated meeting of shareholder, other meeting of shareholders shall be recognized as Extraordinary General Meeting of shareholder. The Board of Directors may call extraordinary general meeting as it deems necessary or when shareholder holding shares totaling not less than one-fifth of the company paid-up shares or not less than 25 shareholders holding shares totaling not less than one-tenth of the company paid-up shares unify to make a request in writing requesting the Board of Directors to summon an extraordinary meeting at any period, but the reason for calling a meeting must be clearly stated in such written request. The Board of Director shall arrange the meeting within 1 month after received those written request.
- Article 35 In summoning a shareholder's meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for 3 consecutive days at least 3 days prior to the meeting.
- Article 36 The shareholder meeting must be attended by shareholders in persons or by proxies (if any) not less than twenty-five persons or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up shares to constitute a quorum.
- If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute the quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders not less than 7 days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.
- Article 37 At a general meeting of shareholders, a shareholder may grant a proxy in writing to other person attend and vote on his/her behalf. A proxy statement must be dated and signed by the shareholder and must be in the form prescribed by the official registrar.
- A proxy must be submitted to the chairman of the meeting or the person at the meeting prior to the proxy being able to attend the meeting.
- Article 38 The Chairman of the Board of Directors shall be the Chairman of the shareholder meetings. In case the chairman of the Board of Directors does not present at the meeting or unable to perform his/her duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be Chairman of the

shareholder meeting. In case the Vice-chairman is unable to perform his/her duty, the shareholder present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 39 In casting votes, one share shall be entitled to one vote.

A resolution of the shareholder meeting shall require;

(1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their vote. In case of tie vote, the chairman of the meeting shall have a casting vote.

(2) In the following events, a vote of not less than three quarters of the total number of votes of shareholder who attend the meeting and have right to vote:

- a. the sale or transfer of the entire or important parts of the business of the company to other persons;
- b. the purchase or acceptance of transfer of the business of other companies or private companies by the company;
- c. the making, amending or terminating of contracts with respect to the granting of lease of entire or important part of the business of the company;
- d. the assignment of the management of the business of the company to any other persons;
- e. the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- f. to amend the memorandum or Article of Association;
- g. to increase or reduce the registered capital, issue debentures,
- h. amalgamate and dissolve the Company

Director's Qualifications, Election and Rotation of Directors and Director's Remuneration

Article 14 The board of directors of the Company shall consist of at least five directors, but not more than eleven directors. Not less than half of the total number of directors shall be resident in the Kingdom. Directors are entitled to receive remuneration from the company in the form of prize, bonus, severance pay or benefits or meeting allowance or in a different way according to the articles of association or by the shareholders' meeting considered, which might be defined as the exact amounts or define by occasional, or until the change will be notify. With the additional to receive the allowances and other benefits follow the Company regulations.

The above remuneration shall not affect the right of officer who has been voted to be director in order of salary and other benefit as an officer of the Company.

Article 15 The directors shall be elected by the shareholders meeting in accordance with the following rules and methods;

15.1 Each shareholder shall have one vote for one share.

15.2 The election of directors may be done person by person or by way of several persons at the same time.

15.3 The election of directors shall be adopted by a majority vote, in descending order, receive equal votes, the chairman of the general meeting shall cast a deciding vote.

Article 16 At every annual general meeting, one-third of the directors shall be retired. If the number of directors is not a multiple of three, then the number of directors closest to one-third shall be retired.

Directors who must retire in the first and second year after the registration of the Company will participant subsequent years, the director who has held office longest shall retire.

Article 21 Directors are allow to be Company's shareholder.

Registration Form

for Authorized Signatory of Juristic Person, Administrator of the Estate, and Guardian / Curator

Please fill in form, only for the following cases:

1. Attendance in person by an authorized signatory of juristic person shareholders
2. Attendance in person by an administrator of the Estate of deceased shareholders
3. Attendance in person by a guardian/curator of Incompetent person/quasi-incompetent person shareholders

Written at.....

Date :.....Month :.....Year :.....

Shareholders Name*.....

Tax ID Number/ID Card Number*.....Nationality.....

Address.....

A shareholders of the NEP Realty and Industry Public Company Limited by holding shares in the total amount of *.....shares/units and vote equal to*.....units

Ordinary share.....shares/units vote equal to.....units

Preferred share.....shares/units vote equal to.....units

Status of the representative (please X in the blanks) *

- The authorized signatory of juristic person shareholders
- The administrator of the Estate of deceased shareholders
- The guardian/curator of Incompetent person/quasi-incompetent person shareholders

Representative Name*.....Nationality.....ID Card Number*.....

Address.....

Email Address*.....Mobile Phone (for receiving OTP)*.....

Signature..... Authorized signatory/Administrator of the Estate/Guardian/Curator

(.....)

Remark: Please correctly and completely fill in the form, especially those specified with (*). Otherwise, the Company shall not be able to send you the Username & Password and OTP used for logging-in to the electronic meeting system.