

Minutes of the 2021 Annual General Meeting of Shareholders

NEP Realty and Industry Public Company Limited

Thursday, April 22, 2021

By electronic means (e-AGM) broadcasted from the Academy 1 meeting room, 4th floor, Pearl Bangkok Building, No. 1117 Phaholyothin Road, Samsen Nai Subdistrict, Phayathai District 10400

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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 2021 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 March 12, 2021, the Company has total paid-up 2,325,380,588 shares. 23 shareholders holding 295,856,960 shares, 16 proxy shareholders holding 949,447,499 shares, a total of 39 shareholders holding aggregate 1,245,304,459 shares or 53.55 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 2021 Annual General Meeting of Shareholders.

**Chairman 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](http://www.nep.co.th) during December 1-31, 2020.
- 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:

- If shareholders want to ask questions during the meeting, shareholders are required to return to DAP e-Shareholder Meeting page, press "Send Question" button, then type in the question in details. The Company will read and answer your questions at the time for asking. In this regard, shareholders can type the questions from the commencement of the agenda. In addition, shareholders can cancel questions sent to the Company by pressing the "Cancel" button.
- 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.
- The Company will propose the meeting to vote on each agenda item. Shareholders are required to return to DAP e-Shareholder Meeting page to vote "Agree" "Disagree" or "Abstain" in the allotted time. If the shareholders do not vote within the time limit, it will be considered that there is a resolution of approval as proposed. However, if the voting time of that agenda still exists, the shareholders can return to amend the voting within the time specified by the system.

- The Proxies of shareholders who had got a fully right for cast the shareholders vote, the proxies will be have an 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.
- 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.
- For the resolution of the meeting, a majority vote of shareholders who attend the meeting and cast their votes, except Agenda 7, the resolution of the meeting shall be required by not less than two-third of the total number of votes of shareholders who attend the meeting. And Agenda 9, the resolution of the meeting shall be required by not less than three-fourth of the total number of votes of shareholders who attend the meeting and have the right to vote.
- For agenda 6, voting for the election of directors will be done individually. The Company will open to vote for the election of directors one by one to be counted the vote.
- For each agenda, the Company Secretary would inform the voting results for those agenda then will be moved to the next agenda item.
- 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 Digital Access Platform 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.
- 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.

- 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 (attended by electronic means)
4. Lt. Gen Chirapat Malai	Independent Director/ Good Corporate Governance Committee Member
5. Mrs. Chantira Srimoungpan	Independent Director/Audit Committee Member/Nomination and Remuneration Committee Member/ Good Corporate Governance Committee Member
6. Ms. Nipha Lamchiekdes	Director/ Nomination and Remuneration Committee Member (attended by electronic means)
7. Mrs.Woranuch Phu-im	Director
8. Mrs. Thicomporn Chai-iam	Director
9. Mr. Suthiporn Chandawanich	Director (attended by electronic means)
10. Ms. Orayaporn Karnchanachari	Director (attended by electronic means)
- Directors who are not attended the meeting are as follows:
 

1. Mr. Narong Phaholvech	Independent Director and Chairman of the Audit Committee, was unable to attend the
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meeting.

2. Mr. Pairoj Sanyadechakul

Independent Director/ Audit Committee  
Member/Chairman of the Good Corporate  
Governance Committee, was unable to  
attend the meeting.

- The Company has 10 directors in attendance from the total of 12 directors, representing 83.33% 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.
  - Ms. Chutinant Kopraserthawon
- Legal Advisor from Bangkok Barrister & Business Co., Ltd.
  - Mr. Worapong Petchwarapha
- Representative from Thai Investors Association
  - Ms. Supinya Piwpong

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 2020, everyone will be aware of the difficulties in doing business due to the Coronavirus outbreak (COVID-19) and the global economic downturn which affect the operation of every organizations.
- Our company has been improved and changed in terms of production to have more variety of products. At the same time, the Company still maintains the cost of production to be

remained the same or decreased. As a result, the operating results of the Company has significantly reduced losses.

- However, the management has planned the production to be more efficient as well as purchase several types of machines that provide accurate performance and can reduce the amount of waste which is a major cause of production losses. Moreover, the Company finds more new customers. The Company has added more product categories to be more diverse, especially Flexible Packaging to enhance sales opportunities such as postal envelopes, Air Bubble envelopes, Flat Bottom, 3 Side Seal, Die-Cut pouch, coffee sachets with valve and spout pouch with a cork lid. Currently, the Company has installed the machines to produce the above products already. These products are ready to be sold to customers who need the aforementioned products.
- Under the management of Mr. Weerachart Lohsiri, Managing Director, which is a major shareholder (VAVA Group) and was nominated by shareholders to be the Company's director. Therefore, I would like to convince that in 2021, the Company will certainly have better performance.
- I, the Chairman of the Board of Directors, including with the Board of Directors, will help each other to control and monitor the management to be able to turn the Company's performance to have profit and consistently improved performance for the benefit of all shareholders.

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 2021 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 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) and also published on Company's website "[www.nep.co.th](http://www.nep.co.th)"
- The Board therefore resolved to propose to the shareholders' meeting to consider and approve the minutes of the 2020 Annual General Meeting of Shareholders.
- No shareholders raised any questions. Therefore, may I request the meeting to approve the minutes of the 2020 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.

**The result of the vote** was as follows:

**Resolution:** The meeting passed a resolution by a vote of unanimous vote, to adopted the minute of the 2020 Annual General Meeting of Shareholders, held on Thursday, July 23, 2020, with the following details:

Approve	1,245,304,459	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

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

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 2020, as stated in the 2020 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 2020 Annual report.
- The operating result of the year 2020 are as follows:

	Financial Statements in which the equity method is applied					
	2020		2019		Change	
	MB	%	MB	%	MB	%
<b><u>The Statement of Financial Position</u></b>						
Cash and cash equivalents	58.23	7.37	35.58	4.39	22.65	63.66%
Current investment	-	-	45.00	5.55	(45.00)	-100.00%
Trade account receivable and other receivable	43.54	5.51	69.30	8.55	(25.76)	-37.17%
Inventories	45.19	5.72	44.01	5.43	1.18	2.68%
Other current assets	2.06	0.26	2.27	0.28	(0.21)	-9.25%
<b>Total current assets</b>	<b>149.02</b>	<b>18.87</b>	<b>196.16</b>	<b>24.19</b>	<b>(47.14)</b>	<b>-24.03%</b>

- In 2020, the Company had total current assets decreased from the previous year by 47.14 million Baht. The significant change came from the decrease of current investment of 45.00 million Baht since the Company made additional investment in Nava Nakorn Public Company, an associated company. Besides, the Company also invested in new machines. For the remaining, the Company used as working capital.
- The Company had trade accounts receivable and other receivable less than the previous years by 25.76 million Baht and had slightly increased inventories comparing to the previous year by 1.18 million Baht.



6. Trade accounts receivable and other current receivable

In Thousand Baht

Financial statements in which the equity method is applied/  
Separate financial statements

		As at December	As at December
	Note	31, 2020	31, 2019
<b>Trade accounts receivable</b>			
Related parties	4	4,909	4,453
Other receivable		39,031	48,188
<b>Total</b>		<b>43,940</b>	<b>52,641</b>
<b>Less Allowance for expected credit losses/ allowance for doubtful accounts</b>			
Net		(599)	(1,052)
<b>Net</b>		<b>43,341</b>	<b>51,589</b>
<b>Other current receivables</b>			
Related parties	4	-	17,574
Other receivable		6,342	6,391
<b>Total</b>		<b>6,342</b>	<b>23,965</b>
<b>Less Allowance for expected credit losses/ allowance for doubtful accounts</b>			
Net		(6,147)	(6,255)
<b>Net</b>		<b>195</b>	<b>17,710</b>
<b>Total Trade accounts receivable and other current re</b>		<b>43,536</b>	<b>69,299</b>

Net Trade accounts receivable reduced by 8.25 Million Baht

Other current receivables of related parties reduced by 17.57 Million Baht

- The Company had a decrease in net trade account receivable comparing to the previous year by 8.25 million Baht due to the decrease in sales volume and the Company can collect debt repayment faster as well.
- The Company had other receivable from related parties decreased by 17.57 million Baht comparing to the previous year due to at the end of 2019, the Company sold taping and weaving machine to Pae Pack Company Limited (“Pae Pack”). The said payment in full amount has been made.

<b>Related parties</b>	Unit : Million Baht	
	2020	2019
Within credit term	2.50	1.42
Overdue : Less than 3 months	2.41	3.03
<b>Other parties</b>		
	Unit : Million Baht	
	2020	2019
Within credit term	28.45	34.61
Overdue : Less than 3 months	10.01	12.65
Overdue : 3-6 months	0.01	0.52
Overdue : 6-12 months	0.04	0.36
Overdue : over 12 months	0.52	0.04

<b>Credit Term Policy</b>	
• Individual customers	Cash
• Retail customers-medium size	15-30 days
• Major customers	30-60 days

Trade accounts receivable, overdue more than 3 months equal to 0.57 Million Baht, reduced by 0.35 Million Baht

- The Company had trade accounts receivable that exceeded its due date for more than 3 months, equal to 0.57 million Baht. The decrease of 0.35 million

Baht from the year 2019, indicated that the Company has a relatively small risk of bad debt. The Company has a policy of giving credit term to customers as detailed above.

<b>Inventories</b>	<b>Unit : Million Baht</b>	
	<b>2020</b>	<b>2019</b>
Finished goods	16.69	12.42
Work in process	4.03	9.45
Raw materials	21.78	20.29
Supplies	6.11	5.63
<b>Total</b>	<b>48.61</b>	<b>47.80</b>
Less Allowance for obsolescence and decline in value of inventories	(3.42)	(3.78)
<b>Net</b>	<b>45.19</b>	<b>44.01</b>

**Policy for Allowance for obsolescence and decline in value of inventories**

- The storage life of raw materials exceeds 360 days
  - The storage life of Finished goods exceeds 180 days
- Allowance for obsolescence (value sold as waste)  
Allowance for obsolescence and decline in value of inventories (value sold as waste or Grade B)

- The Company has a slight increase in inventories when compared to the year 2019, mainly from an increase in finished goods due to the recent economic conditions, led many customers gradually receive the products. As a result, the Company has to keep the large stock of finished goods. But all of them have a clear order and delivery plan.
- The Company had set up the allowance for product deterioration of 3.42 million Baht, with a policy to set up an allowance for product deterioration as detailed above.

	<b>Financial Statements in which the equity method is applied</b>					
	<b>2020</b>		<b>2019</b>		<b>Change</b>	
	<b>MB</b>	<b>%</b>	<b>MB</b>	<b>%</b>	<b>MB</b>	<b>%</b>
<b>The Statement of Financial Position</b>						
Restricted bank deposits	30.00	3.80	30.00	3.70	-	0.00%
Investment in associated company	412.09	52.19	378.14	46.63	33.95	8.98%
Investment Property	-	-	-	-	-	
Property, plant and equipment	187.36	23.73	204.51	25.22	(17.15)	-8.39%
Right-of-use assets	9.90	1.25	-	-	9.90	100.00%
Other non-current assets	1.30	0.16	2.10	0.26	(0.80)	-38.10%
<b>Total non-current assets</b>	<b>640.65</b>	<b>81.13</b>	<b>614.75</b>	<b>75.81</b>	25.90	4.21%
<b>Total Assets</b>	<b>789.67</b>	<b>100.00</b>	<b>810.92</b>	<b>100.00</b>	(21.25)	-2.62%

- The Company has total non-current assets of 640.65 million Baht increased from the previous year by 25.90 million Baht. The significant change came from the addition investment in an associated company and also an associated company had better operating results, resulting in a greater profit sharing. In addition, right-of-use assets also increased from 2019 due to the impact of TFRS 16 regarding the lease.
- Overall, the Company had total assets of 789.67 million Baht decreased from the previous year by 21.25 million Baht, mainly from the decrease in current assets.

	Financial Statements in which the equity method is applied					
	2020		2019		Change	
	MB	%	MB	%	MB	%
<b>The Statement of Financial Position</b>						
Short-term loan from financial institution	13.06	1.65	15.36	1.89	(2.30)	-14.97%
Trade accounts payable and other payable	59.48	7.53	54.46	6.72	5.02	9.22%
Current portion of finance lease and hire purchase liabilities	3.31	0.42	1.04	0.13	2.27	218.27%
Other current liabilities	0.37	0.05	-	-	0.37	100.00%
<b>Total Current liabilities</b>	<b>76.22</b>	<b>9.65</b>	<b>70.86</b>	<b>8.74</b>	5.36	7.56%
Liabilities under finance lease and hire purchase agreement	3.80	0.48	1.47	0.18	2.33	158.50%
Employee benefit Obligations	7.55	0.96	7.35	0.91	0.20	2.72%
<b>Total non-current liabilities</b>	<b>11.35</b>	<b>1.44</b>	<b>8.82</b>	<b>1.09</b>	2.53	28.68%
<b>Total liabilities</b>	<b>87.57</b>	<b>11.09</b>	<b>79.68</b>	<b>9.83</b>	7.89	9.90%

- The Company had total liabilities of 87.57 million Baht decreased from the previous year by 7.89 million Baht, mainly from the increase in trade payable and other payable since the Company has requested to expand the credit term from suppliers increased to 60-90 days and impact of TFRS 16 regarding the lease.

	Financial Statement in which the equity method is applied					
	2020		2019		Change	
	MB	%	MB	%	MB	%
<b>The Statement of Financial Position</b>						
Authorised share capital	2,808.13	-	2,808.13	-	-	
Issued and paid-up share capital	2,325.38	-	2,325.38	-	-	0.00%
Discount on ordinary shares	(571.70)	-	(571.70)	-	-	0.00%
Expired warrants	37.89	-	37.89	-	-	0.00%
Deficit	(1,089.47)	-	(1,060.34)	-	(29.13)	2.75%
<b>Shareholders' equity-net</b>	<b>702.10</b>	<b>88.91</b>	<b>731.23</b>	<b>90.17</b>	<b>(29.13)</b>	<b>-3.98%</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>789.67</b>	<b>100.00</b>	<b>810.91</b>	<b>100.00</b>	<b>(21.24)</b>	<b>-2.62%</b>

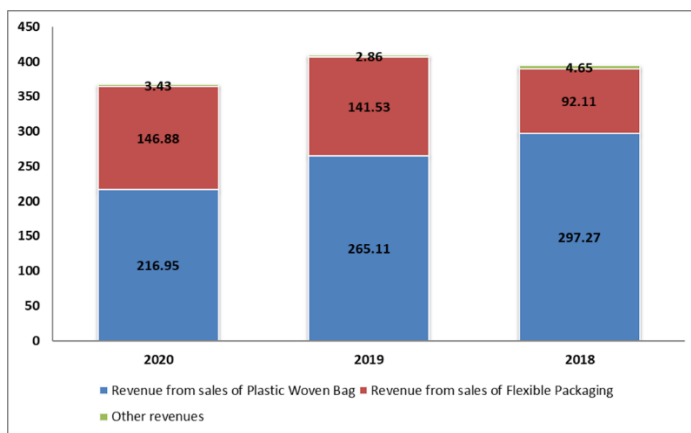
- Change in accounting policy	
New financial reporting standards	(4.74)
- Total loss for the year	(24.39)

- The Company has decreased shareholders' equity from the year 2019 by 29.13 million Baht as a result of change in accounting policy. The new reporting standard (IFRS 9) resulted in an increased loss of 4.74 million Baht and in 2020, the Company had a comprehensive loss of 24.39 million Baht.

Financial Ratios	2020	2019	2018
<b>Liquidity Ratios</b>			
Current Ratio (Times)	1.96	2.77	2.23
Quick Ratio (Times)	1.34	2.12	1.52
Average Collection Period (days)	48	50	51
Average Sales of Products Period (days)	15	12	11
Average Repayment Period (days)	71	61	53
Cash cycle (days)	(9)	1	9
<b>Leverage Ratio</b>			
D/E Ratio (Times)	0.12	0.11	0.13

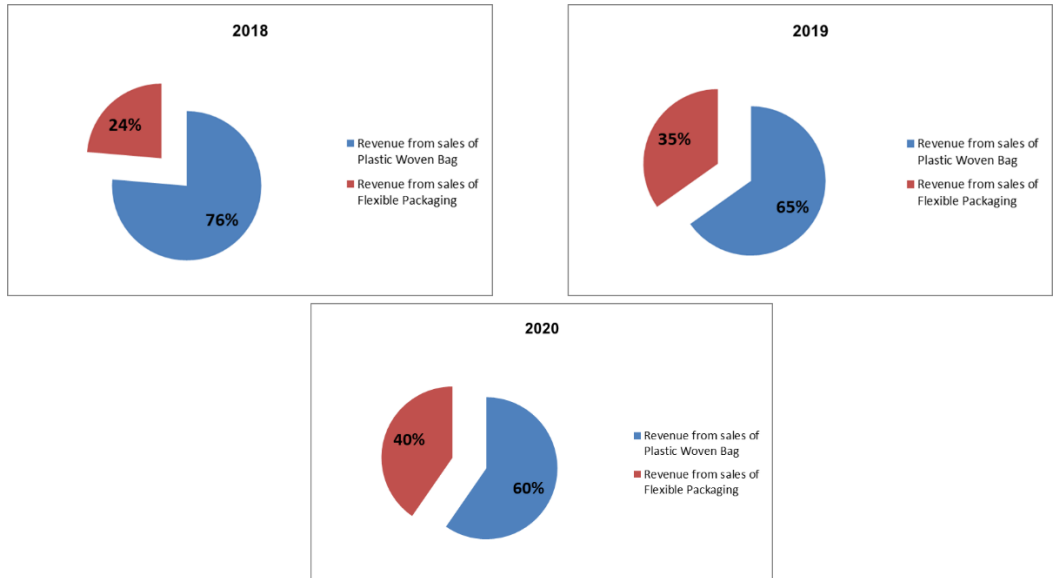
- From the above financial ratio, it showed that
- Current ratio and quick ratio decreased from the last two years.
  - The Company has faster collection time.
  - The average sales period increased from the previous two years because the Company has an increased stock of finished goods as already informed to the meeting.

- The repayment period has been increased because the Company requested the extension of credit term with suppliers as already informed to the meeting.
- The Company has a short cash cycle due to the Company was able to sell products and collect money 9 days faster than having to pay debt.
- D/E ratio was close to two years ago which is considered in a good condition.



	2020	2019	2018
Revenue from sales of Plastic Woven Bag	216.95	265.11	297.27
Revenue from sales of Flexible Packaging	146.88	141.53	92.11
Other revenues	3.43	2.86	4.65
<b>Total</b>	<b>367.26</b>	<b>409.50</b>	<b>394.03</b>

- In 2020, the Company has total revenue of 367.26 million Baht decreased from two years ago because the decrease of sales of plastic woven bag every year due to the economic condition, baht appreciation and the epidemic of coronavirus (COVID-19). While the Company earns its income from the sale of Flexible Packaging every year since most of the products are consumer goods and are consumed more by ended users. They are less affected by COVID-19 and the market can still expand.  
 most of the products are consumer goods and are consumed more to small consumers, they are less affected by COVID-19 and can still expand the market even it does not meet the goals.



○ The sales proportion of Flexible Packaging from 2018-2020 equal to 24%, 35% and 40% which is higher respectively. The Company expects that the proportion of sales of Flexible Packaging will increase steadily.

### Major Customers (Plastic Woven Bag)



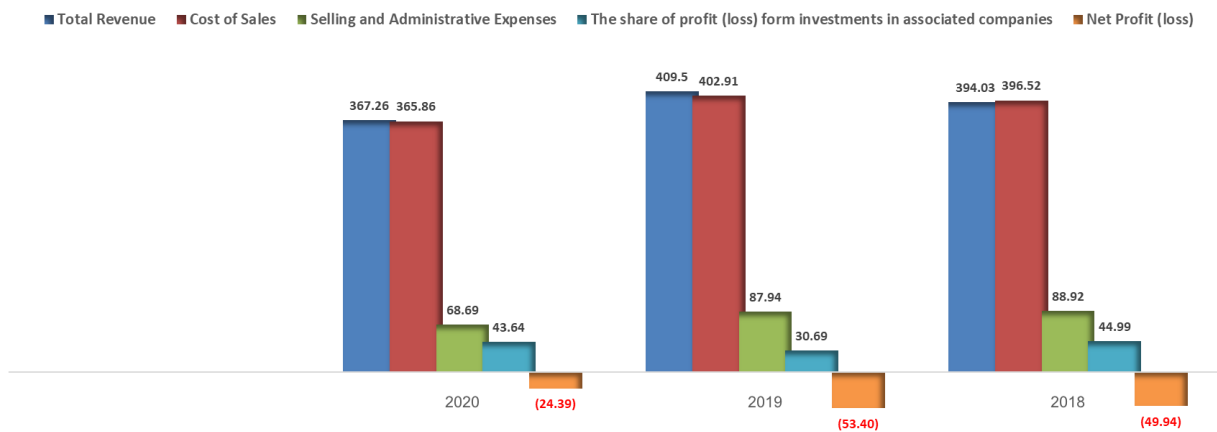
○ The major customers of Plastic Woven Bag are animal feed, flour and rice.

### Major Customers (Flexible Packaging)

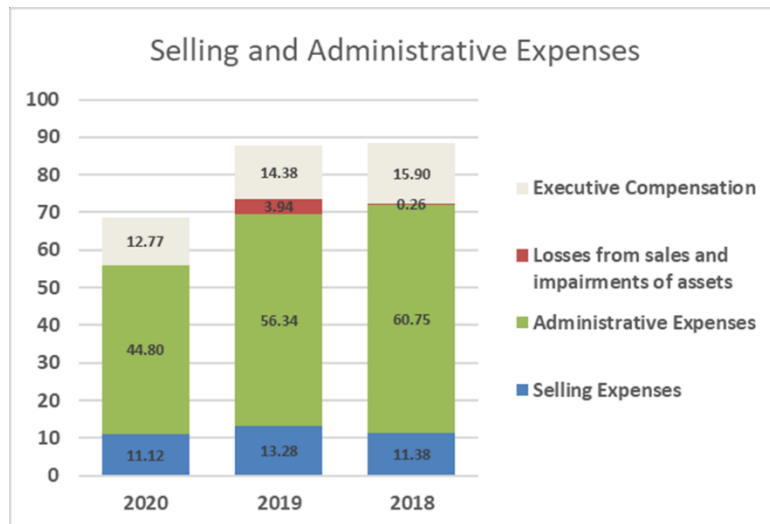


- The major customers of Flexible Packaging are rice, animal feed and others (food and household products)

### Performance Comparison for Y2018-Y2020



- From the graph above, it showed operational efficiency as the revenue in 2020 was dropped comparing with the previous two years. This caused the Company's higher cost of sales and lower margins due to the low productivity of the Company. However, the Company had sales and administrative expenses gradually decreased, and the Company received profit sharing from associated company increased to 43.64 million Baht, resulting in net loss of 24.39 million Baht even the Company had less sales than two years ago.



- The Company has steadily declining administrative expenses and executive compensation, which is well controlled by the Company under volatile economic conditions.
- 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 recent year, even the sales have declined but the operating results was better because the Company has reduced the administrative expenses and has adjusted the structure to be more concise. In addition, the Company has recognized more revenue from associated company.
- Future Business Direction
  - The Company will provide services on emphasis on “One Stop Service” and “One Stop Packaging” to meet the needs of all group of customers.

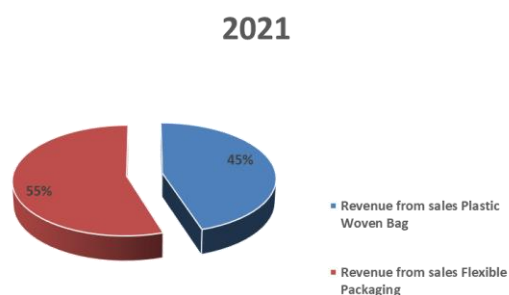


- Maintaining sales volume of plastic woven bag
- Speeding up the Production of Flexible Packaging due to less labor, many type of customers, the market continues expanding such as rice, snack packs, Laminated film rolls, and labels.
- Increasing sales by developing new sales channels.
  - The old sales channels are salespersons directly contact customers by telephone, e-mail, or fax.
  - The new sales channels are online selling, Facebook, Instragram, shopping online through E-Commerce.

## Business Direction

Increase the proportion of the sale of Flexible Packaging

	Y2018	Y2019	Y2020	FY2021
Revenue from sales Plastic Woven Bag	76%	65%	60%	45%
Revenue from sales Flexible Packaging	24%	35%	40%	55%



- It is expected that in 2021, the Company will be able to increase the sales proportion of Flexible Packaging to 55%.
- The Company has added new products by investing in new machines as follows:
  - 1) Plastic Parcel Bag Machine: The products will be available in June 2021.
  - 2) Postal Bag Machine: It can produce postal envelopes with an additional layer of Air Bubble to protect the damage that may caused by transportation. The products will be available in June 2021.
  - 3) Flat Bottom Machine: It can produce laminated sachets for premium products. The products will be available in June 2021.

- 4) 3-Side Seal Machine (High Speed): It can enhance the production capacity and support sales plan for rice customers.
- 5) Die-Cutting and Pouch Spout Welding Machine: It can produce Die-Cut spout with cap for powder of liquid products. The products will be available in June 2021.

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

- No shareholders raised any questions.
- This agenda is for acknowledgement. The resolution is not required.

The Meeting acknowledged the Operating results of the company for the year 2020.

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

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, Audit Committee Member, to report the details to the meeting.

Mrs. Chantira Srimoungpan, Audit 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 2020 ending on December 31, 2020, which details of the financial statements have appeared in the 2020 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, 2020 which has been verified by Ms. Chutinant Kopraserthaworn, CPA License No. 9201 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:

- 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, 2020.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.

The result of the vote was as follows:

Resolution: The meeting passed a resolution by a vote of unanimous vote, to approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2020 with the following details:

Approve	1,245,304,459	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

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

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 2020.
- No shareholders raised any questions. Therefore, may I request the meeting to approve the omission of dividend for the year 2020.
- 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:

Resolutions: The meeting passed a resolution by a vote of unanimous vote, to approve the omission of dividend for the year 2020 with the following details:

Approve	1,245,304,459	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

**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:

- In this agenda, Mr. Nipit Arunvongse Na Ayudhya is one of the directors who has retired by rotation. Therefore, may I ask Mrs. Chantira Srimoungpan, Nomination and Remuneration Member, to report the details of this agenda to the meeting.

Mrs. Chantira Srimoungpan, Nomination and Remuneration Committee, reported to 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 3 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.

- 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) Pol. Gen. Somchai Vanichsenee

Approve	1,245,304,459	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

(2) Mr. Nipit Arunvongse Na Ayudhya

Approve	1,245,304,459	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

(3) Mr. Suthiporn Chandawanich

Approve	1,245,304,459	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

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

Mr. Nipit Arunvongse Na Ayudhya, Director and Chairman of Nomination and Remuneration Committee, reported to 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 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
<b>Meeting Allowance of Sub-Committee</b>	<b>(Baht/ meeting)</b>	<b>(Baht/ meeting)</b>
Chairman of the Sub-Committee	7,500	7,500
Member of the Sub-Committee	5,000	5,000
<b>Other Benefits</b>	<b>-None-</b>	<b>-None-</b>

- The Board of Directors deems it expedient 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.
- No shareholders raised any questions. Therefore, may I request the meeting to approve fixing of the remuneration of directors for the year 2021.
- 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.

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 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, with the following details:

Approve	1,245,304,459	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

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

Mrs. Chantira Srimoungpan, Nomination and Remuneration 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 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:

Names	CPA License No.	Year of Auditing for the Company
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	-	-
<b>Total</b>	<b>1,150,000</b>	<b>1,150,000</b>

- 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.
- 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.
- 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 2021.
- 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 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, with the following details:

Approve	1,245,304,459	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

**Agenda 9** 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)

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

- 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

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
3	Invest in Warehouse Building	35.00	35.00	(35.00)	-	-
4	Debt Repayment	30.00	7.13	(7.13)	22.87	-
	<b>Total</b>	<b>186.30</b>	<b>44.00</b>		<b>186.30</b>	

- 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.
- 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	-
	<b>Total</b>	<b>186.30</b>	

- 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.
- No shareholders raised any questions. Therefore, may I request the meeting 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).
- 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.

**The result of the vote** was as follows:

**Resolution:** The meeting passed a resolution by a vote of unanimous vote, 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, with the following details:

Approve	1,245,304,459	shares equivalent to	100.0000%
Disapprove	0	shares equivalent to	0.0000%
Abstained	0	shares equivalent to	0.0000%
Voided Ballot	0	shares equivalent to	-

**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.

- None of the shareholders questioned.

**The Chairman of the Meeting** stated that

- 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 p.m.

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