



Invitation to attend  
The 2022 Annual General Meeting of Shareholders  
NEP Realty and Industry Public Company Limited

Thursday, April 21, 2022 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: NEP012/2022

March 11, 2022

Subject: Invitation to attend the 2022 Annual General Meeting of Shareholders

To: **All Shareholders**  
**NEP Realty and Industry Public Company Limited**

Attachments: 1. Minutes of the 2021 Annual General Meeting of Shareholders  
2. Form 56-1 One Report 2021 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 2022  
5. Proxy Form A and B  
6. Independent Director's Profile as Proxies from Shareholders  
7. Definition of Independent Director  
8. Verification and Procedure for Attending the 2022 Annual General Meeting of Shareholders via Electronic means (E-AGM)  
9. Electronic Meeting System User Manual for Annual General Meeting of Shareholders  
10. The Company's articles of association regarding to Annual General Meeting of Shareholders

The Board of Directors of NEP Realty and Industry Public Company Limited ("the Company") has resolved that the 2022 Annual General Meeting of Shareholders will be held on **Thursday, April 21, 2022 at 10.30 hrs. by the electronic means (E-AGM) only** (there will be no on-site registration on Thursday, April 21, 2022), 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 2021 Annual General Meeting of Shareholders**

Facts and Reasons: The 2021 Annual General Meeting of Shareholders was held on Thursday, April 22, 2021 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 2021 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 2021**

Facts and reasons: The Company summarized the operational results and significant changing during 2021, as stated in the F56-1 One Report of 2021 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 2021 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, 2021**

Facts and reasons: The statement of financial position and statement of comprehensive income for the year ended on December 31, 2021 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, 2021.

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 2021**

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 2021.

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 2022 Annual General Meeting of Shareholders are as follows:

- |                              |   |
|------------------------------|---|
| 1) Mr. Soontorn Pojthanamas  | Independent Director/ Member of Audit Committee/ Chairman of Risk Management Committee  |
| 2) Mrs. Chantira Srimoungpan | Independent Director/Member of Audit Committee/ Member of the Nomination and Remuneration Committee/ Member of Corporate Governance Committee |
| 3) Mr. Weerachart Lohsiri    | Deputy Chairman of the Board of Directors/ Member of Risk Management Committee/ Managing Director   |
| 4) Mrs. Thicomporn Chai-iam  | 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, Mr. Soontorn Pojthanamas and Mrs. Chantira Srimoungpan, 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) Mr. Soontorn Pojthanamas 2) Mrs. Chantira Srimoungpan 3) Mr. Weerachart Lohsiri 4) Mrs. Thicomporn Chai-iam 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, 2021, 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 4 directors who retired by rotation, namely 1) Mr. Soontorn Pojthanamas 2) Mrs. Chantira Srimoungpan 3) Mr. Weerachart Lohsiri 4) Mrs. Thicomporn Chai-iam 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 the appointment of new director**

Facts and reasons: According to Mrs. Woranuch Phu-im is a director who has retired this year and already resigned from being a director of the Company, effective from January 14, 2022 onwards. As a result, the position of the Company's director is vacant 1 position.

The Nomination and Remuneration Committee has considered the qualifications of the candidate for the vacant position that Dr. Warotai Kosolpisitkul is suitable in terms of competence, knowledge, capability and experience. Also, he has not engaged in any business nor held shares in any company, which is in competition with the Company. Therefore, the said person should be appointed as the Company's new director.

The Board of Directors has considered and considered that Dr. Warotai Kosolpisitkul is a qualified person, having qualifications suitable for the business of the Company according to the opinion of the Nomination and Remuneration Committee.

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

Board's opinion: It is agreed to propose to the shareholders' meeting to appoint Dr. Warotai Kosolpisitkul to be the Company's director, in the replacement of Mrs. Woranuch Phu-im, who resigned from the directorship of the Company.

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

#### **Agenda 8 To approve fixing of the remuneration of directors for the year 2022**

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 2021 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	2022 (Current Proposal)	2021
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 Audit Committee	7,500	7,500
Member of Audit Committee	5,000	5,000
<b>Meeting Allowance of Sub-Committee</b>	<b>(Baht/ meeting)</b>	<b>(Baht/ meeting)</b>
Chairman of Sub-Committee - Nomination and Remuneration Committee - Corporate Governance Committee - Risk Management Committee	7,500	7,500
Member of Sub-Committee - Nomination and Remuneration Committee - Corporate Governance Committee - Risk Management Committee	5,000	5,000
<b>Other Benefits</b>	-None-	-None-

Board's opinion: It is agreed to propose to the shareholders' meeting to determine the remuneration of directors for the year 2022 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 9 To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2022**

Facts and reasons: The Audit Committee has considered the selection of auditors for the year 2021, 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 2022 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	2
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 2022. 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 2022 to be Baht 1,160,000 with details set out as follows:

Description	2022 (Current Proposal)	2021
Review fee for quarterly financial statements (170,000 Baht/quarter x 3 Quarter)	510,000	510,000
Audit fee for annual financial statements	650,000	640,000
Non audit fees	-	-
<b>Total</b>	<b>1,160,000</b>	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 Ngambauthong, CPA License no. 6838 or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2022 and considered to specify remuneration for auditor of 2022 to be Baht 1,160,000.

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

#### **Agenda 10 To consider other matters (if any)**

The Company schedules the record date for the right of shareholders to attend the 2022 Annual General Meeting of Shareholders on March 11, 2022.

In addition, the Company has published the invitation to the shareholders' meeting together with the supporting documents on the Company's website at [www.nep.co.th](http://www.nep.co.th). Shareholders are cordially invited to attend the 2022 Annual General Meeting of Shareholders on April 21, 2022 at 10.30 hrs. The electronic meeting will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E.2563 (2020) and all applicable laws. The meeting will be conducted in accordance with Chapter 5, Shareholders' Meetings, of the Company's Articles of Association, as set forth in **Attachment 10**.

It is recommended that shareholders and/or proxies study the registration guidelines and prepare identity verification documents, as well as study the method of voting and the procedure for attending the meeting, in accordance with the details that appear in the Verification and Procedure for Attending the 2022 Annual General Meeting of Shareholders via Electronic Means (E-AGM) and the Electronic Meeting System User Manual for the 2022 Annual General Meeting of Shareholders in **Attachment 8** and **Attachment 9** respectively.

Individual shareholders who wish to use their identification card to verify their identity shall register to attend the 2022 Annual General Meeting of Shareholders from April 4, 2022 at 9:00 a.m. to April 20, 2022 at 5:00 p.m. at

URL:

<https://portal.eservice.set.or.th/Account/Login?refer=uCdiuFrKy%2F39Re%2FA55CRyUYXa0aKLEf9OVJtsLeJ7EqHiucw791onw%3D%3D>

QR Code:



For individual shareholders who wish to use other documents to verify their identity, such as passports, or corporate shareholders or shareholders that wish to appoint a proxy to attend the meeting on behalf of shareholders, they should provide proof of identity together with the proxy form (in the case of a proxy), in accordance with the details that appear in the Verification and Procedure for Attending the 2022 Annual General Meeting of Shareholders via Electronic Means (E-AGM) in **Attachment 8**, to the Company Secretary, NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, or email: [akeera@nep.co.th](mailto:akeera@nep.co.th) or [khemikar@nep.co.th](mailto:khemikar@nep.co.th), by April 20, 2022. In this regard, once the Company has reviewed the list of shareholders in accordance with the information as of the Record Date, the system will send a username and password to the e-mail addresses of shareholders or proxies that have notified the Company in order to enable shareholders or proxies to sign into the system for the Annual General Meeting of Shareholders via electronic means. However, the Company requests



shareholders' cooperation in delegating one of the Company's Independent Directors as their proxy to attend the meeting on their behalf.

In addition, shareholders can appoint an independent director as proxy in order to attend the meeting and vote on their behalf, as detailed in the Profiles of the Independent Directors for the APPOINTMENT OF Proxy by Shareholders in **Attachment 6**. Shareholders can submit a signed proxy form affixed with THB 20 stamp duty and supporting documents for appointing a proxy in accordance with the information contained in the Verification and Procedure for Attending the 2022 Annual General Meeting via Electronic Means (E-AGM), as detailed in **Attachment 8**, to Company Secretary, NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, or email: [akeera@nep.co.th](mailto:akeera@nep.co.th) or [khemikar@nep.co.th](mailto:khemikar@nep.co.th), by April 20, 2022.

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

Yours sincerely,

A handwritten signature in purple ink, consisting of a stylized 'W' followed by a horizontal line and a small dot.

Mr. Weerachart Lohsiri  
Managing Director

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

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>	<b>Unit : Million Baht</b>	
	<b>2020</b>	<b>2019</b>
Within credit term	2.50	1.42
Overdue : Less than 3 months	2.41	3.03
<b>Other parties</b>	<b>Unit : Million Baht</b>	
	<b>2020</b>	<b>2019</b>
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><u>The Statement of Financial Position</u></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>

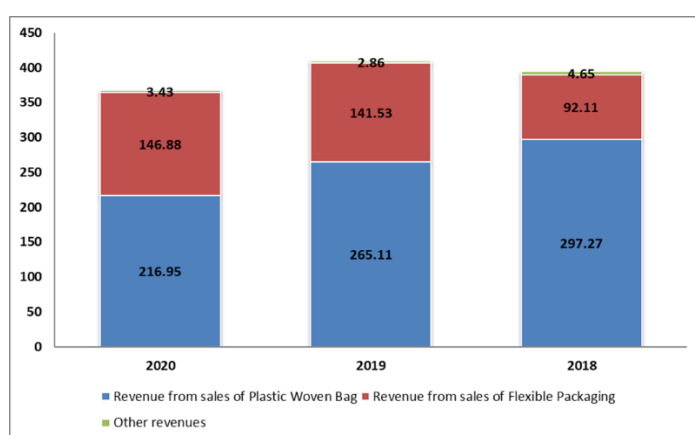
- Change in accounting policy  
New financial reporting standards (4.74)
- Total loss for the year (24.39)

- 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 (TFRS 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

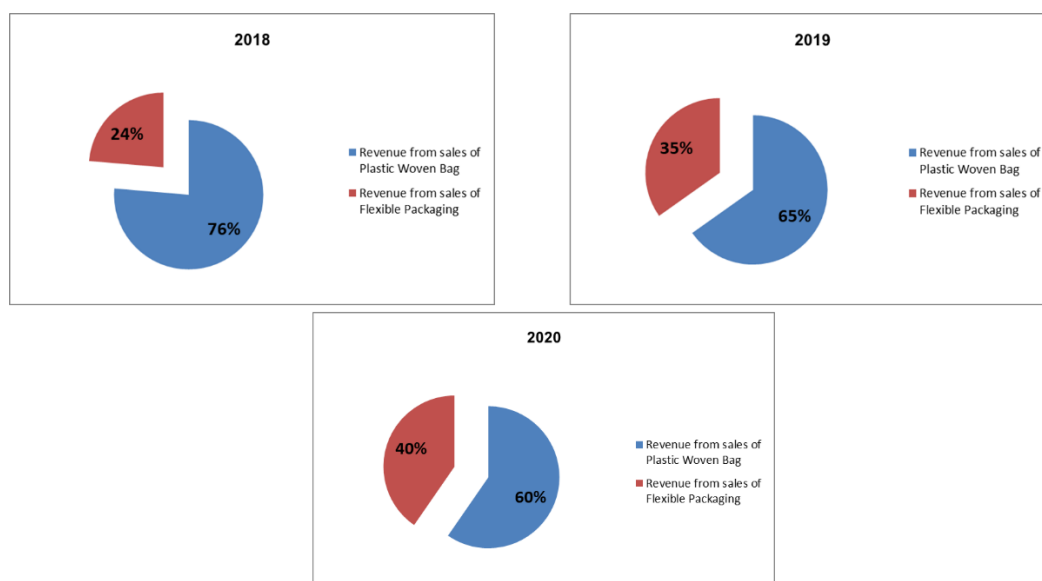
- From the above financial ratio, it showed that
- Current ratio and quick ratio decreased from the last two years.
  - The Company has faster collection time.
  - The average sales period increased from the previous two years because the Company has an increased stock of finished goods as already informed 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
Total	367.26	409.50	394.03

- 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.



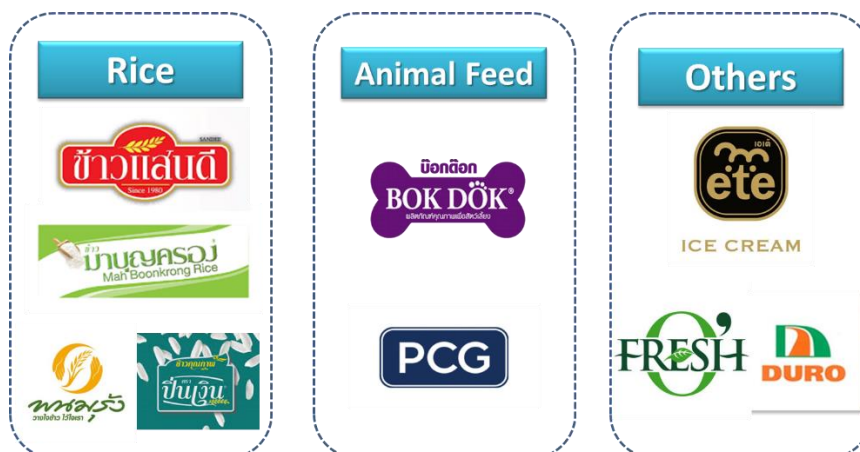
- The sales proportion of Flexible Packaging from 2018-2020 equal to 24%, 35% and 40% which is higher respectively. The Company expects that the proportion of sales of Flexible Packaging will increase steadily.

### Major Customers (Plastic Woven Bag)



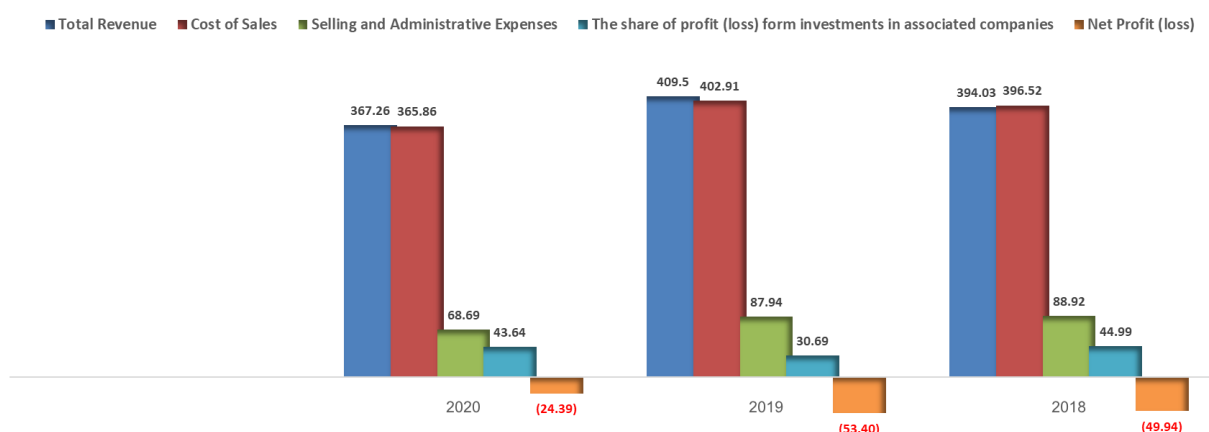
- The major customers of Plastic Woven Bag are animal feed, flour and rice.

### Major Customers (Flexible Packaging)



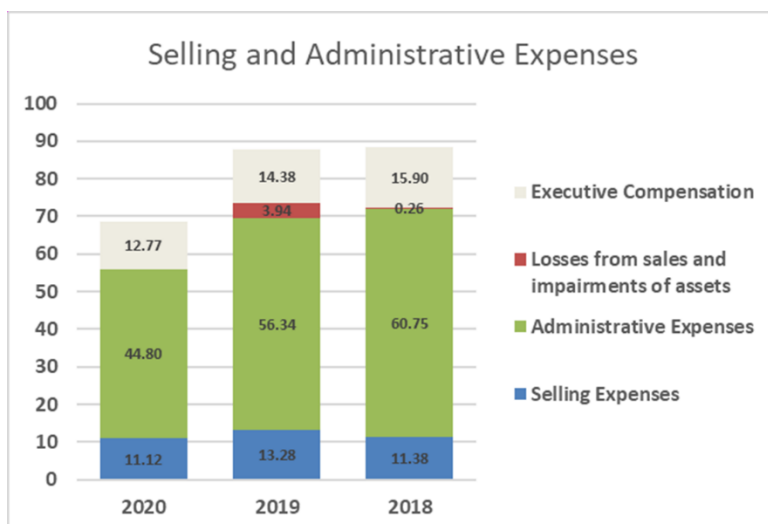
- The major customers of Flexible Packaging are rice, animal feed and others (food and household products)

### 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:

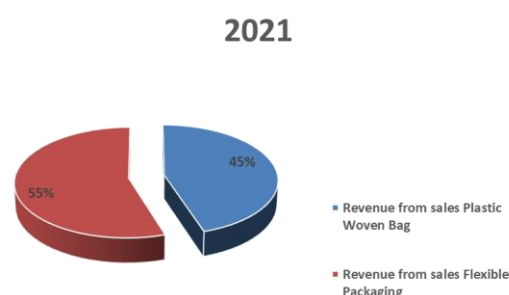
- In recent year, even the sales have declined but the operating results was better because the Company has reduced the administrative expenses and has adjusted the structure to be more concise. In addition, the Company has recognized more revenue from associated company.
- Future Business Direction
  - 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, Instagram, 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

## Director's Profile


	Name-Surname	<b>Mr. Soontorn Pojthanamas</b>
	Position	Independent Director Member of Audit Committee Chairman of Risk Management Committee
	Nationality	Thai
	Age	67 years old
	Date of Birth	4 September 1954
	Date of first appointment	17 June 2021
	Term of office	10 months
Education	<ul style="list-style-type: none"> <li>- MBA, University of Notre Dame, Indiana, USA</li> <li>- B.P.A, Chulalongkorn University (Major-Sociology and Anthropology)</li> <li>- B.B.A, Ramkhamhaeng University (Major-Management)</li> </ul>	
Training	Thai Institute of Directors Association (IOD) Courses: <ul style="list-style-type: none"> <li>- Director Certification Program (DCP 2004)</li> </ul>	
Work Experience (within 5 years)	<ul style="list-style-type: none"> <li>- Advisor attached to the Sub-Committee on Monetary Affairs and Finance, House of Representatives</li> <li>- Member of Sub-Committee on Performance Agreement Preparation and Performance Evaluation of State Enterprises in Transport Sector, Ministry of Finance</li> <li>- Chairman of Sub-Committee on Monitoring and Evaluation of Education Promotion and Development Fund for Persons with Disabilities, Ministry of Education</li> <li>- Independent Director, Carnival Magic Company Limited</li> <li>- Independent Director and Chairman of Audit Committee, Safari World Public Company Limited</li> <li>- Senior Consultant, Wealth Magik Mutual Fund Brokerage Company Limited</li> <li>- Independent Director and Chairman of Audit Committee, Thai Packaging and Printing Public Company Limited</li> <li>- Independent Director and Member of Audit Committee, Phuket FantaSea Public Company Limited</li> <li>- Committee member, Committee on Performance Agreement Preparation and Performance Evaluation of Government Agencies' Revolving Funds, Ministry of Finance</li> </ul>	
Current Position	<ul style="list-style-type: none"> <li>- Independent Director and Chairman of Audit Committee, Thai Packaging and Printing Public Company Limited</li> <li>- Independent Director, Phuket FantaSea Public Company Limited</li> <li>- Independent Director, Carnival Magic Company Limited</li> </ul>	

	<ul style="list-style-type: none"> <li>- Committee member, Committee on Farmers' Debt Management, Farmers' Reconstruction and Development Fund, Ministry of Agriculture and Cooperatives</li> <li>- Advisor attached to the Sub-Committee on Monetary Affairs and Finance, House of Representatives</li> <li>- Member of Sub-Committee on Performance Agreement Preparation and Performance Evaluation of State Enterprises in Transport Sector, Ministry of Finance</li> <li>- Senior Consultant, Wealth Magik Mutual Fund Brokerage Company Limited</li> <li>- Committee member, Committee on Performance Agreement Preparation and Performance Evaluation of Government Agencies' Revolving Funds, Ministry of Finance</li> </ul>
In any listed companies	<p>1 company;</p> <ul style="list-style-type: none"> <li>- Independent Director and Chairman of Audit Committee, Thai Packaging and Printing Public Company Limited</li> </ul>
In any non-listed companies	<p>7 companies;</p> <ul style="list-style-type: none"> <li>- Committee member, Committee on Farmers' Debt Management, Farmers' Reconstruction and Development Fund, Ministry of Agriculture and Cooperatives</li> <li>- Advisor attached to the Sub-Committee on Monetary Affairs and Finance, House of Representatives</li> <li>- Member of Sub-Committee on Performance Agreement Preparation and Performance Evaluation of State Enterprises in Transport Sector Ministry of Finance</li> <li>- Independent Director, Phuket FantaSea Public Company Limited</li> <li>- Independent Director, Carnival Magic Company Limited</li> <li>- Senior Consultant, Wealth Magik Mutual Fund Brokerage Company Limited</li> <li>- Committee member, Committee on Performance Agreement Preparation and Performance Evaluation of Government Agencies' Revolving Funds, Ministry of Finance</li> </ul>
In any companies which may result in a conflict of interest with the Company	-None-
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2021)	-None-
Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party	-None-




Family relationship with executives or major shareholders of the Company or its subsidiaries	-None-
Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years	-None-
Executive directors, employees, staff or advisers who receive salary	-None-
Professional such as auditor or legal advisor	-None-
Business relationship which is considered material and may have effect to performance on independent duty	-None-
Details of attendance to the Board of Directors Meeting in 2021	7/7 (100%)
Details of attendance to the Audit Committee Meeting in 2021	4/4 (100%)
Details of attendance to the Risk Management Committee Meeting in 2021	1/1 (100%)
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-
Criteria to nominate director	The Board of Directors has considered the opinion of the Nomination and Remuneration Committee and is of the view that Mr. Soontorn Pojthanamas 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.
The position submitted to be elected	Independent Director Member of Audit Committee Chairman of Risk Management Committee

## Director's Profile


	Name-Surname	Mrs. Chantira Srimoungpan
	Position	Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee Member of Corporate Governance Committee
	Nationality	Thai
	Age	60 years old
	Date of Birth	17 May 1961
	Date of first appointment	8 July 2016
	Term of office	5 years 9 months
	Education	Bachelor in Accounting, Thammasat University
Training	Thai Institute of Directors Association (IOD) Courses: - Risk Management Program for Corporate Leaders (RCL 25/2021) - 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 (AAP 27/2017) - Director Accreditation Program (DAP 137/2017) - Anti-Corruption in Practice (ACPG 20/2015) - Company Secretary Program (CSP 11/2005)	
Work Experience (within 5 years)	Internal Audit Manager/ Secretary of Audit Committee, Wave Entertainment Public Company Limited	
Current Position	Internal Audit Manager/ Secretary of Audit Committee, Siamgas and Petrochemicals Public Company Limited	
In any listed companies		-None-
In any non-listed companies		-None-
In any companies which may result in a conflict of interest with the Company		-None-
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2021)		-None-
Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party		-None-
Family relationship with executives or major shareholders of the Company or its subsidiaries		-None-
Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years		-None-
Executive directors, employees, staff or advisers who receive salary		-None-
Professional such as auditor or legal advisor		-None-

Business relationship which is considered material and may have effect to performance on independent duty	-None-
Details of attendance to the Board of Directors Meeting in 2021	12/12 (100%)
Details of attendance to the Audit Committee Meeting in 2021	8/8 (100%)
Details of attendance to the Nomination and Remuneration Committee Meeting in 2021	5/5 (100%)
Details of attendance to the Corporate Governance Committee Meeting in 2021	3/3 (100%)
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-
Criteria to nominate director	The Board of Directors has considered the opinion of the Nomination and Remuneration Committee and is of the view that Mrs. Chantira Srimoungpan 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.
The position submitted to be elected	<b>Independent Director</b> <b>Member of Audit Committee</b> <b>Member of Nomination and Remuneration Committee</b> <b>Member of Corporate Governance Committee</b>

## Director's Profile

	Name-Surname	<b>Mr. Weerachart Lohsiri</b>
	Position	Deputy Chairman of the Board of Directors Member of Risk Management Committee Managing Director
	Nationality	Thai
	Age	54 years old
	Date of Birth	2 February 1967
	Date of first appointment	22 April 2019
	Term of office	3 years
Education	Bachelor Degree in Business Administration, Major General Management, Assumption University	
Trainings	Thai Institute of Directors Association (IOD) Courses: - Director Certification Program (DCP 303/2021) - Director Accreditation Program (DAP 161/2019)	
Work Experience (within 5 years)	Director/Managing Director, Vava Pack Co., Ltd.	
Current Position	-None-	
In any listed companies	-None-	
In any non-listed companies	-None-	
In any companies which may result in a conflict of interest with the Company	-None-	
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2021)	Held 32,330,200 shares (1.39%) Spouse: Mrs. Thicomporn Chai-iam held 27,045,000 shares (1.16%), Vava Pack Co., Ltd. 460,000,000 shares (19.78%) total number of shares is 519,375,200 shares (22.33%)	
Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party	- Major Shareholder	
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-	
Criteria to nominate director	The Board of Directors has considered the opinion of the Nomination and Remuneration Committee and is of the view that Mr. Weerachart Lohsiri 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.	
The position submitted to be elected	<b>Deputy Chairman of the Board of Directors</b> <b>Member of Risk Management Committee</b> <b>Managing Director</b>	

## Director's Profile

	Name-Surname	Mrs. Thicomporn Chai-iam
	Position	Directors
	Nationality	Thai
	Age	51 years old
	Date of birth	1 September 1970
	Date of first appointment	22 April 2019
	Term of office	3 years
Education	Bachelor Degree in Business Administration, Major Marketing, Assumption University	
Trainings	Thai Institute of Directors Association (IOD) Courses: - Director Accreditation Program (DAP 161/2019)	
Work Experience (within 5 years)	Director/Deputy Managing Director, Vava Pack Co., Ltd.	
Current position	- Director/ Managing Director, Vava Pack Co., Ltd. - Director/ Managing Director, PEI Pack Co., Ltd.	
In any listed companies	-None-	
In any non-listed companies	2 Companies; - Director/ Managing Director, Vava Pack Co., Ltd. - Director/ Managing Director, PEI Pack Co., Ltd.	
In any companies which may result in a conflict of interest with the Company	2 Companies; - Director/ Managing Director, Vava Pack Co., Ltd. (Type of business: manufacturing and distributing of Big Bag) - Director/ Managing Director, PEI Pack Co., Ltd. (Type of business: manufacturing and distributing of blow bags with plastic film)	
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2021)	Held 27,045,000 shares (1.16%) Spouse: Mr. Weerachart Lohsiri held 32,330,200 shares (1.39%), Vava Pack Co., Ltd. 460,000,000 shares (19.78%) total number of shares is 519,375,200 shares (22.33%)	
Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party	- Major Shareholder	
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-	
Criteria to nominate director	The Board of Directors has considered the opinion of the Nomination and Remuneration Committee and is of the view that Mrs. Thicomporn Chai-iam 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.
The position submitted to be elected	Directors

## The resume of the person to be proposed for appointment as the Company's new director

	Name-Surname	Dr. Warotai Kosolpisitkul
	Position	-
	Nationality	Thai
	Age	53 years old
	Date of Birth	18 August 1968
	Date of first appointment	-
	Term of office	-
Education	<ul style="list-style-type: none"> <li>- Doctor of Economics and Social Science, University of Innsbruck, Austria (Austrian government's scholarship)</li> <li>- M.A. in Economics (Econometrics), University of Memphis, U.S.A.</li> <li>- B.A. in Economics (Monetary Policy and Public Finance), Chulalongkorn University</li> </ul>	
Training	<p>Thai Institute of Directors Association (IOD) Courses:</p> <ul style="list-style-type: none"> <li>- Advanced Audit Committee Program (AACP 33/2019)</li> <li>- Director Certification Program (DCP 242/2017)</li> </ul> <p>Other training courses:</p> <ul style="list-style-type: none"> <li>- Thailand Insurance Leadership Program (Class 8/2018), Office of Insurance Commission</li> <li>- Capital Market Academy Leadership Program (CMA 24/2017), Capital Market Academy</li> <li>- CLMVT Banker's Leadership Program (2017)</li> <li>- Executive Development Program (Class 7/2014), Office of the Civil Service Commission (OCSC)</li> <li>- Comparative Tax Policy and Administration (COMTAX), Harvard Kennedy School of Government, U.S.A</li> <li>- Advanced Certificate Course in Public Administration and Law for Executives (Class 10/2012), The College of Politics and Governance, King Prajadhipok's Institute</li> <li>- Executive Development Program (EDP), Class 3/2003, Thai Listed Company Association</li> </ul>	
Work Experience	<ul style="list-style-type: none"> <li>- Executive Director of Asian Development Bank (ADB)</li> <li>- Chair of the Development Effectiveness Committee, former Chair of the Audit Committee, the Vice-Chair of the Human Resources Committee, Asian Development Bank (ADB)</li> <li>- International Economic Advisor, the Fiscal Policy Office, Ministry of Finance</li> <li>- Deputy Director General, the Fiscal Policy Office, Ministry of Finance</li> <li>- Director of Bureau of Tax Policy, the Fiscal Policy Office, Ministry of Finance</li> <li>- Director of Bureau of Financial Inclusion Policy and Development, the Fiscal Policy Office, Ministry of Finance</li> </ul>	

	<ul style="list-style-type: none"> <li>- Senior Expert on Macroeconomic Policy, Bureau of Macroeconomic Policy, the Fiscal Policy Office, Ministry of Finance</li> <li>- Senior Advisor to Executive Director, World Bank Group, based in Washington, D.C., U.S.A.</li> <li>- Board of Directors of the Expressway Authority of Thailand and Chairman of the Audit Committee of the Expressway Authority of Thailand</li> <li>- Board of Directors, Board of Management and Board of Risk Management of the Export-Import Bank of Thailand (EXIM Bank)</li> <li>- Board of Directors of the Government Pension Fund, Chairman of Investment Subcommittee</li> <li>- Board of Directors of the National Saving Fund, Chairman of Investment Subcommittee, Chairman of Strategic Subcommittee, Chairman of Performance Appraisal Subcommittee and Chairman of Performance Appraisal Subcommittee of Investment</li> <li>- Board of Directors of PTT International Trading PTE Ltd.</li> <li>- Director, Chairman of Corporate Governance Committee, Member of Nomination and Remuneration Committee, NEP Realty and Industry Public Company Limited</li> <li>- Director of the National Audio-Visual Committee, Ministry of Culture</li> <li>- Director of the Petroleum Committee, Ministry of Energy</li> <li>- Director of Committee on Energy Policy Administration (CEPA), Energy Policy and Planning Office, Ministry of Energy</li> <li>- Advisory to the Subcommittee on Promotional and Policy Problem Solving Measures relating to Thailand's Merchant Marine Business, the National Legislative Assembly</li> </ul>	
Current Position	- International Economic Advisor, the Fiscal Policy Office, Ministry of Finance	
In any listed companies	-None-	
In any non-listed companies	-None-	
In any companies which may result in a conflict of interest with the Company	-None-	
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2021)	-None-	
Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party	-None-	
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-	
Criteria to nominate director	The Board of Directors has considered the opinion of the Nomination and Remuneration Committee and is of the view that Dr. Warotai Kosolpisitkul 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.
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.ด.
- 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 บัณฑิตมหาบัณฑิต 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



อากรแสตมป์  
20 บาท  
Duty Stamp  
20 Baht

หนังสือมอบฉันทะ (แบบ ก.)  
Proxy (Form A.)

สิ่งที่ส่งมาด้วย 5  
Attachment 5

เลขทะเบียนผู้ถือหุ้น.....  
Shareholders register no.

เขียนที่.....  
Written at

วันที่..... เดือน..... พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า..... อายุ..... ปี อยู่บ้านเลขที่.....  
I/We age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์.....  
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	shares	and have the right to vote equal to	votes as follows:
<input type="checkbox"/> หุ้นสามัญ.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
ordinary share	shares	and have the right to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
preferred share	shares	and have the right to vote equal to	votes

(3) ขอมอบฉันทะให้ (1) ..... อายุ..... ปี อยู่บ้านเลขที่.....  
Hereby appoint age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์..... อีเมล.....  
Province Postal Code E-mail

โทรศัพท์มือถือ..... หรือ  
Mobile Phone Number or

(2) ..... อายุ..... ปี อยู่บ้านเลขที่.....  
age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์..... อีเมล.....  
Province Postal Code E-mail

โทรศัพท์มือถือ.....  
Mobile Phone Number

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 10.30 นาฬิกา ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือ ที่จะพึงเลือกไปในวัน เวลา และสถานที่อื่นด้วย  
Only one of them as my/our proxy to attend and vote on my/our behalf in the 2022 Annual General Meeting of Shareholder on Thursday, April 21, 2022 at 10.30 a.m. by electronic means (E-AGM) or at any other date, time and place as the meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
For any act undertaken by the proxy holder at the meeting shall be deemed to be the actions undertaken by myself/ourselves in all respects.

ลงนาม/Signed ..... ผู้มอบฉันทะ/Proxy Grantor  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy Holder  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy Holder  
( ..... )

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the Proxy Holder must authorize only one Proxy Holder to attend and vote in the meeting, and shall not divide the number of shares into many several portions to more than one Proxy Holder in order to divide the votes.

หนังสือมอบฉันทะ (แบบ ข)  
Proxy (Form B)เขียนที่ \_\_\_\_\_  
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

☐ นายไพโรจน์ สัญญะเดชากุล / กรรมการอิสระ อายุ 72 ปี  
Mr.Pairoj Sanyadechakul / Independent Director Age 72 Years  
อยู่บ้านเลขที่ 59/66 ซอย รามคำแหง 140 ตำบล/แขวง สะพานสูง  
Residing at No. 59/66 Soi Ramkamhaeng 140 Sub-District Sapansung  
อำเภอ/เขต สะพานสูง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240  
District Sapansung Province Bangkok Postal Code 10240  
(ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่น ๆ ในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 นี้)  
(There is no special interest different from other directors in every agenda proposed at 2022 Annual General Meeting of Shareholders)

☐ พลโท จิรภัทร มาลัย/ กรรมการอิสระ อายุ 77 ปี  
Lt.Gen. Chirapat Malai / Independent Director Age 77 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 2565 นี้)  
(There is no special interest different from other directors in every agenda proposed at 2022 Annual General Meeting of Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 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 2022 Annual General Meeting of Shareholder on Thursday, April 21, 2022 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 2564  
To adopt the minutes of the 2021 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 2564  
To acknowledge the operating results of the Company 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;  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 4**  
**Agenda 4** พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี 2564 สิ้นสุด ณ วันที่ 31 ธันวาคม 2564  
To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 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;  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 5**  
**Agenda 5** พิจารณางดจ่ายเงินปันผลสำหรับการดำเนินงาน ประจำปี 2564  
To approve the omission of dividend 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
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**วาระที่ 6**  
**Agenda 6**

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

นายสุนทร พจน์ธนาศ

Mr. Soontorn Pojthanamas

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

นางจันทิรา ศรีม่วงพันธ์

Mrs. Chantira Srimoungpan

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

นายวีระชาติ โลหศิริ

Mr. Weerachart Lohsiri

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

นางทิชัมพร ชัยเยี่ยม

Mrs. Thicomporn Chai-iam

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

**วาระที่ 7**  
**Agenda 7**

พิจารณาอนุมัติแต่งตั้งกรรมการใหม่

To approve the appointment of new director

- ☐ (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
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**วาระที่ 8**  
**Agenda 8**

พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2565

To approve fixing of the remuneration of directors for the year 2022

- ☐ (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
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**วาระที่ 9**  
**Agenda 9**

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2565

To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2022

- ☐ (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
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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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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**

1. 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.

2. 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.

3. วาระการเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการรายบุคคล

In the agenda for election of Directors, Directors may be elected as a whole or individually.

4. ในกรณีที่มิสสารที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 10.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2022 Annual General Meeting of Shareholder on Thursday, April 21, 2022 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;
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows;
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(b) To grant my/our proxy to vote at my/our desire as follows;
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows;
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(b) To grant my/our proxy to vote at my/our desire as follows;
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_  
Agenda

- เรื่อง \_\_\_\_\_
- 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 \_\_\_\_  
Agenda

- เรื่อง \_\_\_\_\_
- Re:
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_  
Agenda

- เรื่อง \_\_\_\_\_
- 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 \_\_\_\_  
Agenda

- เรื่อง \_\_\_\_\_
- 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 \_\_\_\_  
Agenda


- เรื่อง \_\_\_\_\_
- 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	Mr. Pairoj Sanyadechakul
	Position	Independent Director Chairman of Audit Committee Chairman of Corporate Governance Committee
	Nationality	Thai
	Age	72 years old
	Address	59/66 Soi Ramkhamhaeng 140, Sapansung Sub-District, Sapansung District, Bangkok 10240
	Date of Birth	13 May 1949
	Date of first appointment	13 December 2018
	Term of office	3 years 4 months
Education	Bachelor of Engineering, Faculty of Engineering Chulalongkorn University	
Training	<ul style="list-style-type: none"> <li>- Quality Control, Sweden</li> <li>- Standardization, Canada</li> <li>- Class 4515, National Defense College of Thailand</li> <li>- Capital Market Academy, Class 4</li> <li>- Por.Por.Ror 11 Politics and government King Prajadhipok's Institute</li> <li>- Director Certification Program (DCP 258/2018), Thai Institute of Directors (IOD)</li> <li>- Advance Audit Committee Program 2018, Thai Institute of Directors (IOD)</li> </ul>	
Work Experiences	<ul style="list-style-type: none"> <li>- Director, National Innovation Board</li> <li>- Director-General of the Department of Primary Industries and Mines</li> <li>- Deputy Permanent Secretary, Ministry of Industry</li> <li>- Secretary of the Thai Industrial Standards Institute</li> </ul>	
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 2021		12/12
Details of attendance to the Audit Committee Meeting in 2021		8/8
Details of attendance to the Corporate Governance Committee Meeting in 2021		3/3
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-
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-

## Independent Director's Profile as Proxies from Shareholders

	Name-Surname	Lt. Gen. Chirapat Malai
	Position	Independent Director Member of Corporate Governance Committee Member of Risk Management Committee
	Nationality	Thai
	Age	77 years old
	Address	24/57 Soi Bangna-Trad 10, Bangna Sub-district, Bangna District, Bangkok 10260
	Date of Birth	15 August 1945
	Date of first appointment	26 April 2018
	Term of office	3 years
Education	<ul style="list-style-type: none"> <li>- Master of Public Administration, National Institute of Development Administration (NIDA)</li> <li>- Bachelor of Science Degree, Chulachomkiao, Royal Military Academy</li> <li>- Command and General Staff College, Class 58</li> <li>- Royal Thai Army War College, Class 41</li> </ul>	
Training	<ul style="list-style-type: none"> <li>- Executive Relations Development Course, School of Civil Affairs, Royal Thai Army</li> <li>- Supervisor and People Management Course (HR for Non-HR)</li> <li>- Effective Budgeting Course</li> <li>- Director Accreditation Program (DAP 188/2021), Thai Institute of Directors (IOD)</li> </ul>	
Work Experiences	2015-2016 President of Special Affairs Department Nava Nakorn Public Company Limited 2014-2015 Executive Director Nava Nakorn 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 2021		11/11
Details of attendance to the Corporate Governance Committee Meeting in 2021		3/3
Details of attendance to the Risk Management Committee Meeting in 2021		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 processing 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.



**Verification and Procedure for Attending the 2022 Annual General Meeting of Shareholders  
via Electronic Means (E-AGM)**

The Company will hold the 2022 Annual General Meeting of Shareholders on Thursday April 21, 2022 at 10.30 a.m. via electronic means (E-AGM) under the Emergency Decree on Electronic Meeting B.E. 2563 (2020). In this regard the shareholders are required to verify themselves for the meeting attendance in advance between April 4, 2022 at 9.00 a.m. and April 20, 2022 at 5.00 p.m. Shareholders can study the electronic meeting system handbook for the shareholders' meeting as detailed in **Enclosure 9**

The registration for the meeting attendance, appointment of the Independent Director of the Company as proxy, and submission of questions in advance are detailed as follows:

**1. The registration to state the intention to attend the shareholder's meeting**

The registration to state the intention to attend the shareholder's meeting can be divided into 5 cases as follows:

- 1.1 Individual shareholders who intend to use their identification card to verify themselves, and attend the meeting:

- Shareholders can register to attend the meeting by verifying themselves via DAP e-Shareholder Meeting system at

URL:

<https://portal.eservice.set.or.th/Account/Login?refer=uCdiuFrKy%2F39Re%2FA55CRyUYXa0aKLEf9OVJtsLeJ7EqHiucw791onw%3D%3D>



- The DAP e-Shareholder Meeting will issue the Username and Password for the shareholders to login to the system on the day of the 2022 Annual General Meeting of Shareholders

- 1.2 Individual shareholders who intend to use other documents to verify themselves, and attend the meeting:

- Shareholders are required to send the verification documents as listed below:
- Form of the meeting notification, which TSD has delivered to the shareholders according to the address that the shareholders had informed TSD, signed by the shareholders.
  - Copy of valid government officer card or driving license or passport (in case of foreign shareholders) of the shareholders, and if there are any changing of name or surname, please provide the evidence documents.

By sending the e-mail to [akeera@nep.co.th](mailto:akeera@nep.co.th) or [khemikar@nep.co.th](mailto:khemikar@nep.co.th), or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213-16, extension 203, 112. **within April 20, 2022** for the registration. In the case that shareholders send the documents by post, please provide shareholders' e-mail for the Company to inform the Username and Password to the e-mail which the shareholders provided.

After verifying the list of shareholders according to the information at the record date, the Company will issue Username and Password for the shareholders via e-mail for using to login to the system on the day of the 2022 Annual General Meeting of Shareholders.

1.3 Individual Shareholders intend to appoint others as their proxies for attending the meeting:

➤ Shareholders are required to send the verification documents as listed below:

- Form of the meeting notification, which TSD has delivered to the shareholders according to the address that the shareholders had informed TSD, signed by the shareholders.
- Proxy form which correctly and clearly filled in, by choosing either Proxy Form A., or Proxy Form B., and signed by the shareholders and the proxy, and affixed with Baht a stamp duty.
- Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the shareholders, certified as true and correct copy by the shareholder, and if there are any changing of name or surname, please provide the evidence documents.
- Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy.

By sending the e-mail to akeera@nep.co.th or khemikar@nep.co.th, or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213-16, extension 203, 112. **within April 20, 2022** for the registration. In the case that shareholders or proxy send the documents by post, please provide shareholders' or proxy's e-mail for the Company to inform the Username and Password to the e-mail provided.

After verifying the list of shareholders according to the information at the record date, the Company will issue Username and Password for the shareholders or proxy via e-mail for using to login to the system on the day of the 2022 Annual General Meeting of Shareholders.

1.4 Thai juristic person shareholders by authorized representative intend to attend the meeting:

➤ Shareholders are required to send the verification documents as listed below:

- Form of the meeting notification, which TSD has delivered to the shareholders according to the address that the shareholders had informed TSD, signed by the authorized representative.
- Copy of valid identification card or government officer card or driving license or passport (in case of foreigners) of the authorized representative, certified as true and correct copy.
- Copy of an affidavit of the shareholder, issued by the Ministry of Commerce not more than 1 year prior to the meeting date, certified as true and correct copy by the authorized representative, together with the seal being affixed (if any) and the statement showing that such authorized representative who signed the proxy form is empowered to act on behalf of such juristic shareholder.

By sending the e-mail to akeera@nep.co.th or khemikar@nep.co.th, or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213-16, extension 203, 112. **within April 20, 2022** for the registration. In the case that shareholders send the documents by post, please provide shareholders' e-mail for the Company to inform the Username and Password to the e-mail which the Shareholders provided.

After verifying the list of shareholders according to the information at the record date, the Company will issue Username and Password for the shareholders via e-mail for using to login to the system on the day of the 2022 Annual General Meeting of Shareholders.

1.5 Thai juristic person shareholders by authorized representative intend to appoint others as their proxies for attending the meeting:

- Shareholders are required to send the verification documents as listed below:
- Form of the meeting notification, which TSD has delivered to the shareholders according to the address that the shareholders had informed TSD, signed by the proxy.
  - Proxy form which correctly and clearly filled in, by choosing either Proxy Form A., or Proxy Form B., and signed by the shareholder and the proxy, and affixed with a stamp duty.
  - Copy of valid identification card or government officer card or driving license or passport (in case of foreigners) of the authorized representative, certified as true and correct copy.
  - Copy of valid identification card or government officer card or driving license or passport (in case of foreigners) of the proxy.
  - Copy of an affidavit of the shareholder, issued by the Ministry of Commerce not more than 1 year prior to the meeting date, certified as true and correct copy by the authorized representative, together with the seal being affixed (if any) and the statement showing that such authorized representative who signed the proxy form is empowered to act on behalf of such juristic shareholder.

By sending the e-mail to akeera@nep.co.th or khemikar@nep.co.th, or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213-16, extension 203, 112. **within April 20, 2022** for the registration. In the case that shareholders or proxy send the documents by post, please provide shareholders' or proxy's e-mail for the Company to inform the Username and Password to the e-mail provided.

After verifying the list of shareholders according to the information at the record date, the Company will issue Username and Password for the shareholders or proxy via e-mail for using to login to the system on the day of the 2022 Annual General Meeting of Shareholders.

## 2. In the case that shareholders intend to appoint an independent director of the Company as their proxies

Independent Directors:

1. Mr. Pairoj Sanyadechakul Independent Director, Chairman of the Audit Committee,  
Chairman of Good Corporate Governance Committee
2. Lt.Gen. Chiraphat Malai Independent Director, Good Corporate Governance Member,  
Risk Management Committee Member

Shareholders shall send the proxy form with the supporting document via e-mail [akeera@nep.co.th](mailto:akeera@nep.co.th) or [khemikar@nep.co.th](mailto:khemikar@nep.co.th), or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213-16, extension 203, 112. In order to facilitate document verification please, deliver the document to the Computer **within April 20, 2022.**

The supporting document for the proxy are as follows:

### 2.1 In the case that shareholder is individual person:

- From of the meeting notification, which TSD has delivered to the shareholders according to the address that the shareholders had informed TSD, signed by the shareholders.
- Proxy form which correctly and clearly filled in, by choosing either Proxy Form A., or Proxy Form B. (the Company recommends using the Proxy Form B., and specify the vote in each agenda), and signed by the shareholder and the proxy, and affixed with a stamp duty.
- Valid copy of identification card or government officer card or driving license or passport (in case of foreigners) of the shareholder, certified as true and correct copy by the shareholder.

### 2.2 In the case that shareholder is juristic person:

- Form of the meeting notification, which TSD has delivered to the shareholders according to the address that the shareholders had informed TSD, signed by the shareholders.
- Proxy form which correctly and clearly filled in, by choosing either Proxy Form A., or Proxy Form B. (the Company recommends using the Proxy Form B., and specify the vote in each agenda), and signed by the shareholder and the proxy, and affixed with a stamp duty.
- Copy of valid identification card or government officer card or driving license or passport (in case of foreigners) of the authorized representative, certified as true and correct copy.
- Copy of an affidavit of the shareholder, issued by the Ministry of Commerce not more than 1 year prior to the meeting date, certified as true and correct copy by the authorized representative, together with the seal being affixed (if any) and the statement showing that such authorized representative who signed the proxy form is empowered to act on behalf of such juristic shareholder.

**Remark:** In case the shareholders appoint a proxy to attend the meeting on their behalves, or appoint the Independent Director as a proxy by using the Proxy Form, in

which the voting in each agenda item is not specified in advance (Proxy Form A), the proxy can attend the meeting via DAP e-Shareholder Meeting system and cast votes on the date of the Annual General Meeting of shareholders.

In case the shareholders appoint a proxy to attend the meeting on their behalves, or appoint the Independent Director as a proxy by using the Proxy Form, in which the voting in each agenda item is specified un advance (Proxy Form B), the proxy will not be able to attend the meeting via DAP e-Shareholder Meeting system and cast votes on the meeting date. In this regard, the shareholders will be able to watch the meeting which will be broadcasted live WebEx. The Company will subsequently inform the shareholders of the Channel to watch the broadcasted meeting prior to the meeting date.

### 3. Attending the meeting via electronic means (E-AGM)

Shareholders may study the electronic meeting system handbook for the shareholders' meeting as detailed in **Enclosure 9**.

Chapter 1: Preparation for using the electronic meeting for the shareholders' meeting,

Chapter 3: Procedure of attending the meeting,

Chapter 4: using of the question functions, and

Chapter 5: Utilization of sound functions.

### 4. Submitting the questions in advance

Shareholders are able to submit questions in relation to each agenda in advance within April 20, 2022 via e-mail [akeera@nep.co.th](mailto:akeera@nep.co.th) or [khemikar@nep.co.th](mailto:khemikar@nep.co.th). The Company will gather the relevant questions to each agenda and record in the minutes of the meeting at the end of the meeting. In this regard, shareholders or proxies who will attend the meeting are still able to ask questions in each agenda.

### 5. Contact

If shareholders have any further questions in relation to the 2022 Annual General Meeting of Shareholders, please contact [akeera@nep.co.th](mailto:akeera@nep.co.th) or [khemikar@nep.co.th](mailto:khemikar@nep.co.th) or Tel. (662) 271-4213-16, extension 203, 112.

#### Remark:

For conducting an electronic shareholders meeting to be in accordance with laws in relation to the Personal Data Protection through DAP e-shareholder Meeting, the Company will keep, gather, use and disclose personal information of each shareholder by complying with relevant laws and for the purpose of providing service to shareholders in attending the shareholder meeting only. Information of all shareholders will be protected as prescribed by laws.

DAP

e-Shareholder  
Meeting

# User Manual Electronics Meeting System

## DAP e-Shareholder Meeting



1

## Preparation for DAP e-Shareholder Meeting

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2

e-Registration for individual shareholders wishing to use their ID card for identity verification

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3

## Joining the e-Meeting

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4

## Asking Question Procedures

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5

## Voting Procedures

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6

## Resetting password

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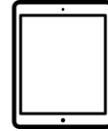
For registration, please prepare an electronic device with a camera.



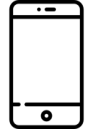
PC Computer



Notebook



Tablet



Mobile

Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome  
(Recommended)



Safari



Internet Explorer

Operating Systems Compatibility



iOS



android

Download Cisco WebEx Meeting application\*



iOS



android

\* If shareholders would not like to download the application, they can access via Web Browser

An identity document is required for proof of identity.



Identification Card



1

## Preparation for DAP e-Shareholder Meeting



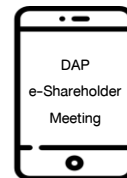
### Registration for e-Shareholder Meeting

For shareholders who wish to attend the e-Shareholder meeting themselves

1

Individual shareholders wishing to use their ID card for identity verification

Register via  
DAP e-Shareholder Meeting



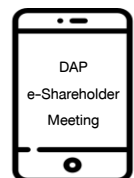
2

Individual shareholders wishing to use other documents such as other official cards / passport for identity verification

Submit the identity document to the company's staff for registration

3

Shareholder is a juristic person



\* Please study the details of registration such as related documents / document submission as specified in the invitation letter to shareholders' meeting

For shareholders who wish to appoint a proxy

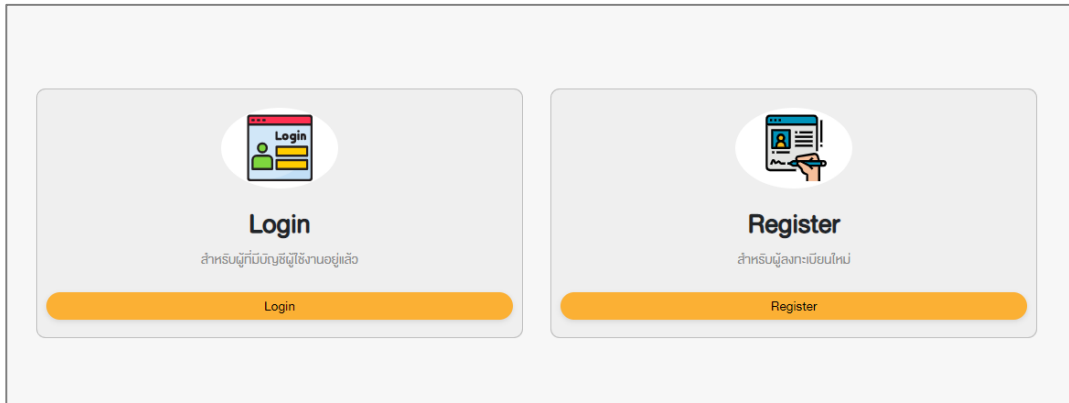
For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

## 2

## e-Registration

for individual shareholders wishing to use their ID card for identity verification

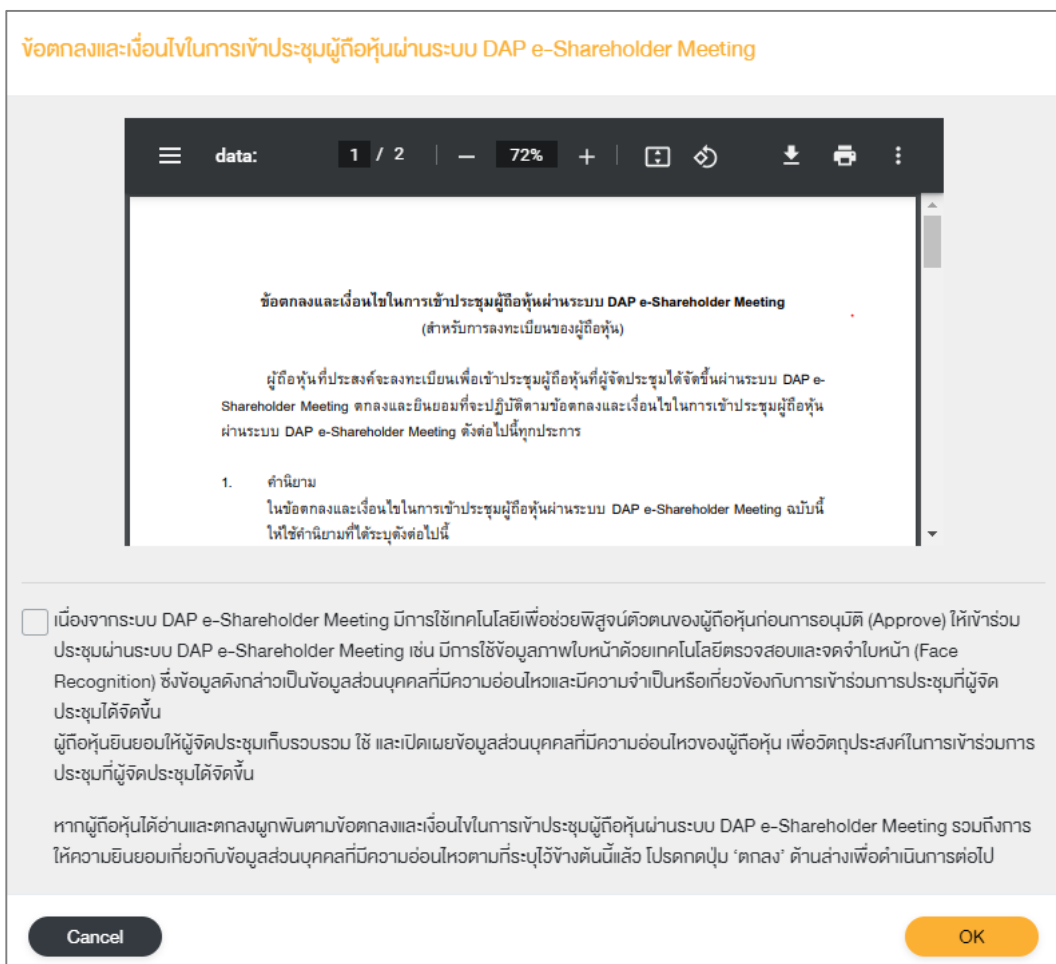
1. Register via the registration link provided in the invitation letter to shareholders' meeting
2. Select “Register”



The screenshot shows a web interface with two main buttons. The left button is labeled 'Login' with a subtext 'สำหรับผู้ที่บันทึกชื่อไว้ก่อนแล้ว' (For those who have registered before) and an orange 'Login' button below it. The right button is labeled 'Register' with a subtext 'สำหรับผู้อยากจะบันทึกชื่อใหม่' (For those who want to register new) and an orange 'Register' button below it. Both buttons have a light blue background and a small icon above the text.

3. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system by marking ☒ and pressing “OK” button

ข้อตกลงและเงื่อนไขในการประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting



The screenshot shows a web browser window displaying a consent form. The form title is 'ข้อตกลงและเงื่อนไขในการประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting (สำหรับการลงทะเบียนของผู้ถือหุ้น)'. The text explains that shareholders must agree to the terms and conditions for attending the meeting via the DAP e-Shareholder Meeting system. It lists the following terms:

1. คำนิยาม  
ในข้อตกลงและเงื่อนไขในการประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting ฉบับนี้ ให้ใช้คำนิยามที่ระบุดังต่อไปนี้

Below the list, there is a checkbox and a paragraph of text:

☐ เนื่องจากระบบ DAP e-Shareholder Meeting มีการใช้เทคโนโลยีเพื่อช่วยพิสูจน์ตัวตนของผู้ถือหุ้นก่อนการอนุมัติ (Approve) ให้เข้าร่วมประชุมผ่านระบบ DAP e-Shareholder Meeting เช่น มีการใช้ข้อมูลภาพใบหน้าด้วยเทคโนโลยีตรวจสอบและจดจำใบหน้า (Face Recognition) ซึ่งข้อมูลดังกล่าวเป็นข้อมูลส่วนบุคคลที่มีความอ่อนไหวและมีความจำเป็นหรือเกี่ยวข้องกับการเข้าร่วมการประชุมที่ผู้จัดประชุมได้จัดขึ้น

ผู้ถือหุ้นยินยอมให้ผู้จัดประชุมเก็บรวบรวม ใช้ และเปิดเผยข้อมูลส่วนบุคคลที่มีความอ่อนไหวของผู้ถือหุ้น เพื่อวัตถุประสงค์ในการเข้าร่วมการประชุมที่ผู้จัดประชุมได้จัดขึ้น

หากผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting รวมถึงการให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคลที่มีความอ่อนไหวตามที่ระบุไว้ข้างต้นนี้แล้ว โปรดคลิกปุ่ม 'ตกลง' ด้านล่างเพื่อดำเนินการต่อไป

At the bottom, there are two buttons: 'Cancel' (dark blue) and 'OK' (orange).

## 4. Shareholders fill out information as specified, including:

4.1 Name-Surname

4.2 ID card number and laser code on the back of the ID card (Only fill in numbers, without ticks)

4.3 Date of birth

4.4 Email address

(Email address will be used as your username when logging in)

4.5 Mobile phone number (Only fill in numbers, without ticks)

4.6 Password and confirm password

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

5. Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒

## 6. Click "Next"

The form contains the following fields and elements:

- First name (Thai language) \* (Input field)
- Last name (Thai language) \* (Input field)
- Identity Number \* (No dash) (Input field)
- หมายเลขบัตร \* (No dash) (Input field)
- Date of birth \* (Input field with calendar icon)
- Email \* (Input field)
- Mobile number \* (Input field)
- Password \* (Input field)
- Confirm password \* (Input field)
- Consent checkbox: ☐ ผู้ถือหุ้นตกลงยินยอมที่จะรับเอกสารในรูปแบบอิเล็กทรอนิกส์จากผู้จัดประชุม เช่น หนังสือเชิญประชุม เอกสารประกอบการประชุม เป็นต้น ผ่านอีเมลที่ผู้ถือหุ้นได้แจ้งไว้ รวมถึงตกลงยินยอมให้ผู้จัดประชุมใช้ข้อมูลที่ได้แจ้งไว้ข้างต้น เพื่อประโยชน์ในการติดต่อสื่อสารหรือดำเนินการที่เกี่ยวข้องกับการประชุมผู้ถือหุ้น
- Buttons: Cancel, Previous, Next

## 7. Click to request OTP, and the OTP will be sent to the mobile phone number you have entered

The screen displays the text: โปรดใส่ OTP ที่ส่งไปที่ 087XXXXX63. Below it are five empty circles for entering the OTP. A red box highlights the button labeled "ขอรับ OTP".

The screen shows a warning icon and the text: ต้องการส่ง OTP หรือไม่. Below it is a note: กดตกลง เพื่อยืนยันการส่ง OTP หรือกด ปัด เพื่อยกเลิก. At the bottom are buttons labeled "ปัด" and "ตกลง".

The screen shows a green checkmark and the text: SET. Below it is a timestamp: วันที่ 13/12/25. At the bottom, a message box says: คุณกำลังทำการชำระเงินระบบ SET e-Service รหัสอ้างอิง "VVCLNR" รหัส OTP คือ 369316.

## 2

## e-Registration

for individual shareholders wishing to use their ID card for identity verification

8. The system will send your information to verify the correctness with the database of the Department of Provincial Administration (DOPA)

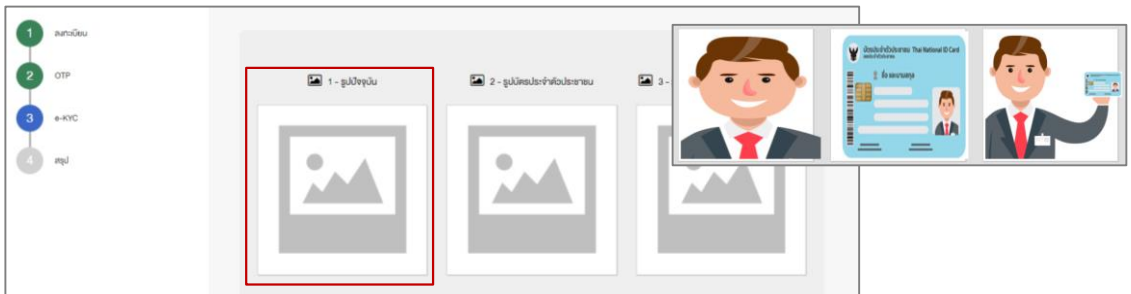


9. After the verification with DOPA database, shareholders take pictures by clicking the picture button. The system will turn on your camera. Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

Picture 1 : Picture of yourself

Picture 2 : Picture of your ID card

Picture 3 : Picture of yourself holding the ID card



10. Shareholders review securities holding information. If the information is correct, click "Confirm" button.



11. Shareholders will receive an email confirming your registration result. If you cannot find the email, please check Junk email or contact the company's staff.

Please keep your username and password confidential.  
Your login account should never be disclosed to others.

### 3 Joining the e-Meeting

Shareholders please log in to attend the e-meeting.

1. Log in at: <https://portal.eservice.set.or.th>
2. Select “Log in”
3. Enter username (email address that you have registered) and password
4. Enter OTP code sent to the mobile phone number that you have registered

5. The system will show a list of all meetings that you have registered in advance. It allows you to switch between 2 different views.

5.1 Calendar View

5.2 List View

6. Click on a meeting. The system will display details such as meeting date, agenda of the meeting, and attached documents for each agenda.

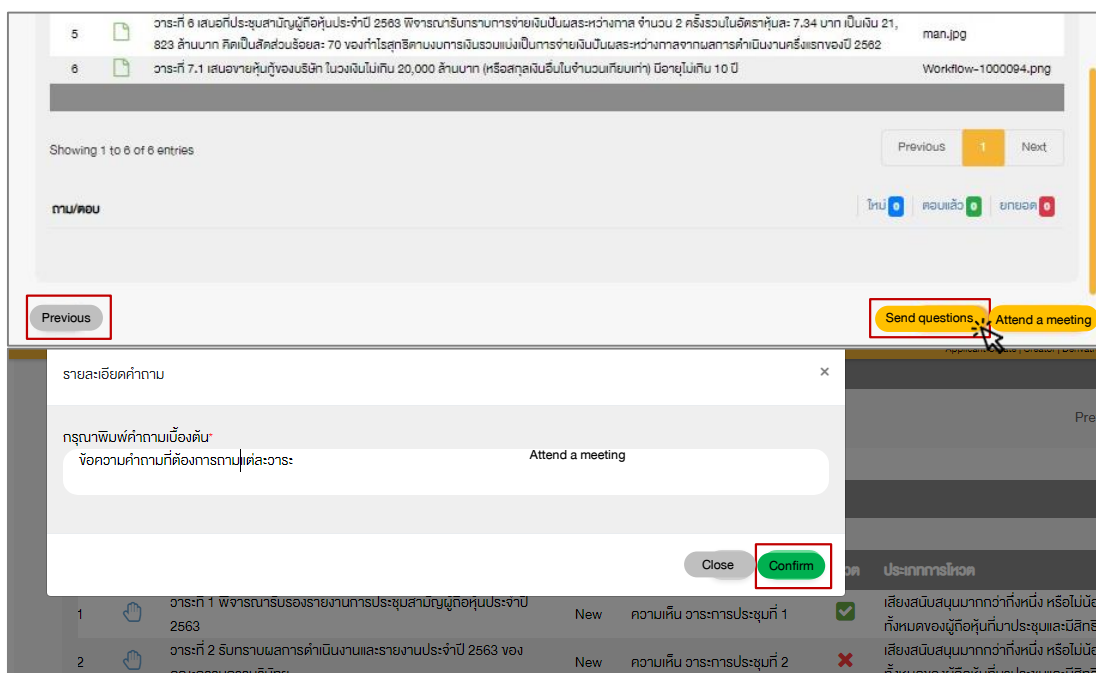
7. Click “Attend the meeting” in the lower right corner of the screen. Click “Attend the meeting” to agree to the terms and conditions of service before attending the meeting.
8. Shareholders enter the meeting via WebEx and wait for the host to start the meeting.

## 4 Asking Question Procedures

When the company allows questions from shareholders, shareholders who wish to ask questions in that agenda please go back to the DAP e-Shareholder Meeting system and follow steps below.

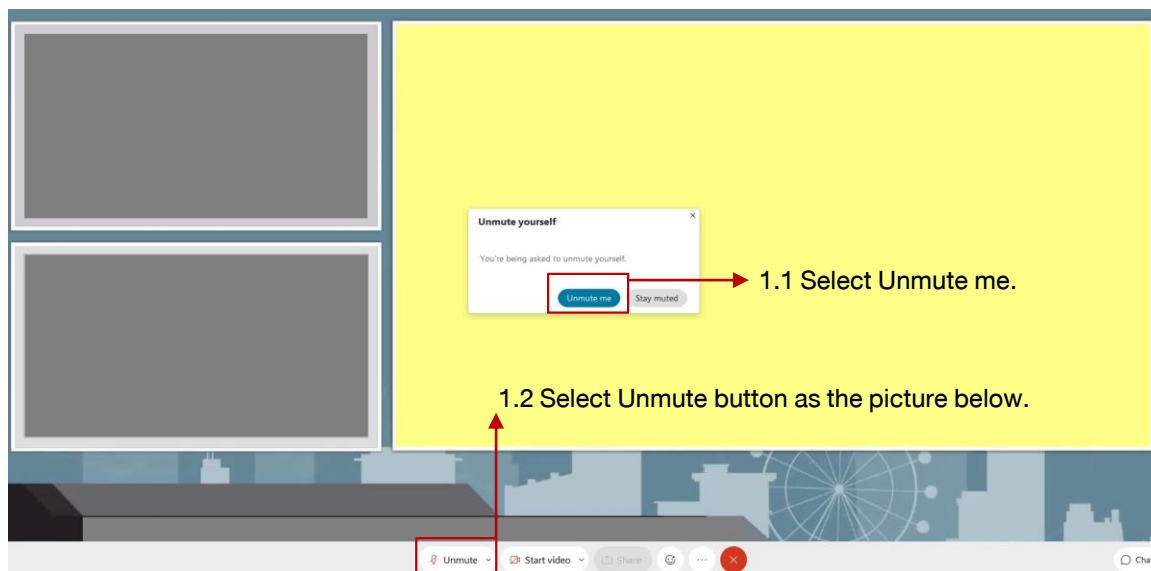
### Request to ask questions

1. Request to ask questions by clicking “Send questions” button.
2. Type your question and select “Confirm” button. Your question will be added into a waiting list.



### Asking questions when your name comes up

1. When you are allowed to ask questions, the company will call your name. Please turn on your microphone and camera (VDO) on WebEx to ask such question by yourself.



## 5 Voting Procedures

- During the voting period, the company will notify shareholders and open a voting system for each agenda. Please go back to the DAP e-Shareholder Meeting system and press the voting button.

วาระการประชุม					
ลำดับ	หัวข้อ	สถานะ	ความเห็นของคณะกรรมการ	โหวต	ผลการโหวต
1	วาระที่ 1 พิจารณารับรองรายงานการประจักษ์ณัติผู้ถือหุ้นประจำปี 2563	New	ความเห็น วาระการประชุมที่ 1	✓	เสียงสนับสนุนมากกว่ากึ่งหนึ่ง หรือไม่น้อยกว่า 2 ใน 3 ของจำนวนสิทธิ์ทั้งหมดของผู้ถือหุ้นที่มาประชุมและมิสิทธิออกเสียง
2	วาระที่ 2 รับทราบผลการดำเนินงานและรายงานประจำปี 2563 ของคณะกรรมการบริษัทฯ.	New	ความเห็น วาระการประชุมที่ 2	✗	เสียงสนับสนุนมากกว่ากึ่งหนึ่ง หรือไม่น้อยกว่า 2 ใน 3 ของจำนวนสิทธิ์ทั้งหมดของผู้ถือหุ้นที่มาประชุมและมิสิทธิออกเสียง
3	วาระที่ 3 พิจารณานอญมติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2563	New	ความเห็น วาระการประชุมที่ 3	✓	เสียงสนับสนุนมากกว่ากึ่งหนึ่ง หรือไม่น้อยกว่า 2 ใน 3 ของจำนวนสิทธิ์ทั้งหมดของผู้ถือหุ้นที่มาประชุมและมิสิทธิออกเสียง

- Choose the agenda to vote. There are 3 voting options: “Approve”, “Disapprove” and “Abstain”.


**วาระที่ 1 พิจารณารับรองรายงานการประจักษ์ณัติผู้ถือหุ้นประจำปี 2563**

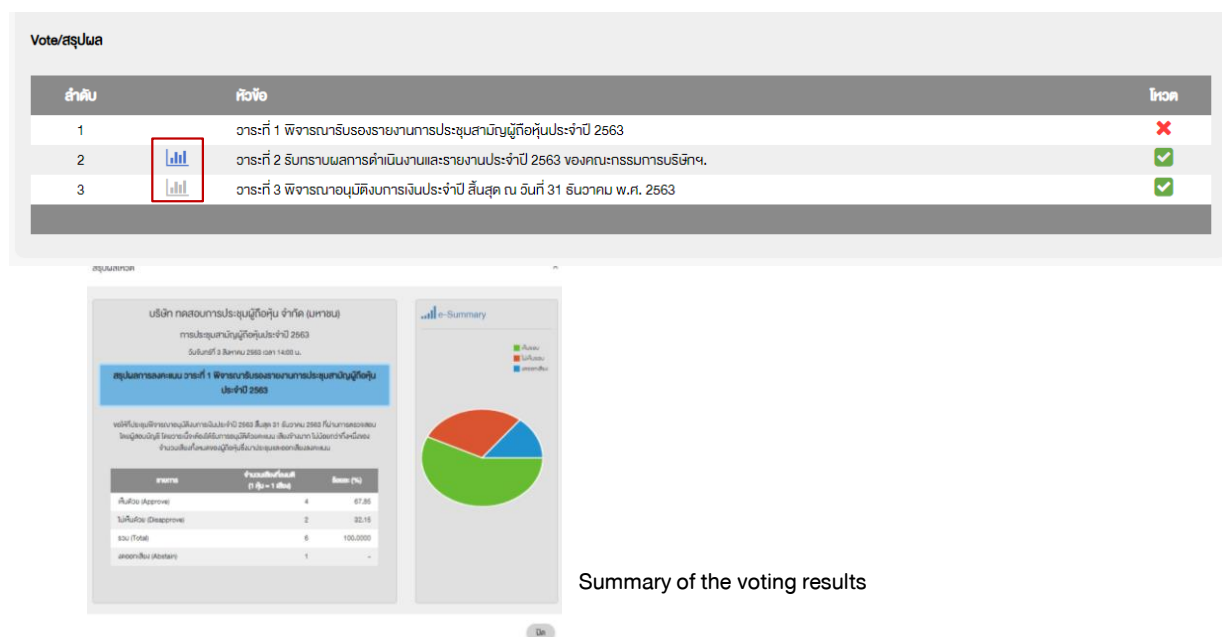
ขอให้ผู้ประชุมพิจารณารับรองรายงานการประจักษ์ณัติผู้ถือหุ้นประจำปี 2563 โดยวาระนี้จะต้องได้รับการรับรองด้วยคะแนนเสียงข้างมาก ไม่น้อยกว่า กึ่งหนึ่งของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและออกเสียงลงคะแนน

☐ เห็นด้วย / Approve  
☐ ไม่เห็นด้วย / Disapprove  
☐ กงออกเสียง / Abstain

Vote

**Remark :** Voting can be operated in a manner similar to physical meetings. Only shareholders who wish to vote “Disapprove” or “Abstain” are required to voice their stands. For shareholders who wish to vote “Approve”, no action is required. In this regard, the company must notify shareholders of voting conditions prior to the meeting.

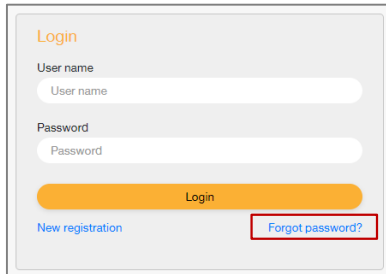
- After the closing of voting in each agenda, the company will announce results. Shareholders can check the results of each agenda by clicking the  icon.



Summary of the voting results

## 6 Resetting password

To retrieve your password, shareholders can reset password by clicking “Forgot Password” button.

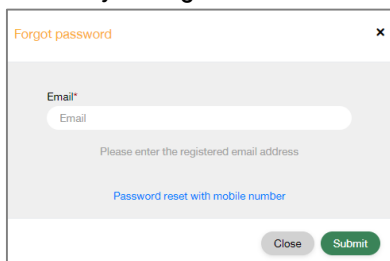


The login form has a title "Login" in orange. It contains two input fields: "User name" and "Password". Below these is an orange "Login" button. At the bottom left is a blue link "New registration", and at the bottom right is a blue link "Forgot password?" which is highlighted with a red rectangle.

There are 2 options to reset your password:

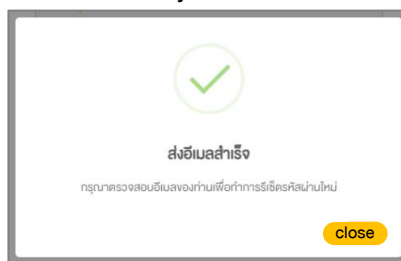
### 1. Reset password by using email

Enter your registered email



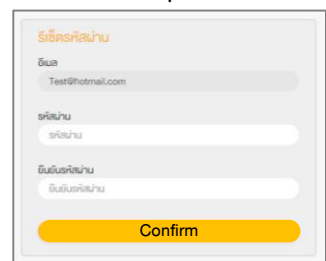
The form is titled "Forgot password" in orange. It has an "Email\*" input field. Below it is the text "Please enter the registered email address". At the bottom, there is a blue link "Password reset with mobile number" and two buttons: "Close" and "Submit".

Check your inbox



The screen shows a green checkmark icon and the text "ส่งอีเมลสำเร็จ" (Email sent successfully). Below it is a smaller text: "กรุณาดูกล่องจดหมายของคุณเพื่อทำการรีเซ็ตรหัสผ่านใหม่" (Please check your mailbox to reset your password). At the bottom right is a yellow "close" button.

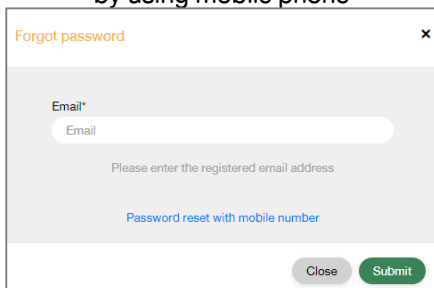
Set new password



The form is titled "รีเซ็ตรหัสผ่าน" (Reset password) in orange. It has three input fields: "อีเมล" (Email) with "Test@hotmail.com" entered, "รหัสผ่าน" (Password), and "ยืนยันรหัสผ่าน" (Confirm password). At the bottom is a yellow "Confirm" button.

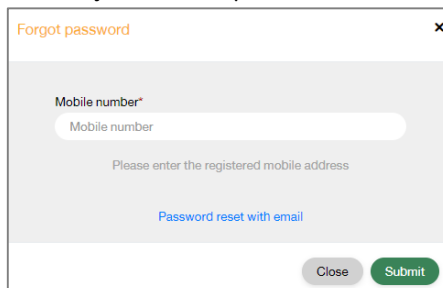
### 2. Reset password by using OTP

Click the link to reset password  
by using mobile phone



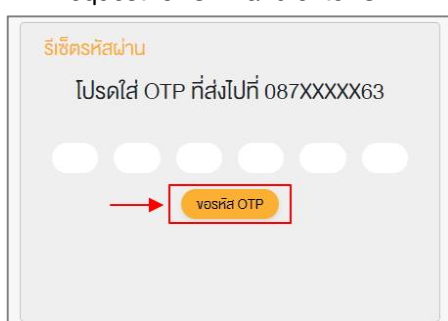
The form is titled "Forgot password" in orange. It has an "Email\*" input field. Below it is the text "Please enter the registered email address". At the bottom, there is a blue link "Password reset with mobile number" and two buttons: "Close" and "Submit".

Enter your mobile phone number



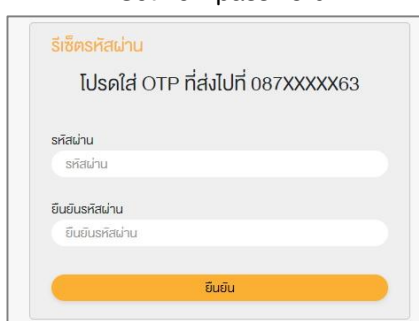
The form is titled "Forgot password" in orange. It has a "Mobile number\*" input field. Below it is the text "Please enter the registered mobile address". At the bottom, there is a blue link "Password reset with email" and two buttons: "Close" and "Submit".

Request for OTP and enter OTP



The screen is titled "รีเซ็ตรหัสผ่าน" (Reset password) in orange. It shows "โปรดใส่ OTP ที่ส่งไปที่ 087XXXXX63" (Please enter OTP sent to 087XXXXX63). Below this are six white circles for entering the OTP. At the bottom is a yellow button "ขอรับรหัส OTP" (Request OTP) which is highlighted with a red rectangle and an arrow.

Set new password



The screen is titled "รีเซ็ตรหัสผ่าน" (Reset password) in orange. It shows "โปรดใส่ OTP ที่ส่งไปที่ 087XXXXX63" (Please enter OTP sent to 087XXXXX63). Below this are two input fields: "รหัสผ่าน" (Password) and "ยืนยันรหัสผ่าน" (Confirm password). At the bottom is a yellow "ยืนยัน" (Confirm) button.



To download user manual,

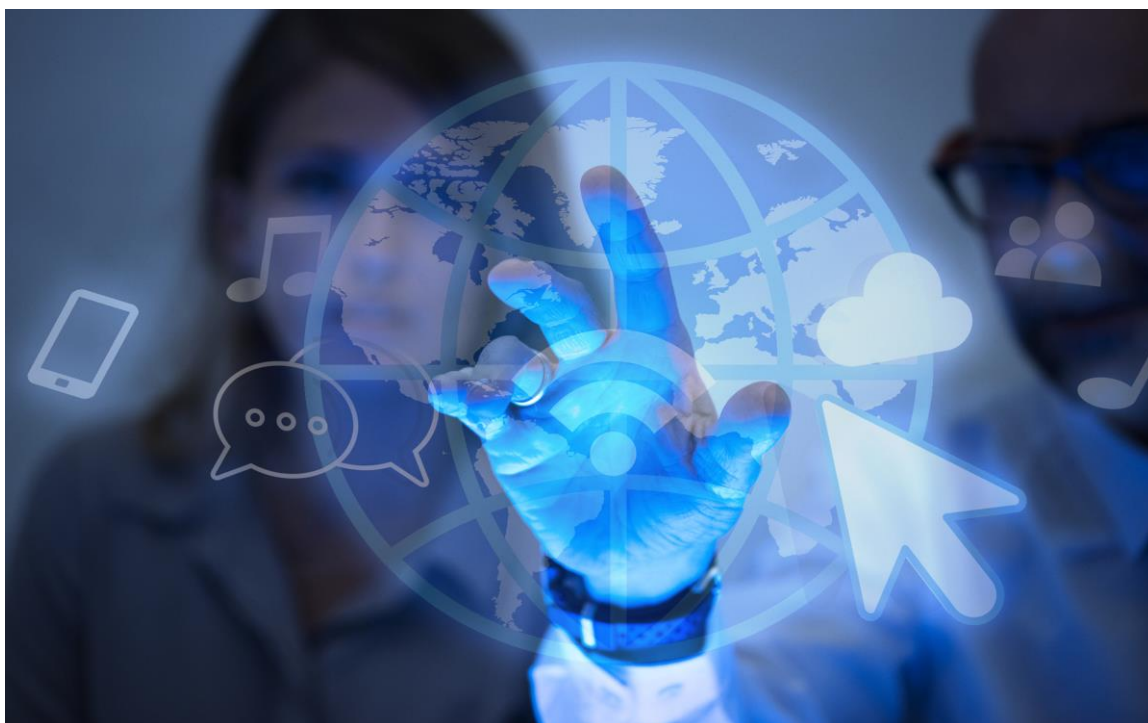


shareholders could visit the website:

<https://www.set.or.th/e-shareholder-meeting>



Or scan the following QR Code:



## DAP e-Shareholder Meeting

Operated by Digital Access Platform Co., Ltd., a subsidiary of SET Group

**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.

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