



**Invitation to attend
The 2023 Annual General Meeting of Shareholders**

NEP Realty and Industry Public Company Limited

Monday, April 24, 2023 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



Ref: NEP008/2023

March 22, 2023

Subject: Invitation to attend the 2023 Annual General Meeting of Shareholders

To: **All Shareholders**

NEP Realty and Industry Public Company Limited

- Enclosure:
1. Minutes of the 2022 Annual General Meeting of Shareholders
 2. Form 56-1 One Report 2022 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 2023
 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 2023 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 2023 Annual General Meeting of Shareholders will only be held on **Monday, April 24, 2023 at 10.30 hrs. by the electronic means (E-AGM)** (there will be no on-site registration on Monday, April 24, 2023), 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 acknowledgment Thus, no vote for this agenda.

Agenda 2 To adopt the minutes of the 2022 Annual General Meeting of Shareholders

Facts and Reasons: The 2022 Annual General Meeting of Shareholders was held on Thursday, April 21, 2022 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. (Enclosure 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 2022 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 2022

Facts and reasons: The Company summarized the operational results and significant changing during 2022, as stated in the F56-1 One Report of 2022 which distributed to all shareholders together with the invitation letter to attend this meeting. (Enclosure 2)

Board's opinion: It is agreed to report the operating results of the Company for the year 2022 to the shareholders' meeting for acknowledgement.

Note: This agenda is for acknowledgement. Thus, no Vote for this agendas.

Agenda 4 To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2022

Facts and reasons: The statement of financial position and statement of comprehensive income for the year ended on December 31, 2022 which has been audited by the auditors and approved by the Board of Directors. (Enclosure 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, 2022.

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 2022

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 2022.

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 resume duty.

The directors who have to be retired by rotation in the 2023 Annual General Meeting of Shareholders are as follows:

- 1) Mr. Phairoj Sanyadechakul Independent Director/ Chairman of the Audit Committee
Chairman of the Nomination and Remuneration Committee
- 2) Lt. Gen. Jirapat Malai Independent Director/ Director Risk Management Committee/
Good Corporate Governance Committee
- 3) Ms. Orayaporn Kanchanachari* Director
- 4) Ms. Nipa Lamjiakthet ** Director/ Member of the Nomination and Remuneration Committee

* Ms. Orayaporn Kanchanachari wishes not to extend her directorship.

** Since Ms. Nipa Lamjiakthet, the representative of the Ministry of Finance Being a director who retired by rotation at this Annual General Meeting of Shareholders. The Ministry of Finance issued a letter No. Gor Cor 0824/2197 dated February 14, 2023, proposes the appointment of Ms. Watee Waenkaew as a director of the company. to replace Ms. Nipa Lamjiakthet, who completed her term of office as a director

2 persons, namely Mr. Phairot Sanyadechakul and Lt. Gen. Jirapat Malai, have passed the screening process of the Board of Directors as qualified persons. Also, Mr. Phairoj Sanyadechakul and Lt. Gen. Jirapat Malai, are the persons to be nominated as independent directors The Board of Directors has considered that he is a person who can express opinions independently. and in accordance with relevant criteria Therefore, it was deemed appropriate to re-elect the two directors who had to retire by rotation, namely 1) Mr. Phairoj Sanyadechakul 2) Lt. Gen. Jirapat Malai to be re-elected for another term. and elected Ms. Watee Waenkaew, the representative of the Ministry of Finance as a director in place of Ms. Nipa Lamjiakthet, whose term of office has expired this time.

In this regard, the directors who are due to retire by rotation Did not attend the Board of Directors' meeting and vote on the said agenda. At the same time, details of the biographies of each director will be attached to the invitation letter for this meeting.

The Company has provided opportunities for shareholders to propose agenda items and nominate candidates to be considered for election as directors. Between November 12, 2022 - December 31, 2022, it appeared that no shareholder proposed any agenda and was nominated to be elected as a director.

Board's Opinion: It is deemed appropriate to propose to the shareholders' meeting to consider and approve the re-election of the two directors who are due to retire by rotation, namely 1) Mr. Phairot Sanyadechakul 2) Lt. Gen. Jirapat Malai to be re-elected as a Directors for another term and proposed the election of

Ms. Waree Waenkaew, the representative of the Ministry of Finance as a director in place of Ms. Nipa Lamjiakthet, whose term of office has expired this time. Because those 3 persons are knowledgeable and capable. and qualifications for being a director as stipulated in the Public Act B.E. 2535 and the criteria of the Securities and Exchange Commission.

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

Agenda 7 To approve fixing of the remuneration of directors for the year 2023

Facts and Reasons: The Nomination and Remuneration Committee has reviewed the remuneration and proposed to the Board of Directors to propose the shareholders' meeting to determine the remuneration of the Board of Directors. By comparing the same type of industry and the suitability of the business. Including considering in conjunction with the company's practices in the past. Determine monthly compensation and meeting allowances to be received at the same rate as 2022 and reduce the amount from 6 million baht to 5 million baht because the number of directors has decreased from 12 to 10 people and no bonus payments for the year 2022 because the company is still at a loss and is in the process of business restructuring.

In this regard, the monthly remuneration payment policy and meeting allowance Details are as follows:

Monthly Compensation	2023 (Current Proposal)	2022
Chairman of the Board of Directors	70,000	70,000
Vice Chairman of the Board of Directors	-	40,000
Directors	30,000	30,000
Chairman of Audit Committee	7,500	7,500
Member of Audit Committee	5,000	5,000

Meeting Allowance of Sub-Committee	2023 (Current Proposal)	2022
	(Baht/ meeting)	(Baht/ meeting)
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
Total limit	5,000,000	6,000,000

Board's Opinion: It is deemed appropriate to propose to the shareholders' meeting to approve the remuneration of the Board of Directors for the year 2023 by determining the remuneration to be paid in the form of monthly remuneration. and meeting allowances for 5 million baht and refrain from paying bonuses for the year 2022. Directors who are employees of the Company will receive bonuses. and benefits as employees of a separate company

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

Agenda 8 To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2023

Facts and reasons: The Audit Committee has considered the selection of auditors for the year 2023, 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, 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 2023 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	3
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 2023. 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 2023 to be Baht 1,150,000 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	640,000	650,000
Non-audit fees	-	-
Total	1,150,000	1,160,000

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

Board's opinion: It is agreed to propose to the shareholders' meeting to appoint Ms. Chutinant Kopraserthaworn, CPA License no. 9201 or Ms. Chotima Kitsirakorn, CPA License no. 7318 or Ms. Wannisa

Ngambuathong, CPA License no. 6838 or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2023 and considered to specify remuneration for auditor of 2023 to be Baht 1,150,000.

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

Agenda 9 To consider other matters (if any)

The Company schedules the record date for the right of shareholders to attend the 2023 Annual General Meeting of Shareholders on March 14, 2023.

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 Shareholders are cordially invited to attend the 2023 Annual General Meeting of Shareholders on April 24, 2023 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 **Enclosure 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 2023 Annual General Meeting of Shareholders via Electronic Means (E-AGM) and the Electronic Meeting System User Manual for the 2023 Annual General Meeting of Shareholders in **Enclosure 8** and **Enclosure 9** respectively. Individual shareholders who wish to use their identification card to verify their identity shall register to attend the 2023 Annual General Meeting of Shareholders from April 10, 2023 at 9:00 a.m. to April 20, 2023 at 4:00 p.m. at

URL: <https://portal.eservice.set.or.th/Account/Login?refer=mytV6nDOWE%2b3UWMfuKcs9bKDB9q4HY66My%2fW5100gbO1WJlwT0%2b9HO%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 the 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 2023 Annual General Meeting of Shareholders via Electronic Means (E-AGM) in **Enclosure 8**, to the Company Secretary,

NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, or email: secretary@nep.co.th by April 20, 2023.

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 **Enclosure 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 2023 Annual General Meeting via Electronic Means (E-AGM), as detailed in **Enclosure 8**, to Company Secretary, NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, or email: secretary@nep.co.th, by April 20, 2023.

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

Yours sincerely,



Mr. Vee Worasakyotin

Acting Managing Director

Minutes of the 2022 Annual General Meeting of Shareholders

NEP Realty and Industry Public Company Limited

Thursday, April 22, 2022

By electronic means (E-AGM) broadcasted from the Academy 1 meeting room, 4th floor, Pearl Bangkok Building, No, 1177 Phaholyothin Road, Samsen Nai, Phayathai , Bangkok 10400

The meeting convened at 10.30 am.

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors, Risk Management Committee and Managing Director, welcomed the shareholders for attending the 2022 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 11 March 2022. The company has total paid-up 2,325,380,588 shares. 13 shareholders holding 5,488,900 shares, 29 proxy shareholders holding 1,484,137,659 shares, a total of 42 shareholders holding aggregate 1,489,626,559 shares or 64 percent 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 Chair of the meeting in the event that the chairman is not at the meeting or may not perform a

duty, Vice- Chairman of Board of Directors act as Chaired of the meeting. If there is no Vice-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 Annual general meeting of shareholders for the year 2022

- **Chaired of the meeting**, had an opening speech then assigned Mr. Vee Worasakyothin, Deputy Managing Director of Accounting and Finance and Risk management committee, 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 and Risk management committee, explained to the meeting as follows.

- In order to promoted the Good Cooperate Governance and to be equality to all shareholders before this General meeting of Shareholders. The company provides the opportunity for the shareholders to propose the meeting agendas and to nominate a person to be considered as a director of the company. In accordance with the criteria specified by the company via the company's website www.nep.co.th during 1-31 December 2021
- However, no shareholders proposed meeting agenda and no shareholders nominated any candidates for election as directors of the company

Miss 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 question sent to the Company by pressing the "Cancel" button.
- According to NEP'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-Shareholders meeting page to vote “Agree” “Disagree” or ‘Abstain” in the allotted time. If the shareholders did not vote within the time limit, it will be considered that there is a resolution of approval as propose. 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 and Agenda 3, were 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 8 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.
- 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 would inform the voting results for those agenda then will moved to the next 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.

- Before entering the agenda, the Introduction of directors, sub-committee which consisted of Management team, Audit committee, Auditors, Legal advisor and represented from Thai Investors Association was introduced.
- Directors who attended the meeting are as follows;
 - 1) Pol. Gen Somchai Vanich senee Chairman of the Board of Directors
 - 2) Mrs. Chantira Srimoungpan Independent director/ Audit committee member/ Nomination and Remuneration Committee member/ Good Corporate Governance committee member
 - 3) Lt. Gen Chirapat Malai Independent director/ Good Corporate Governance committee member/ Risk Management committee member
 - 4) Ms. Nipha Lamchiekdes Director/ Nomination and Remuneration Committee member
 - 5) Mr. Weerachart Lohsiri Deputy Chairman of the Board of Directors/ Risk management committee member/ Managing Director
(attended by electronic means)
 - 6) Mr. Pairoj Sanyadechakul Independent director/ Chairman of Audit Committee/Chairman of Good Corporate Governance committee
(attended by electronic means)
 - 7) Mr. Soonthorn Pojthanamas Independent director/Audit committee Member/ Chairman of Risk management committee
(attended by electronic means)
 - 8) Mr. Nipit Arunvongse Na Ayudhya Director/ Chairman of the Nomination And remuneration committee
(attended by electronic means)
 - 9) Mrs. Thicomporn Chai-iam Director (attended by electronic means)

10) Mr. Suthiporn Chandawanich Director (attended by electronic means)

11) Ms. Orayaporn Karnchanachari Director (attended by electronic means)

- The Company has 11 directors in attendance from the total of 11 directors, representing 100 % of the total directors who attend the meeting.

- Deputy Managing Directors

Mr. Vee Worasakyothin Deputy Managing Director (Accounting and Finance) / Risk Management committee member

- Auditor from Dharmniti Auditing Co, Ltd (attended by electronic means)

Ms. Chutinant Kopraserthawon

- Legal advisor/Vote Counting inspector from Bangkok Barrister & Business Co., Ltd.

Mr, Worapong Petchwarapha

- Representative from Thai Investors Association (attended by electronic means)

Ms. Roongnapa Sawasdisunb

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, reported to the meeting as follows:

- 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, stated that

- In the Year 2021, was another year that the company and the managements have to face the challenging situation of Corona virus outbreak (COVID-19) under the economic, political and global economic downturn condition, certain types of business were severely affected. But the Company was not that severe due to the management has tried to solve the problem with full strength of our abilities. Plus, customers' needs in plastic packaging and flexible packaging still available. However, the company was aware of the impact that can occur, therefore, the company has a

new strategy to expand the market through online sale channels. With the additional of products varieties to increase sales opportunities which was successfully accepted.

- In addition, the company has changed our business model by phasing out the production of plastic woven bags but still distributing to customers as before by changing from producing to outsourcing. The outsourcing process, help the company to control the cost of production and reduce the risks from plastic raw material price variation. In 2022, the company will focus on expanding the flexible packaging market which has much larger market sizes than plastic woven bag itself. Thus, the higher margin than plastic woven bag in order to create more profit.
- I, the Chairman of the Board of Director, on behalf of the company, feel appreciated thanks to all shareholders who's always trust and support the company's operations. And also, to management's team and staffs of the company who work hard with all their capacity to reach the company's goal and to turn back to be profitable with continually improvement in all performance.

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, reported to the meeting as follows:

- 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 Directors of Accounting and Finance and Risk Management committee, 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 Annual General meeting of shareholders and according to the principles of good corporate governance of public companies. The Minutes of the Annual General meeting of shareholders must be approved by the shareholders in the next General meeting of Shareholders.
- As a results Board of director agreed that 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) and also published on Company's website “ www.nep.co.th”

- The Board therefore resolved to propose to the shareholders meeting to consider and approve the minutes of the 2021 Annual General Meeting of Shareholders.
- In case that shareholders and proxies have questions, please follow the instruction in Video.
- Question regarding to business operation and Company Visit will be answer in other agendas, therefore, may I request the meeting to approve the minutes of the 2021 Annual General Meeting of Shareholders.
- The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting as cast their votes.
- Ask the meeting to Vote according to the instruction in the video.

The result of the vote was as follows:

Resolution: The Meeting pass a resolution by a vote of unanimous voting, to adopted the minute of the 2021 Annual General Meeting of Shareholders, held on Thursday, April 22, 2021 with the following details:

Agree	Vote	1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

Agenda 3 To acknowledge the operating results of the Company for the year 2021

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, reported to the meeting as follows:

- The Company has summarized the operational results as stated in the 2021 Annual report (56-1 One report) which distributed to all shareholders with attachment 2 with the inclusion of the Management Discussion and Analysis (MD&A) in 56-1 One report.
- The operating result of the year 2021 are as follows:

	Financial statements in which the equity method is applied					
	2021		2020		2019	
	MB	%	MB	%	MB	%
The Statement of Fiancial Position						
Cash and cash equivalents	34.82	4.44	58.23	7.37	35.58	4.39
Current investment	-	-	-	-	45.00	5.55
Trade account receivable and other receivable	58.51	7.46	43.54	5.51	69.30	8.55
Inventories	40.47	5.16	41.18	5.21	44.01	5.43
Other current assets	2.24	0.29	2.06	0.26	2.27	0.28
Total current assets	136.04	17.33	145.01	18.36	196.16	24.19
Restricted bank deposits	30.09	3.83	30.00	3.80	30.00	3.70
Investment in associated company	427.85	54.52	412.09	52.18	378.14	46.63
Investment Property	-	-	-	-	-	-
Property, plant and equipment	174.94	22.29	187.36	23.73	204.51	25.22
Right-of-use assets	9.51	1.21	9.90	1.25	-	-
Other non-current assets	6.37	0.81	5.31	0.67	2.10	0.26
Total Non-current assets	648.76	82.67	644.66	81.64	614.75	75.81
Total Assets	784.80	100.00	789.68	100.00	810.92	100.00

- In 2021, the Company had total assets at 784.80 million Baht, decreased from the previous year by 4.88 million Baht. (In 2020 the Company had total assets at 789.68 million Baht)
- In 2021, the Company had total current assets at 136.04 million Baht, decreased from the previous year by 8.97 million Baht. (In 2020 the Company had total current assets at 145.01 million Baht)
- In 2021, the Company had total non-current assets at 648.76 million Baht, increased from the previous year by 4.1 million Baht. (In 2020 the Company had total current assets at 644.66 million Baht)
- Results from the increasing in cash investment in associated company and the purchased of machinery for flexible packaging production in the past two years.

- In 2021, the Company has trade account receivable and other receivable at 58.51 million Baht with 14.97 million Baht increase from previous year (In 2020 the company has trade account receivable and other receivable at 43.54 million Baht) that increased follow the increasing sales.

<u>Related parties</u>	Unit : Million Baht	
	2021	2020
Within Credit term	1.57	2.50
Overdue: Less than 3 month	1.78	2.41
Other parties		
	Unit : Million Baht	
	2021	2020
Within credit term	37.18	28.45
Overdue: Less than 3 months	17.83	10.01
Overdue: 3- 6 months	0.18	0.01
Overdue: 6 - 12 months	0.04	0.04
Overdue: Over 12 months	0.06	0.52

Credit Term Policy	
• Individual customer	Cash
• Retail customers-medium size	15-30 days
• Major customers	30-60 days

Trade accounts receivable, overdue more than 3 months equal to 0.28 million Baht, reduced by 0.29 million Baht

- In related parties, The Company had normal situations for both trade account receivable within credit term and overdue credit term for less than 3 months.
- For Other parties, main of the account receivable are within credit term and overdue for less than 3 months. Trade account receivable that overdue for more than 3 months, equal to 0.28 million baht. The decrease of 0.29 million bath from the year 2020 (In 2020, the company had trade account receivable for other parties at 0.57 million baht).
- Account receivable aging and average collection periods are consistent with the company’s credit term policy.

<u>Inventories</u>	Unit : Million Baht	
	2021	2020
Finished goods	12.53	16.69
Work In Process	11.10	4.03
Raw materials	19.65	21.78
Supplies	2.12	2.10
<u>Total</u>	<u>45.40</u>	<u>44.60</u>
Less Allowance for obsolescence and decline in value of inventories	(4.94)	(3.42)
Net	40.46	41.18

- The Company had set up policy for allowance for obsolescence and decline in value of inventories as for storage life of raw materials that exceeds 360 days, allowance for obsolescence (value sold as waste), The storage life of finished goods that exceeds 180 days allowance for obsolescence and decline in value of inventories (value sold as waste or Grade B)
- In 2021, the Company has net inventories of 40.46 million Baht.

	Financial statements in which the equity method is applied					
	2021		2020		2019	
	MB	%	MB	%	MB	%
<u>The Statement of Fiancial Position</u>						
Short-term loan from financial institution	18.68	2.38	13.06	1.65	15.36	1.89
Trade accounts payable and other payable	92.61	11.80	59.48	7.53	54.46	6.72
Current portion of finance lease and hire purchase liabilities	2.84	0.36	3.31	0.42	1.04	0.13
Other current liabilities	0.39	0.05	0.37	0.05	-	-
Total current liabilities	114.52	14.59	76.22	9.65	70.86	8.74
Liabilities under finance lease and hire purchase agreement	3.42	0.44	3.80	0.48	1.47	0.18
Employee benefit Obliations	4.83	0.62	7.55	0.96	7.35	0.91
Total non-current Liabilities	8.25	1.05	11.35	1.44	8.82	1.09
Total Liabilities	122.77	15.64	87.57	11.09	79.68	9.83

- In 2021, The Company has total liabilities at 122.77 million Baht increased from previous year by 35.20 million Baht (In 2020, The Company has total liabilities at 87.57 million Baht)
- The increased come from two main reasons which are 1. Total current liability that increased by 38.30 million baht, the increased in Trade account payable and other payable in accordance with increased in sale and production causing the purchase of raw materials to increase as well. 2. The company has requested to extend the credit term from supplier to 60-90 days to manage cash cycle of the company.
- Mainly liabilities of the Company are current liabilities, and the company did not have any long-term loan with any financial institution.

	Financial statements in which the equity method is applied					
	2021		2020		2019	
	MB	%	MB	%	MB	%
<u>The Statement of Fiancial Position</u>						
Authorised share capital	2,808.14		2,808.14		2,808.14	
Issued and paid-up sahre capital	2,325.38		2,325.38		2,325.38	
Discount on ordinary shares	(571.70)		(571.70)		(571.70)	
Expired warrants	37.89		37.89		37.89	
Deficit	(1,129.55)	(143.93)	(1,089.47)	(137.96)	(1,060.34)	(130.76)
Shareholders' equity- net	662.02	84.36	702.10	88.91	731.23	90.17
Total Liabilities and Shareholders' Equity	784.80	100.00	789.67	100.00	810.91	100.00

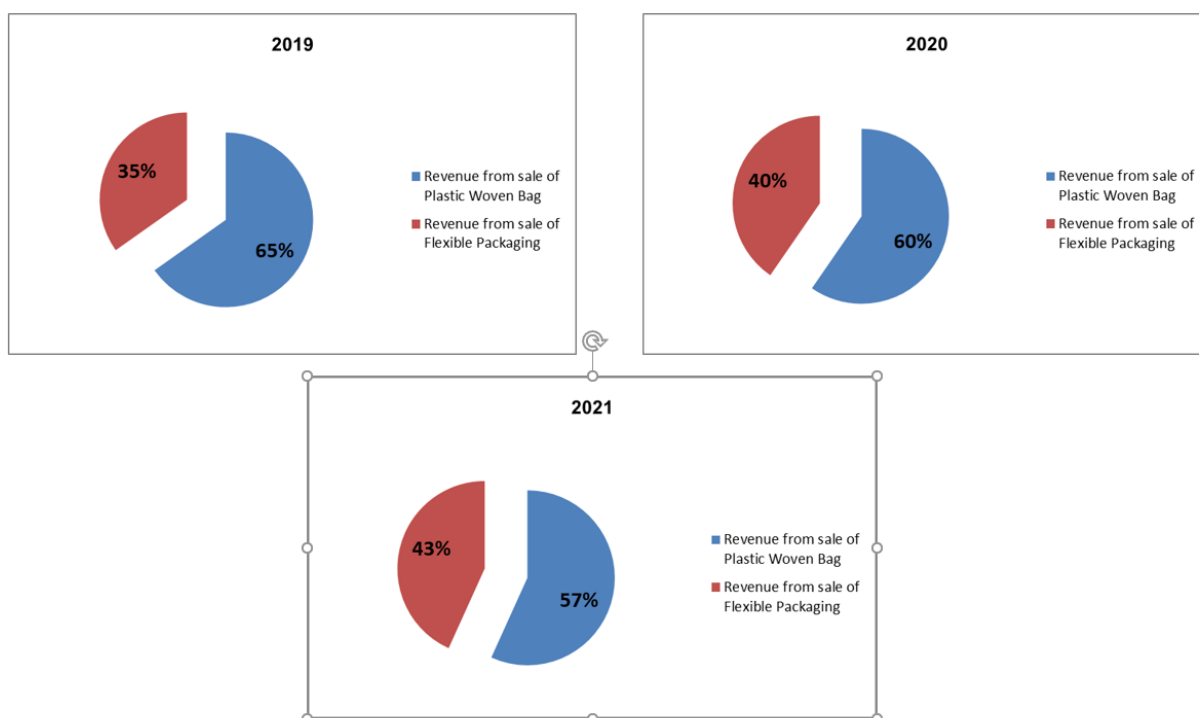
- In the year 2021, the Company has decreased shareholders' equity from the year 2020 by 40.08 million Baht follow the comprehensive loss of the year 2021.

Financial Ratios	2021	2020	2019
Liquidity Ratios			
Current Ratio (Times)	1.19	1.90	2.77
Quick Ratios (Times)	0.81	1.34	2.12
Leverage Ratio			
D/E Ratio (Times)	0.19	0.12	0.11

- Financial Ratio for the year 2021, the company has current ratio at 1.19, Quick ratio at 0.81, D/E ratio at 0.19 which consider that the Company’s liquidity is moderate in compared to the same industry.

	2021	2020	2019
Revenue from sale of Plastic Woven Bag	232.52	216.95	265.11
Revenue from sale of Flexible Packaging	176.93	146.88	141.53
Other Revenues	2.49	3.43	2.86
Total	411.94	367.26	409.50

- In 2021, The Company has total revenues of 411.94 million Baht increased from 2020 by 44.68 million Baht or 12.16% increasing (In 2020, total revenue are 367.26 million Baht) the increasing came from revenue from sale of plastic woven bag at 232.52 million Baht, from sale of Flexible packaging at 1776.93 million Baht which continually increase for the flowing 2 years and the other revenues at 2.49 million Baht.



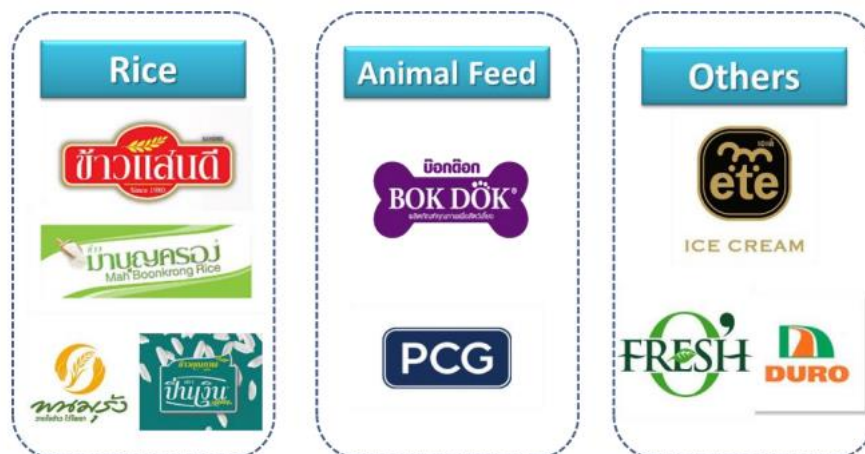
- The sales proportion of Flexible Packaging from 2019 – 2021 equal to 35%, 40% and 43% which is continually higher in respectively followed the direction that the Chairman of the Board of director mentioned in agenda 1.

Major Customers (Plastic Woven Bag)



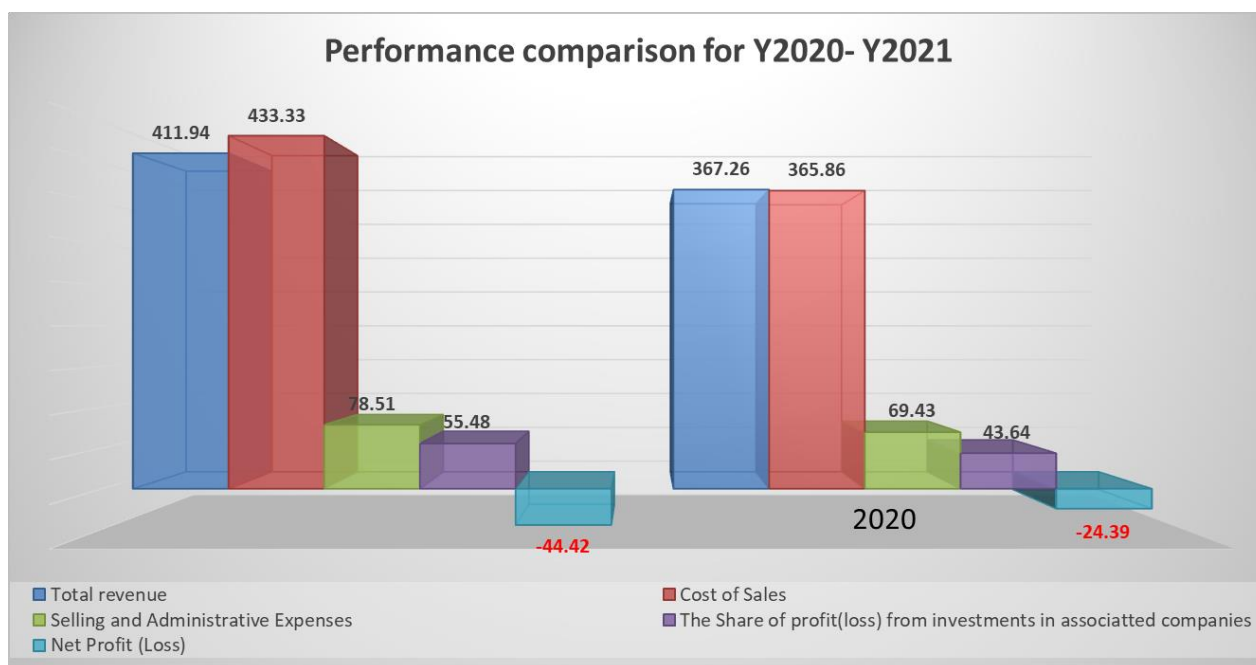
- The major customers of Plastic woven bag are animal feed, flour and rice follow by fertilizers and ice.

Major Customers (Flexible Packaging)



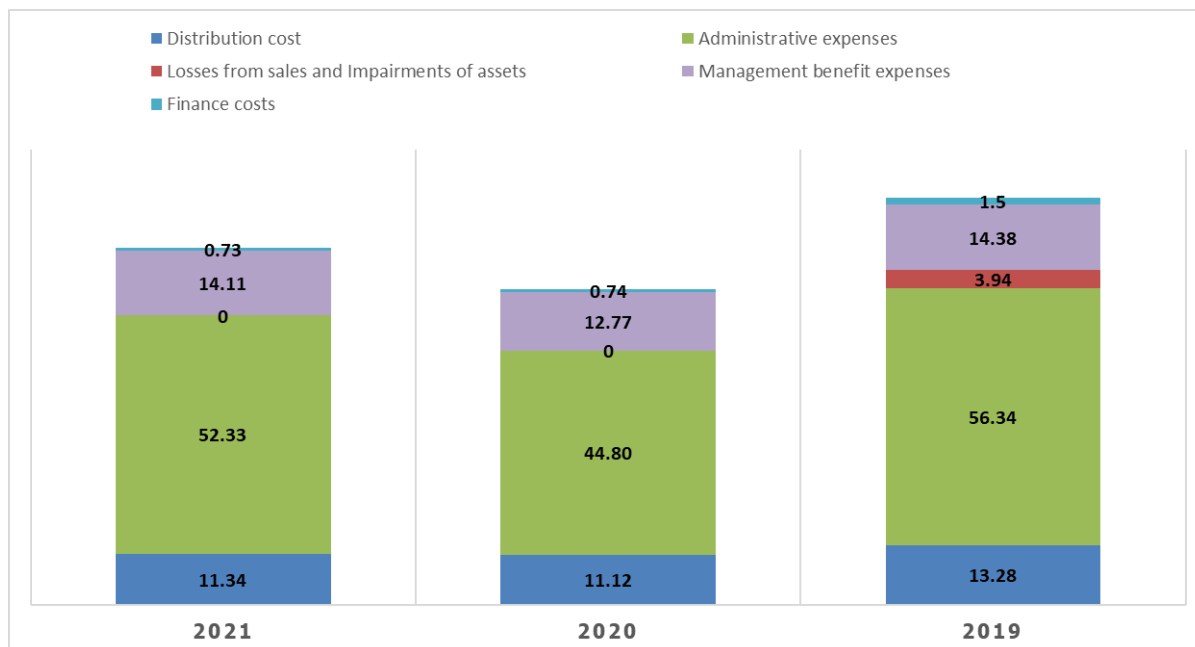
- The major customers of Flexible packaging are rice, animal feed and others (foods, snacks, and household products) In the year 2021,

Company has increased the number of customers in others areas to be more wildly.



- In 2021, the Company has total revenue increased from previous year, but the company also had higher cost of sales. If separated by type of product, caused of higher cost are mainly from the cost of sale of Plastic woven bags. The Share of profit from investments in associated companies are higher compared to previous year but as the higher cost of sales in 2020, resulting in net loss of 44.42 million Baht which is 20.03 million Baht higher compared to 2020 (In 2020, Net loss at 24.39 million Baht)
- As the part that caused the loss came from the Plastic woven bags, therefore in the year 2021, the company decided to stop the production of Plastic woven bag but still sell by outsource producing instead which will help company to gain more profit margin.
- From the mentioned project, it affected the company expenses. The Company must be recognized in advance on the amount of 7 million Baht

on compensation for employees in the production teams of plastic woven bags which will recorded and results in higher cost of administrative expenses.



- In the year 2021, the company has administrative expenses at 52.33 million Baht increasing from 2020 by 7.53 million Baht (In 2020, the company has administrative cost at 44.8 million Baht) as a result from the cancellation of plastic woven bag production line with the recognition of the compensation for employees in production lines of plastic woven bag, resulted in higher administrative expenses.
- Without the compensation for employees in plastic woven bag’s production team, the administrative expenses are comparable with previous year while the company has higher sales, which means the company is well controlled.
- 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. The Company has submitted the renewal documents for membership of CAC member since March 2022.

- I would like to invite Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors, Risk management director, and Managing Director, to report the future direction of the Company to the meeting.

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

- In the year 2021, The Company's sales increased from previous year with the amount of about 40 million Baht, increased in profit loss about 16 million Baht from the loss of Plastic woven bag production, with an addition of raw material cost that became higher during the past 3 quarter of 2021.
- Then in the year 2022, the Company decided to cancel the production functions of Plastic woven bag and use existing resources to produce and distribute product in Flexible packaging which has higher profit margin. Plus, the reconstruction of the management organization. Due to the past 2 year, the Company had reduced the management structure, as a results, some of the unit has lack of personnel, then in this year, the Company start hire new staffs to fulfil the requirement especially in technical part of Flexible packaging unit. In order for the Company to return to profit as soon as possible.

Ms. Roongnapa Sawasdisunb, representative from Thai Investors Association (attended by electronic means) questioned:

- Followed the AGM meeting in the year 2020, the Company reported that the company will provide services on emphasis of "One Stop Service and One Stop Packaging", has the companied carried out as planned? And is it work?

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors, Risk management director, and Managing Director, answered:

- In One Stop Service project, the Company has set up Marketing team to fully service to each customer, from previous proposed that there would be 2 unit include CSR and Marketing to get initial customer needs, to recommend various usage and instructions to customer since before and after sale services. The results obtained from the assessment accounted for 50% success which still needs further development in part of unbalanced connection. The Company established One Stop Packaging to serve the same customers in many products such as Rice customer who have demands for both Plastic woven bag and Flexible packaging which will have more options to be more varieties such as Flat bottom pouch or spout etc.

Ms. Suthisoung Watthanakoon, shareholder (attended by electronic means) questioned:

- How does the company save the energy?

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors, Risk management director, and Managing Director, answered:

- The Company use the machines that are suitable for production capacity and use energy-saving such as inverters. Meanwhile, the Company also studying Solar cells energy as an alternative to reduce the energy consumption.

Ms. Suthisoung Watthanakoon , shareholder (attended by electronic means) questioned:

- Will the company be able to produce bioplastic?

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors, Risk management director, and Managing Director, answered:

- Bioplastics are made from starch and sugar, which can be quickly degraded but the cost is 3-time much higher than normal plastic. Customers still can not accept that much cost. In addition, shelf life of bioplastic also less than 1 year then still under possibilities study.

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, reported to the meeting as follows:

- In case that shareholders and proxies have questions, please follow the instruction in Video.

Ms. Suthisoung Watthanakoon, shareholder (attended by electronic means) questioned:

- Will the company arrange a company visit?

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, reported to the meeting as follows:

- In normal situation, the company continue arrange the Company visit session, but because during the last 2 years was under the pandemic of Covid-19 all over the country, therefore the Company visit was suspended until the situation become better.

Mr. Suppachai Boonprapakorn, shareholder (attended by electronic means) questioned:

- What percentage of the company's production capacity? And how does the Covid situation affected the company?

Mr. Weerachart Lohsiri, Deputy Chairman of the Board of Directors, Risk management director, and Managing Director, answered:

- Currently the production capacity of Flexible packaging are about 50-70% in term of printing and pouch making. 70% are printing and around 50% in pouch making. The company still be able to increase the production capacity without any investment. In the year 2022 the company will improve the production to fulfill the capacity.
- Because the Company is in the industrial business, and customers still need to use packaging, then in the past year both Plastic woven bags and Flexible packaging still in needed. But finding new customers is difficult as customers are often tied to the same supplier. Thus, the pandemic of Covid-19, making a barrier to contact new customers. Due to the company still have old customers base, therefore, it can still be managed. However, in 2022, with the Government guideline to easing the control,

customer start to accept meeting with new supplier, this results in the company has more new flexible packing customers.

- No shareholders or proxies raised any questions.
- This agenda is for acknowledgement. Thus, no vote for this agenda.

The Meeting acknowledged the operating results of the Company for the year 2021

Agenda 4 To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2021

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, reported to the meeting as follows:

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

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

- The Audit Committee conducted a meeting with the management and the auditor to consider the financial statements for the year 2021 ending on December 31, 2021, which details of the financial statement have appeared in 56-1 One 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 shareholder's meeting to approved the statement of financial position and the statement of comprehensive income for the year ended on December 31, 2021 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.
- In case that shareholders and proxies have questions, please follow the instruction in Video.
- No shareholders or proxies raised any questions.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.
- Please Vote following the instruction in the video.

The result of the vote was as follows:

Resolution: The Meeting pass a resolution by a vote of unanimous voting, to approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2021 with the following details:

Agree	Vote	1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

Agenda 5 To approve the omission of dividend for the year 2021

Mr. Vee Worasakyothin , Deputy Managing Directors of Accounting and Finance and Risk Management committee, 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 the shareholders’ meeting to consider withhold dividend payment for operating results the year 2021.
- In case that shareholders and proxies have questions, please follow the instruction in Video.
- No shareholders or proxies raised any questions.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.
- Please Vote following the instruction in the video.

The result of the vote was as follows:

Resolution : The Meeting pass a resolution by a vote of unanimous voting, to approve the omission of dividend for the year 2021 with the following details:

Agree	Vote	1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

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

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, reported to the meeting as follows:

- I would like to invited Mr. Nipit Arunvongse Na Ayudhya, Director/ Chairman of the Nomination And remuneration committee to report the details of this agenda for the meeting.

Mr. Nipit Arunvongse Na Ayudhya, Director/ Chairman of the 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 4 directors who have to be retired by rotation in the 2021 Annual General Meeting of Shareholders are as follows:

1) Mr. Soonthorn Pojthanamas	Independent director/Audit committee Member/ Chairman of Risk management committee
2) Mrs. Chantira Srimoungpan	Independent director/ Audit committee member/ Nomination and Remuneration Committee member/ Good Corporate Governance committee member
3) Mr. Weerachart Lohsiri	Deputy Chairman of the Board of Directors/ Risk management committee Member/ Managing Director
4) Mrs. Thicomporn Chai-iam	Director

- All 4 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. Soonthorn 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. Soonthorn 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.
- During the periods 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.
- It is agreed to proposed the shareholders' meeting to approve the election of 4 directors who retired by rotation, namely 1) Mr. Soonthorn Pojthanamas 2) Mrs. Chantira Srimoungpan 3) Mr. Weerachart Lohsiri 4) Mrs. Thicomporn Chai-iam to be re-elected and continue their term.
- In case that shareholders and proxies have questions, please follow the instruction in Video.
- No shareholders or proxies raised any questions.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.
- Please Vote following the instruction in the video.

The result of the vote to each director were as follows:

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

(1) Mr. Soonthorn Pojthanamas

Agree	Vote 1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote 0	Percentage of the total shares	0.0000
Abstain	Vote 0	Percentage of the total shares	0.0000
Void ballots	Vote 0	Percentage of the total shares	0.0000

(2) Mrs. Chantira Srimoungpan

Agree	Vote 1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote 0	Percentage of the total shares	0.0000
Abstain	Vote 0	Percentage of the total shares	0.0000
Void ballots	Vote 0	Percentage of the total shares	0.0000

(3) Mr. Weerachart Lohsiri

Agree	Vote 1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote 0	Percentage of the total shares	0.0000
Abstain	Vote 0	Percentage of the total shares	0.0000
Void ballots	Vote 0	Percentage of the total shares	0.0000

(4) Mrs. Thicomporn Chai-iam

Agree	Vote 1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote 0	Percentage of the total shares	0.0000
Abstain	Vote 0	Percentage of the total shares	0.0000
Void ballots	Vote 0	Percentage of the total shares	0.0000

Agenda 7 To consider appointed new director

Mr. Nipit Arunvongse Na Ayudhya, Director/ Chairman of the Nomination And remuneration committee, reported to the meeting as follows:

- According to Mrs. Woranuch Phu-im, director who has retired this year has resigned from the directorship of the company effected on January 14, 2021. As a results, the position of the company's director was vacant.
- The Nomination and Remuneration Committee has considered the qualification of the replacement director and agreed to propose Dr. Warothai Kosolpisitkul who is

suitable for qualifications, knowledge, abilities, experience and does not run any business or holding shares in any business that competes with the company's business. Therefore, it is appropriated to proposed Dr.Warothai Kosolpisitkul to hold the position as new Director of the company.

- The Board of Directors has considered that Dr. Warothai Kosolpisitkul is a qualified person which qualifications suitable for the company business in accordance with the opinion of The Nomination and Remuneration committee.
- The biography of the propose to appointed as a new director has distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 3)
- The board of director deems it appropriate to propose to shareholders' meeting to consider and approve the appointment of Dr. Warothai Kosolpisitkul to be director of the company instead of Mrs. Woranuch Phu-im who resigned.
- In case that shareholders and proxies have questions, please follow the instruction in Video.
- No shareholders or proxies raised any questions.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.
- Please Vote following the instruction in the video.

The result of the vote was as follows:

Resolution: The Meeting pass a resolution by a vote of unanimous voting, to approve the appointment of Dr. Warothai Kosolpisitkul to be director of the company instead of Mrs. Woranuch Phu-im who resigned., with the following details:

Agree	Vote	1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

Agenda 8 To approve fixing of the remuneration of directors for the year 2021

Mr. Nipit Arunvongse Na Ayudhya, Director/ Chairman of the 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 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	2021
	(Current Proposal)	
Chairman of the Board of Directors	70,000	70,000
Vice Chairman of the Board of Directors	40,000	40,000
Directors	30,000	30,000
Chairman of the Audit Committee	7,500	7,500
Member of the Audit Committee	5,000	5,000
Meeting Allowance of Sub-Committee	(Baht/ meeting)	(Baht/ meeting)
Chairman of the sub-committee consist of Nomination and remuneration committee, Good corporate governance committee, Risk management committee	7,500	7,500
Member of the sub-committee consist of Nomination and remuneration committee, Good corporate governance committee, Risk management committee	5,000	5,000
Other benefits others than monthly remuneration and meeting allowance.	-None-	-None-

- The board of directors deems it expedient to propose 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 6 million Baht and no bonus payment shall be made to the board members for 2021. Such remuneration does not include compensation or benefit received as employees by the directors who also are the Company's employees.

- In case that shareholders and proxies have questions, please follow the instruction in Video.
- No shareholders or proxies raised any questions.
- Resolution in this agenda must be approved by not less than two-thirds of the shareholders who attend the meeting and cast their vote.
- Please Vote following the instruction in the video.

The result of the vote was as follows:

Resolution: The Meeting pass a resolution by a vote of unanimous voting, to determine the remuneration of directors for the year 2022 by fixing the compensation, meeting allowance and permanent remuneration of directors to be 6 million Baht and no bonus payment shall be made to the board members for 2021. Such remuneration does not include compensation or benefit received as employees by the directors who also are the Company's employees.

Agree	Vote	1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

Agenda 9 To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2022

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, reported to the meeting as follows:

- I would like to invite Mrs. Chantira Srimoungpan, Independent director/ Audit committee member/ Nomination and Remuneration Committee member/ Good Corporate Governance committee member reported to the meeting.

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

- The Audit committee has considered the selection of auditors for the year 2022, 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 year which make them know the company's business very well. From the audit results of the company's financial statements in the past year, the results are satisfied, have useful suggestions for the company with fair prices. The Audit committee has considered proposing to the board of directors to propose to shareholders' meeting to appoint the auditor fomr Dharmniti Auditing Co.,Ltd. to be auditor for 2022 with detail as follows:

Names	CPA License No.	Year of Auditing for the Company	
(1) Ms. Chutinant Kopraserthawon	9201	2	or
(2) Ms. Chotima Kitsirakorn	7318	0	or
(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 at 1,160,000 Baht with the details as follows:

Description	2022	2021
	(Current Proposal)	
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	-	-
Total	1,160,000	1,150,000

- Nava Nakorn Public Co.,Ltd., an associated company, appointed auditors from KPMG Phoomchai Audit Ltd. The auditors have confirmed that they can prepare financial statements by deadline.
- It is agreed to propose the shareholders' meeting to appoint Ms. Chutinant Kopraserthawon, 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 1,160,000 baht.
- In case that shareholders and proxies have questions, please follow the instruction in Video.
- No shareholders or proxies raised any questions.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their vote.
- Please Vote following the instruction in the video.

The result of the vote was as follows:

Resolution: The Meeting pass a resolution by a vote of unanimous voting, to appoint Ms. Chutinant Kopraserthawon, 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 1,160,000 baht with the following details:

Agree	Vote 1,489,627,559	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares 0.0000
Abstain	Vote	0	Percentage of the total shares 0.0000
Void ballots	Vote	0	Percentage of the total shares 0.0000

Agenda 10 To consider other matters (if any)

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, reported to the meeting as follows:

- In case that shareholders and proxies have questions, please follow the instruction in Video.
- Using the “Question – Answer function” in case that shareholders wished to ask the question. Shareholders press the “Submit Question” button. The shareholders can fill out the question or may follow the format specified by each company.

Ms. Roongnapa Sawasdisunb, Representative from Thai Investors Association (attended by electronic means) questioned:

- For an Anti-Corruption Program, The Company has been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) that going to expired this year, how does the Company proceed?

Mr. Vee Worasakyothin, Deputy Managing Directors of Accounting and Finance and Risk Management committee, answered:

- As explained in agenda 3, The Company remains committed to maintaining its status as a CAC member. The Company has submitted the renewal documents for membership of CAC member since March 2022.
- No shareholders or proxies raised any more questions. May I invite The Chairman of the Meeting closed the meeting

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 all 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 Vanichasenee Chairman of the Board of Director

(Pol. Gen. Somchai Vanichsenee)

Chairman of the Meeting

Vee Worasakyothin Minute recorded

(Mr. Vee Worasakyothin)

Acting Company Secretary

Annual information disclosure form Annual Report 2022 (Form 56-1 One Report)

It can be viewed from the QR code or the link below.



<https://nep.co.th/investor-relations/publications/>

Director's Profile

**Mr. Pairoj Sanyadechakul****Independent Director****Chairman of the Audit Committee****Chairman of Nomination and Remuneration****Age 73 years old**

Nationality	Thai
Date of Birth	13 May 1949
Date of first appointment	13 December 2018
Term of office	4 years 2 months

Education

B.Eng., Faculty of Engineer, Chulalongkorn University

Training

- Quality Control, Sweden
- Standardization, Canada
- National Defense College of Thailand (NDC) Class 4515
- Politics and Governments, Class 11, King Prajadhipok's Institute
- Director Certification Program (DCP), Class 258/2018 from Thai Institute of Directors (IOD)

Work Experience**(5 years in the past)**

- 16 Jun. 2022 – Present Chairman of the Nomination and Remuneration Committee, NEP Real Estate and Industry Public Company Limited
- 17 Jun. 2021 – Present Chairman of the Audit Committee, NEP Real Estate and Industry Public Company Limited
- 15 Nov. 2019 – 16 Jun. 2022 Chairman of the Corporate Governance Committee, NEP Real Estate and Industry Public Company Limited
- 13 Dec. 2018 – Present Independent Director and Audit Committee, NEP Real Estate and Industry Public Company Limited
- 2017 - Present Independent Director and Chairman of the Audit Committee, Patkol Public Company Limited
- 2015 - 2018 Director, National Innovation Board

Current Position

- 16 Jun. 2022 – Present Chairman of the Nomination and Remuneration Committee, NEP Real Estate and Industry Public Company Limited
- 17 Jun. 2021 – Present Chairman of the Audit Committee, NEP Real Estate and Industry Public Company Limited
- 2017 - Present Independent Director and Chairman of the Audit Committee, Patkol Public Company Limited

In any listed companies

- 1 company:
- Independent Director and Chairman of Audit Committee, Patkol PLC

In any non-listed companies

- 3 companies:
- Director of Foundation of Industrial Development
 - Director of Foundation of Thailand Productivity Institute
 - Chairman of Electrical and Electronics Institute

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 2022)	-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 2022	12/12 (100 %)
Details of attendance to the Audit Committee Meeting in 2022	8/8 (100 %)
Details of attendance to the Nomination and Remuneration Committee Meeting in 2022	2/2 (100 %)
Details of attendance to the Corporate Governance Committee Meeting in 2022	1/1 (100 %)
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-
Criteria to nominate director	The Board of Directors has taken into account the opinion of the Nomination and Remuneration Committee and is of the view that Mr. Pairoj Sanyadechakul is qualified for being the director as specified in the relevant laws, the Company's Articles of Association and the Charter of the Board of Directors.
Interest in the agendas proposed in the Meeting	A person nominated to be a director in agenda 6
The position submitted to be elected	<ul style="list-style-type: none"> - Independent Director - Chairman of the Audit Committee - Chairman of Nomination and Remuneration

Director's Profile



Lt.Gen. Chirapat Malai

Independent Director

Member of the Corporate Governance Committee

Member of the Risk Management Committee

Age 77 years old

	Nationality	Thai
	Date of Birth	15 August 1945
	Date of first appointment	26 April 2018
	Term of office	4 years 10 months
Education	<ul style="list-style-type: none"> - Master of Public Administration, National Institute of Development Administration (NIDA) - Bachelor of Science Degree, Chulachomkiao Royal Military Academy - Army Staff School Regular course, set 58 - Royal Thai Army War College Class 41 	
Training	<ul style="list-style-type: none"> - HR for non-HR Program - Efficiency Budgeting Program - Senior Executive Relations Development Program, Class 5, Royal Thai Army Civil Affairs School - Director Accreditation Program (DAP) Class 188/2021 from the Thai Institute of Directors Association (IOD) 	
Work Experience (5 years in the past)	<ul style="list-style-type: none"> - 16 Sep.2021 – Present Member of the Risk Management Committee, NEP Real Estate and Industry Public Company Limited - 14 Jun. 2018 – Present Member of the Corporate Governance Committee, NEP Real Estate and Industry Public Company Limited - 26 Apr. 2018 – Present Independent Director, NEP Real Estate and Industry Public Company Limited 	
Current Position	<ul style="list-style-type: none"> - 16 Sep.2021 – Present Member of the Risk Management Committee, NEP Real Estate and Industry Public Company Limited - 14 Jun. 2018 – Present Member of the Corporate Governance Committee, NEP Real Estate and Industry Public Company Limited - 26 Apr. 2018 – Present Independent Director, NEP Real Estate and Industry 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 2022)		-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		-None-

interest in past 2 years

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 2022 12/12
(100 %)

Details of attendance to the Corporate Governance Committee Meeting in 2022 2/2
(100 %)

Details of attendance to the Risk Management Committee Meeting in 2022 3/3
(100 %)

Lacking of Qualifications or possession of prohibited characteristics under PLC Act -None-

Criteria to nominate director The Board of Directors has taken into account the opinion of the Nomination and Remuneration Committee and is of the view that Lt. Gen. Chirapat Malai is qualified for being the director as specified in the relevant laws, the Company's Articles of Association and the Charter of the Board of Directors.

Interest in the agendas proposed in the Meeting A person nominated to be a director in agenda 6

The position submitted to be elected

- **Independent Director**
- **Member of Corporate Governance Committee**
- **Member of Risk Management Committee**

Director's Profile



Ms. Waree Waenkaew

Age 54 years old

	Nationality	Thai
	Date of Birth	27 June 1965
Education	<ul style="list-style-type: none"> - Master of Business Administration, Ramkhamhaeng University - Bachelor of Laws, Thammasat University - Bachelor of Business Administration (General Management), Suan Dusit University - Diploma Program in Public Law, Thammasat University 	
Training	<ul style="list-style-type: none"> - The Civil Service Executive Development Program: Visionary and Moral Leadership - Intermediate Certificate Courses - Good Governance for Medical Executives - Branding Academy for Top Executives - Advanced Certificate Course in Public Administration and Law for Executives - Superintendent Course 	
Work Experience (5 years in the past)	<ul style="list-style-type: none"> - 30 Dec. 2021 - Present Deputy of Comptroller-General - 10 Jul. 2019 - 29 Dec. 2021 Director of Medical Benefits Division - 4 Jan. 2017 - 9 Jul. 2019 Fiscal Analyst, Expert Level of Medical Benefits Development System Medical Benefits Division 	
Current Position	<ul style="list-style-type: none"> - 30 Dec. 2021 - Present Deputy of Comptroller-General 	
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 2022)		-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-
Lacking of Qualifications or possession of prohibited characteristics under PLC Act		-None-
Criteria to nominate director	The Board of Directors has taken into account the opinion of the Nomination and Remuneration Committee and is of the view that Ms. Waree Waenkaew 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	<ul style="list-style-type: none"> - Director - Member of the Nomination and Remuneration Committee 	

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 20 ปี
- Experience in external auditing more than 20 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
- หน่วยงานภาครัฐ / Government enterprise

บริษัท สอบบัญชีธรรมนิติ จำกัด

Dharmniti Auditing Co., Ltd.

ธรรมนิติ
DHARMNITI

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวโชติมา กิจศิริกร

Miss Chotima Kitsirakorn

Audit Partner

Tel. : 02 596 0500 Ext. 607

Mobile : 086 770 3300

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

Certificates :

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

Education :

- 2557 ประกาศนียบัตรการรายงานทางการเงินไทย จากสภาวิชาชีพในพระบรมราชูปถัมภ์
- 2540 ปริญญาตรี บริหารธุรกิจบัณฑิต (บธ.บ.) การบัญชี 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 25 ปี
- ประสบการณ์ด้านการตรวจสอบภายใน 2 ปี
- ประสบการณ์งานวางระบบบัญชี 2 ปี
- ประสบการณ์ด้านการตรวจสอบพิเศษ Due Diligence มากกว่า 5 ปี
- ประสบการณ์งานที่ปรึกษาด้านบัญชีให้บริษัทจดทะเบียนในตลาดหลักทรัพย์ 2 ปี
- Experience in external auditing more than 25 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
- หน่วยงานภาครัฐ / Government enterprise

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 บัณฑิตบัณฑิต 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 30 ปี
- ประสบการณ์ด้านการทำบัญชี 3 ปี
- ประสบการณ์ด้านการตรวจสอบภายใน 2 ปี
- Experience in external auditing more than 30 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
- หน่วยงานภาครัฐ / Government enterprise



อากรแสตมป์
20 บาท
Duty Stamp
20 Baht

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

สิ่งที่ส่งมาด้วย 5
Enclosure 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 2566 ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Only one of them as my/our proxy to attend and vote on my/our behalf in the 2023 Annual General Meeting of Shareholder on Monday, April 24, 2023 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)ติดอากรแสตมป์
20 บาท
Duty Stamp
20 Bahtเขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

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

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

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

(3) ขอมอบฉันทะให้*
Hereby appoint

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

หรือ กรรมการอิสระตามรายชื่อ ดังนี้

or appoint Independent Director whose name appear below

นายไพโรจน์ สัญญะเดชากุล / กรรมการอิสระ อายุ 73 ปี
Mr.Pairoj Sanyadechakul / Independent Director Age 73 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

(ไม่มีส่วนได้เสียพิเศษในวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 นี้)

(There is no special interest different from other directors in every agenda proposed at 2023 Annual General Meeting of Shareholders)

นางจันทิรา ศรีม่วงพันธ์ / กรรมการอิสระ อายุ 61 ปี
Mrs. Chantira Srimoungpan / Independent Director Age 61 Years
อยู่บ้านเลขที่ 45 ซอย พัฒนาการ 20 แยก 4 ตำบล/แขวง สวนหลวง
Residing at No. 45 Soi Phatthanakan 20 Yaek 4 Sub-District Suan Luang
อำเภอ/เขต สวนหลวง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250
District Suan Luang Province Bangkok Postal Code 10250

(ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่น ๆ ในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 นี้)

(There is no special interest different from other directors in every agenda proposed at 2023 Annual General Meeting of Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันจันทร์ที่ 24 เมษายน 2566 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 2023 Annual General Meeting of Shareholder on Monday, April 24, 2023 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 เรื่องที่ท่านประธานจะแจ้งให้ที่ประชุมทราบ

Agenda 1

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

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

Agenda 2

To adopt the minutes of the 2022 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

พิจารณารับทราบผลการดำเนินงานของบริษัท ในรอบปี 2565

Agenda 3

To acknowledge the operating results of the Company 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;

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4

พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี 2565 สิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda 4

To approve the statement of financial position and statement of comprehensive income for the year ended

December 31, 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;

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5

พิจารณางดจ่ายเงินปันผลสำหรับการดำเนินงาน ประจำปี 2565

Agenda 5

To approve the omission of dividend 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;

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

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 | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment of an individual director
- นายไพโรจน์ สัจญะเดชากุล
Mr. Phairot Sanyadechakul
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- พลโท จิรภัทร มาลัย
Lt.Gen. Jirapat Malai
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- นางสาววารีย์ แวนแก้ว
Miss Waree Wankaew
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7
Agenda 7

พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2566

To approve fixing of the remuneration of directors for the year 2023

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

วาระที่ 8
Agenda 8

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2566

To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2023

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

วาระที่ 9
Agenda 9

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

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงนาม/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ/Remarks

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. ในกรณีที่มิมีสาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2566 ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อน
ไปในวัน เวลา และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of Shareholder on Monday, April 24, 2023 at 10.30 a.m. by electronic means (E-AGM) or at
any other date, time and place as the meeting may be adjourned.

วาระที่ _____ เรื่อง _____
Agenda Re:

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

วาระที่ _____ เรื่อง _____
Agenda Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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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



Mr. Pairoj Sanyadechakul
Independent Director
Chairman of Audit Committee
Chairman of Nomination and Remuneration
Age 73 years old

Nationality Thai
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 4 years 2 months

Education

Bachelor of Engineering, Faculty of Engineering Chulalongkorn University


Training

- Quality Control, Sweden
- Standardization, Canada
- Class 4515, National Defense College of Thailand
- Capital Market Academy, Class 4
- Por.Por.Ror 11 Politics and government King Prajadhipok's Institute
- Director Certification Program (DCP 258/2018), Thai Institute of Directors (IOD)
- Advance Audit Committee Program 2018, Thai Institute of Directors (IOD)
- Director, National Innovation Board
- Director-General of the Department of Primary Industries and Mines
- Deputy Permanent Secretary, Ministry of Industry
- Secretary of the Thai Industrial Standards Institute

Work Experiences

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 2022	12/12
Details of attendance to the Audit Committee Meeting in 2022	8/8
Details of attendance to the Nomination and Remuneration Meeting in 2022	2/2
Details of attendance to the Corporate Governance Committee Meeting in 2022	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-
Interest in the agenda proposed in the Meeting	Agenda 6
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



Mrs. Chantira Srimoungpan
Independent Director
Member of Audit Committee
Nomination and Remuneration Committee
Corporate Governance Committee
Age 61 years old
Nationality Thai
Address 45 Soi Phatthanakan 20 Yaek 4, Suan Luang, Suan Luang, Bangkok 10250
Date of Birth 17 May 1961
Date of first appointment 8 July 2016
Term of office 6 years 7 months

Education	Bachelor in Accounting, Thammasat University
Training	<u>Thai Institute of Directors (IOD)</u> <ul style="list-style-type: none"> - 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	<ul style="list-style-type: none"> - 2012- present Internal Audit Manager/Secretary of Audit Committee, Siamgas and Petrochemicals Public Company Limited - 1997 - 2012 Internal Audit Manager/Secretary of Audit Committee, Wave Entertainment Public Company Limited
Number of Shares held in the Company, subsidiaries, affiliated companies or related companies	-None-
Direct and Indirect interest in any transaction which the company, or its subsidiaries is party	-None-
Details of attendance to the Board of Directors Meeting in 2022	12/12
Details of attendance to the Audit Committee Meeting in 2022	8/8
Details of attendance to the Corporate Governance Committee Meeting in 2022	2/2
Details of attendance to the Nomination and Remuneration Committee Meeting in 2022	5/5
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-
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	
(b) Being a professional service provider	-None-
(c) Having a relationship between business significance	-None-

Definition of Independent Director

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

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

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

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

**Verification and Procedure for Attending the 2023 Annual General Meeting of Shareholders
via Electronic Means (E-AGM)**

The Company will hold the 2023 Annual General Meeting of Shareholders on Monday April 24, 2023 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 10, 2023 at 9.00 a.m. and April 20, 2023 at 4.00 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



<https://portal.eservice.set.or.th/Account/Login?refer=mytV6nDOWE%2b3UWMfuKcs9bKDB9q4HY66My%2fW5100gbO1WJlwT0%2b9HO%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 2023 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: secretary@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 extension 112. **within April 20, 2023** 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 2023 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: secretary@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 extension 112. **within April 20, 2023** 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 2023 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: secretary@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 extension 112. **within April 20, 2023** 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 2023 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: secretary@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 extension 112. **within April 20, 2023** 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 2023 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 Audit Committee, Chairman of Nomination and Remuneration
2. Mrs. Chantira Srimoungpan: Independent Director, Member of Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee.

Shareholders shall send the proxy form with the supporting document via e-mail secretary@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 extension 112. In order to facilitate document verification please, deliver the document to the Computer **within April 20, 2023**.

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, 2023**, via e-mail secretary@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 extension 112. 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 2023 Annual General Meeting of Shareholders, please contact secretary@nep.co.th or Tel. (662) 271-4213 extension 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.

User Manual

e-Shareholder Meeting System



DAP e-Shareholder Meeting

Contents

1

Preparation for DAP e-Shareholder Meeting

2

Steps of e-Registration

3

Steps of joining the e-Meeting

4

e-Question and e-Voting functions

5

Resetting password

1 Preparation for DAP e-Shareholder Meeting



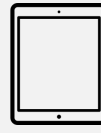
For registration, please prepare an electronic device **with a camera**.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person
certificate



ID Card

or



Passport

1 Preparation for DAP e-Shareholder Meeting



Registration methods for attending
the shareholder meeting

1 e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to another person (B)

Proxy to independent director (B)



* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

2 Register by sending documents to the company*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

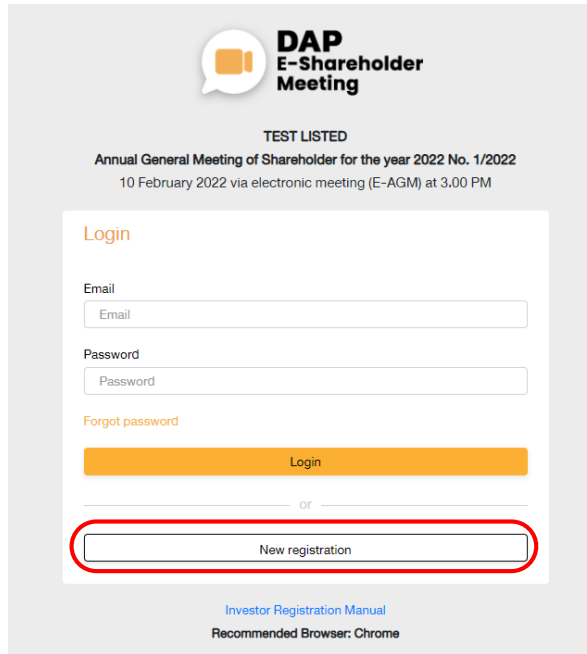
*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of 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.

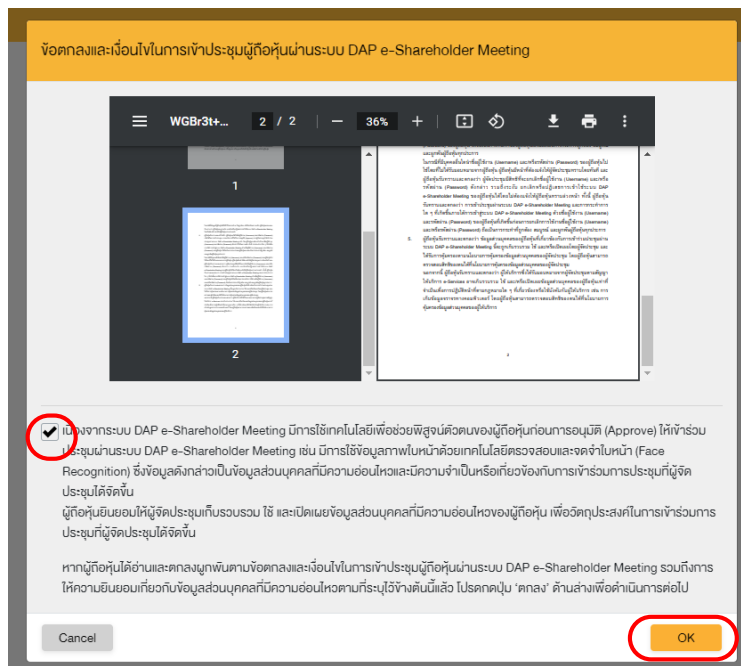
2

Steps of e-Registration



Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”



2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking and click “OK”

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

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

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm

Reference Code : YBPCYJ

[Resend OTP](#) (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 5

Take pictures of yourself

ขั้นตอนที่ 5: ถ่ายรูปตนเอง

ดำเนินการถ่ายภาพหน้าตนเอง

ดำเนินการถ่ายภาพบัตรประชาชน

ดำเนินการถ่ายภาพปัจจุบันถือบัตรประชาชน

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

Step 6

Review registration and securities holding information

ลงทะเบียน: การลงทะเบียนผู้ถือหุ้นรายบุคคล 1:2565 รหัส 1:2565 01 เลขที่บัญชี 2565 001 1300 - บริษัท ไทยพาณิชย์ SET (TSET)

Register

Registration Type	เจ้าของหุ้นสามัญ
Investor Type	บุคคลธรรมดา
Full name (Thai language)	DR. นพ.วิทย์
Identity Number	310500321195
Date of birth	2 กุมภาพันธ์ 2564
Email	esgm001@hotmail.com
Mobile number	+66 801234567

e-KYC

ดำเนินการถ่ายภาพหน้าตนเอง

ดำเนินการถ่ายภาพบัตรประชาชน

ดำเนินการถ่ายภาพปัจจุบันถือบัตรประชาชน

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	นาย DR. นพ.วิทย์	1,000	1,000	หมู่ 5 ถนนสุขุมวิท แขวงจตุจักร เขตจตุจักร กรุงเทพฯ
Total		1,000	1,000	

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

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

2

Steps of e-Registration

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

Step 3

Fill out personal information

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

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

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm
Reference Code : YBPCYJ

Resend OTP (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter

Upload attachments as specified in the invitation letter

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

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

2

Steps of e-Registration

2.3 Proxy to another person (A)

Step 1

Choose a registration form

- Attend in person Proxy

Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

Step 3

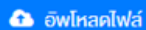
Specify the type of proxy

- Proxy to another person (A) Proxy to independent director (B)

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



อัปโหลดไฟล์

The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at

[เอกสารใบมอบฉันทะ ก.](#)

Click “Next”

Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.4 Proxy to another person (B)

Step 1

Choose a registration form

- Attend in person
 Proxy

Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

Step 3

Specify the type of proxy

- Proxy to another person (A)
 Proxy to another person (B)

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

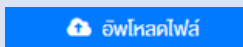
Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain



The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบฉันทะ v.](#)

Click “Next”

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.5 Proxy to independent director (B)

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

Step 3

Specify the type of proxy

Proxy to another person (A) Proxy to independent director (B)

Step 4

Specify the name of the independent director

Specify an independent director you wish to appoint a proxy

Independent Director *

Independent Director

Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agree Disagree Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

Agree Disagree Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบอำนาจ v.](#)

Click “Next”

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3

Steps of joining the e-Meeting

Step 1

<https://portal.eservice.set.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company
Click the meeting link in the email received from the system.

Step 2

The screenshot shows a login form with the following elements:

- Title: Login
- Field: Email (with placeholder text 'Email')
- Field: Password (with placeholder text 'Password')
- Link: [Forgot password](#)
- Button: Login

Enter username (email address that you have registered) and password

Step 3

The screenshot shows a search interface for meetings with the following elements:

- Title: Meeting list
- Filters: Company Name, Meeting Type, Status, Year
- Buttons: Search, Cancel
- Result: Annual General Meeting of Shareholder for the year 2022 No. 1/2022
- Meeting details: 19 July 2022, AGM, Online
- Action: [Meeting](#)

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4

The screenshot shows the 'Meeting information' details page with a table of stock information:

No.	Full name	Common Stock	Preferred Stock	Address
1	มหาชนไทย	1,000	1,000	233 01 Ng 11 road/Bankroad/Phayathai road
Total		1,000	1,000	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click “Join Meeting” [Join Meeting](#)
- Agree to the terms and conditions of service by marking and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP

3

Steps of joining the e-Meeting

Meeting Room Open WebEx | Leave Meeting

Meeting Room

DAP e-Shareholder Meeting

1

Unmute | Start video | Start Sharing

3 4

Send Question or Vote | Submit Vote | Send Question

Agenda

- 1 To acknowledge the overall operation of the Company during 2021
- 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ 3 To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A
Mr. B
- 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021

Agenda No 4.2 To consider and approve the audit fee for the year 2022

Q&A 5

Summary voting results 6

Q&A

+ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021

Remark :

06 February 2022 14:09

Delete

Completed

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

Remark : ยกยอดไปตอบในวาระที่ 3

06 February 2022 14:09

Delete

Completed

Description

1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
2. Current agenda will be indicated by star icon and yellow bar.
3. e-Voting functions: voting can be casted only within appointed time frame
4. e-Question functions: queueing your questions for both current and upcoming agenda
5. Your questions submitted in the meeting
6. Voting results: It will be only shown after the company has announced results for each agenda

4

e-Question and e-Voting functions

e-Question functions

The screenshot shows a meeting interface with an agenda on the right and a 'Send Question' button highlighted in a red box. The agenda items are:

- To acknowledge the overall operation of the Company during 2021
- To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- To consider and approve the appointment of Directors for replacement of those who retired.
Mr. A
Mr. B
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Below the agenda, there are two buttons: 'Submit Vote' (orange) and 'Send Question' (blue). A red box highlights the 'Send Question' button, with an arrow pointing to a detailed view of the 'Send Question' form.

The 'Send Question' form includes:

- Agenda * (dropdown menu)
- Questioner * (dropdown menu)
- Question (Optional) (text input area)
- Close and Send Question buttons at the bottom right.

During the meeting, shareholders can submit questions in advance:

- Click "Send Question" Send Question
- Choose the agenda you wish to ask question
- Type your question (Optional)
- Click "Send Question" Send Question

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

e-Voting functions

The screenshot shows the 'Submit Vote' form with the following details:

- Agenda: To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020
- Submit Vote options: Agree All, Disagree All, Abstain All
- Shareholder: Mr. A Tester
 Agree Disagree Abstain
- 1) Proxy: Mr. B Testerproxy
 Agree Disagree Abstain
- 2) Proxy: Mr. C Testerproxy
 Agree Disagree Abstain
- Close and Submit Vote buttons at the bottom.

For each agenda, there are 3 voting options: "Approve", "Disapprove" and "Abstain"

- Click "Submit Vote"
- Vote within the period of time given for both your vote rights and proxy's (if any)
- Click "Submit Vote" Submit Vote


Shareholders are able to vote only within given time frame.

4

e-Question and e-Voting functions

e-Voting functions

Example of voting results





DAP
E-Shareholder
Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท ทดสอบโดย SET

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
TEST LISTED

วันจันทร์ที่ 31 มกราคม 2565 เวลา 13:00 (31 January 2022 13:00)





วาระที่ 2 พิจารณายกบัญชีงบแสดงฐานะการเงินและงบกำไรขาดทุนสุทธิปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564
(Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2021)

สรุปผลการลงคะแนน

	จำนวนเสียงที่ลงมติ (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.0000
ไม่เห็นด้วย (Disagree)	15,000	20.0000
งดออกเสียง (Abstained)	15,000	20.0000
บัตรเสีย (Voided ballot)	0	-
รวม	75,000	100.0000

e-Summary



- เห็นด้วย (Agree) 60%
- ไม่เห็นด้วย (Disagree) 20%
- งดออกเสียง (Abstained) 20%

การพิจารณา: คณะเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)
Resolution:



Send Question or Vote


Submit Vote
Send Question


Q&A

Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	✔	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	✔	
5	Mr. B	✔	

✔ Agenda has voting.  Voting Result Summary

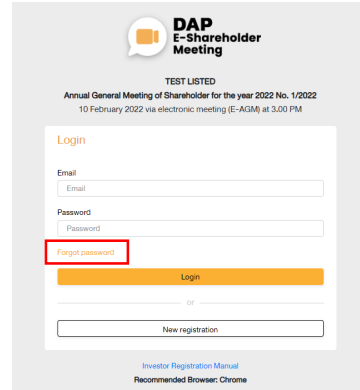
After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the  icon

5

Resetting password



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

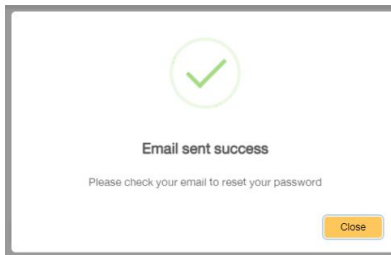


There are 2 options to reset your password:

1 Reset password via email

Enter your registered email

Check your inbox



Set new password

2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Enter your mobile phone number

Request for OTP and enter OTP

Set new password

To download user manual,



DAP e-Shareholder Meeting



shareholders could study more information at:

<https://www.set.or.th/en/eservice/shareholder.html>



Or scan the following QR Code:



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.
