



Invitation to attend
The No. 1/2023 Extraordinary General Meeting of Shareholders
NEP Realty and Industry Public Company Limited
Monday, July 17, 2023 at 10.30 a.m.

Convene the meeting through electronic media (E-EGM) Only

E-Registration

Registration can be made via the DAP e-Shareholder Meeting system at
<https://portal.eservice.set.or.th>

or QR Code



Start registration from 3 July 2023 at 9.00 a.m. to 13 July 2023 at 6.00 p.m.

E-EGM Attendance

Attendant can log in to the DAP e-Shareholder Meeting system at
<https://portal.eservice.set.or.th>

or QR Code



Start log-in on 17 July 2023 at 09.00 a.m. onwards.

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



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



Ref: NEP030/2023

June 30, 2023

Subject: Invitation to attend the No. 1/2023 Extraordinary General Meeting of Shareholders
To: **All Shareholders**
NEP Realty and Industry Public Company Limited
Enclosure: 1. Minutes of the 2023 Annual General Meeting of Shareholders
2. Profiles of the Company's auditors for 2023
3. Proxy Form A and B
4. Independent Director's Profile as Proxies from Shareholders
5. Definition of Independent Director
6. Verification and Procedure for Attending the No. 1/2023 Extraordinary General Meeting of Shareholders via Electronic means (E-EGM)
7. Electronic Meeting System User Manual for the No. 1/2023 Extraordinary General Meeting of Shareholders
8. 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 No. 1/2023 Extraordinary General Meeting of Shareholders will only be held on **Monday, July 17, 2023 at 10.30 a.m. by the electronic means (E-EGM)** (there will be no on-site registration on Monday, July 17, 2023), in order to consider the following agenda:

Agenda 1 To adopt the minutes of the 2023 Annual General Meeting of Shareholders

Facts and Reasons: The 2023 Annual General Meeting of Shareholders was held on Monday, April 24, 2023 was recorded correctly . **(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 2023 Annual General Meeting of Shareholders.

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

Agenda 2 To approve the appointment of the Company’s auditor and the auditor’s remuneration for the year 2023

Facts and reasons: Since the 2023 Annual General Meeting of Shareholders resolved not to approve the appointment and determination of the auditor's remuneration for the year 2023, the Audit Committee, Dharmniti Auditing Company Limited, has reprocessed the selection of the auditor by contacting several auditing service companies approved by the Securities and Exchange Commission to obtain the quotation of the audit fee for the year 2023. However, none submitted the quotation or accepted to provide the service.

Therefore, the Audit Committee selected the existing auditor, Dharmniti Auditing Co., Ltd., which has extensive experience in auditing the Company's financial statements over several years. Dharmniti Auditing Company Limited was the only one who submitted the quotation and accepted to provide the service. The negotiation was made on the best effort basis. The audit fee for the year 2023 proposed by Dharmniti Auditing Company Limited is lower than the fee charged in 2022 by 10,000 Baht.

The Audit Committee thus propose to the Bord of Directors to consider and approve to put to the Extraordinary General Meeting to appoint the following auditors from Dharmniti Auditing Co., Ltd..

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

To serve as the Company's auditors for the year 2023. In the event that the above-mentioned auditors are unable to fulfill their duties, Dharmniti Auditing Company Limited may appoint other certified public accountants from Dharmniti Auditing Company Limited who is approved by the SEC, to act as the Company's auditors. The nominated auditors do not have relationship and/or conflict of interest with the Company, its subsidiaries, executives, major shareholders, or the persons related to the said persons. The audit fee for the year 2023 is determined to be a total amount of 1,150,000 Baht with the following details:

Description	2023 (Current Proposal)	2022
Review of the quarterly financial statements (170,000 Baht/quarter x 3 Quarter)	510,000	510,000
Annual financial statements	640,000	650,000
Non-audit fees	-	-
Total	1,150,000	1,160,000

Board’s opinion: It is deemed appropriate to to propose to the shareholders' meeting to consider and approve the appointment of Dharmniti Auditing Company Limited, by Ms. Chutinant Kopraserthaworn

Registration No. 9201, or Ms. Chotima Kitsirakorn, Registration No. 7318, or Ms. Wannisa Ngambuathong, Registration No. 6838, as the Company's auditor for the year 2023. In the event that the above-mentioned auditors are unable to fulfill their duties, Dharmniti Auditing Company Limited may appoint other certified public accountants from Dharmniti Auditing Company Limited who is approved by the SEC, to act as the Company's auditors. . The audit fee for the year 2023 is determined to be a total amount of 1,150,000 Baht

Resolution: The resolution in this agenda required affirmative votes of the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 3 To approve the fixing of the remuneration of directors for the year 2023

Facts and Reasons: Since the 2023 Annual General Meeting of Shareholders resolved not to approve the directors' remuneration for the year 2023, the Board of Directors proposes to the Extraordinary General Meeting of Shareholders to determine the remuneration of the Board of Directors by comparing with and reference to the same industry and business suitability and taking into account of the current status of the Company, which is still experiencing loss and under the process of business improvement. The monthly remuneration and meeting allowance is reduced by 30 percent compared to the year 2022 with the following details:

Monthly Compensation	2023 (Current Proposal) (Baht)	2022 (Baht)
Chairman of the Board of Directors	50,000	70,000
Vice Chairman of the Board of Directors	30,000	40,000
Directors	20,000	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 are Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee	7,500	7,500
Member of Sub-Committee are Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee	5,000	5,000
Total limit	3,200,000	6,000,000

Additionally, there will be no bonus payment for the year 2022.

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, consisting of the monthly remuneration and the meeting allowances in the amount of 3.2 million Baht. No bonus for the year 2022 is paid. Directors who are employees of the Company will separately receive bonus and benefits as employees of the Company

Resolution: The resolution in this agenda required affirmative votes of no less than two-thirds of the shareholders who attend the meeting.

Agenda 4 To consider other matters (if any)

The Company schedules the record date for the right of shareholders to attend the No. 1/2023 Extraordinary General Meeting of Shareholders on June 26, 2023.

In addition, the Company has published the invitation of the No. 1/2023 Extraordinary General Meeting of Shareholders together with the supporting documents on the Company's website at www.nep.co.th Shareholders are cordially invited to attend the No. 1/2023 Extraordinary General Meeting of Shareholders on July 17, 2023 at 10.30 a.m. 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 8**

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 No. 1/2023 Extraordinary General Meeting of Shareholders via Electronic Means and the Electronic Meeting System User Manual for the No. 1/2023 Extraordinary General Meeting of Shareholders in **Enclosure 6** and **Enclosure 7** respectively.

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 No. 1/2023 Extraordinary General Meeting of Shareholders via Electronic Means in **Enclosure 6**, to the Company Secretary, NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5,

Phaholyothin Road, Phayathai, Bangkok 10400, by July 10, 2023. or email: secretary@nep.co.th by July 13, 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 No. 1/2023 Extraordinary 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 5**. 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 No. 1/2023 Extraordinary General Meeting via Electronic Means, as detailed in **Enclosure 6**, to Company Secretary, NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, by July 10, 2023. or email: secretary@nep.co.th by July 13, 2023.

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

Yours sincerely,



Mr. Charnwit Phaophon
Acting Managing Director

Minutes of the 2023 Annual General Meeting of Shareholders

NEP Realty and Industry Public Company Limited

Monday, April 24, 2023

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

The meeting convened at 10.30 am.

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, welcomed the shareholders for attending the 2023 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 14 March 2023. The company has total paid-up 2,325,380,588 shares. 2 shareholders holding 489,587,600 shares, 37 proxy shareholders holding 1,079,117,726 shares, a total of 39 shareholders holding aggregate 1,568,705,326 shares or 67.46 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 Chair 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 2023.

Chaired of the meeting, had an opening speech then assigned Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance to conduct the meeting following the Company's meeting agenda.

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, explained to the meeting as follows.

- In order to promote the Good Corporate 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 12 November - 31 December 2022.
- However, no shareholders proposed meeting agenda and no shareholders nominated any candidates for election as directors of the company.

Ms. Jariya Kaewyot, Assistant 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 meeting. 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 7 the resolution of the meeting shall be required by not less than two-third of the total number of votes of shareholders who attend the meeting.
- 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 THEP LAW OFFICE Co., Ltd. to monitor and oversee the shareholder's meeting 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) General Worapan Worasakyothin Vice Chairman of the Board of Directors
Chairman of the meeting
 - 2) Mr. Pairoj Sanyadechakul Independent Director
Chairman of the Audit Committee
and Chairman of the Nomination and
Remuneration Committee
 - 3) Mrs. Chantira Srimoungpan Independent director
Audit committee

	Nomination and Remuneration Committee
	Good Corporate Governance committee
4) Lt. Gen Chirapat Malai	Independent director
	Good Corporate Governance committee
	Risk Management committee
5) Mr. Suthiporn Chandawanich	Director
6) Mr. Soonthorn Pojthanamas	Independent director
	Audit committee
	Chairman of Risk management committee (attended by electronic means)
7) Dr. Warotai Kosolpisitkul	Director
	Chairman of Good Corporate Governance committee (attended by electronic means)
8) Mr. Vee Worasakyothin	Director
	Risk Management Committee
	Acting Managing Director
	Deputy Managing Director of Accounting and Finance

- The Company has 8 directors in attendance from the total of 11 directors, representing 72.72% of the total directors who attend the meeting.
- Auditor from Dharmniti Auditing Co, Ltd, Ms. Chutinant Kopraserthawon (attended by electronic means)
- Legal advisor/ Vote Counting inspector from THEP LAW OFFICE Co., Ltd. Mr. Satchanai Puakiattisakul
- Representative from Thai Investors Association, Mr. Chan Nuanklai (attended by electronic means)

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, reported to 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, stated that

- In 2022, the packaging business has a better trend. From the recovery of domestic economic activities After the government relaxed measures to control the spread of the Covid-19 virus, domestic consumption began to expand and stimulate demand for packaging. However, there is still a risk of the impact of the Russo-Ukrainian War. That resulted in higher raw material and energy prices. and fluctuates every month This was an important factor in controlling the company's production costs during the past year.
- On behalf of the Board of Directors, I would like to thank the shareholders who support the business of the company as well as the executives and all employees dedicated It helps drive the company to operate continuously for a long time and sincerely hopes that it will continue to receive good cooperation and support as in the past. This is for the operation of the Board of Directors. Will continue to strive for the company's performance to be better along with continuing to maintain good corporate governance to make the business stable, growing, and sustainable.

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, reported to the meeting. This agenda is for acknowledgment. Thus, no vote for this agenda.

The Meeting acknowledged the information that was shared.

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

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- Following the public limited company Act 2535 (1992), section 96 is assigned to all the registered company must provide The Minutes of the 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 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. (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 2022 Annual General Meeting of Shareholders.

- In case that shareholders and proxies have questions, please follow the instruction in Video. But no shareholder or proxies mad any inquiries therefore may I request the meeting to approve the minutes of the 2022 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 2022 Annual General Meeting of Shareholders, held on Thursday, April 21, 2022 with the following details:

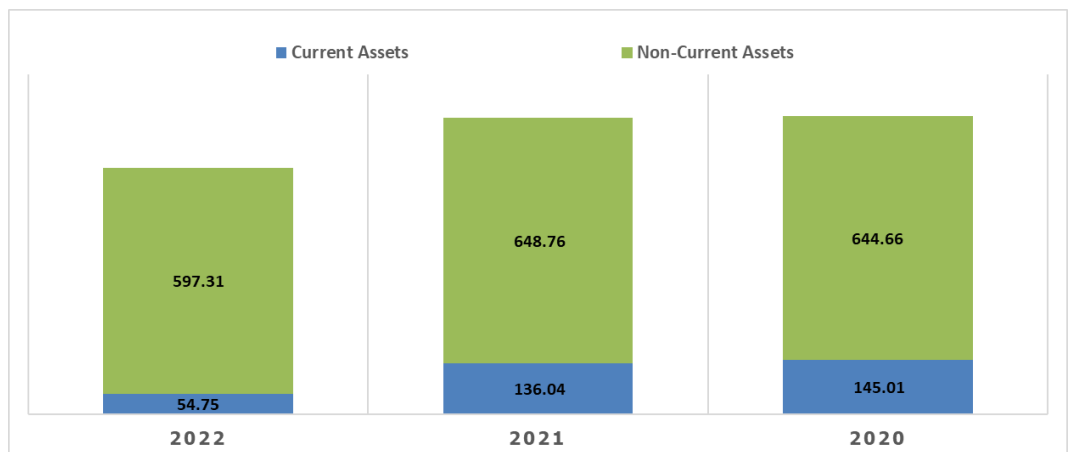
Agree	Vote	714,077,726	Percentage of the total shares	100
Disagree	Vote	0	Percentage of the total shares	0
Abstain	Vote	854,752,600	Percentage of the total shares	-
Ballots	Vote	0	Percentage of the total shares	-

Agenda 3 To acknowledge the operating results of the Company for the year 2022

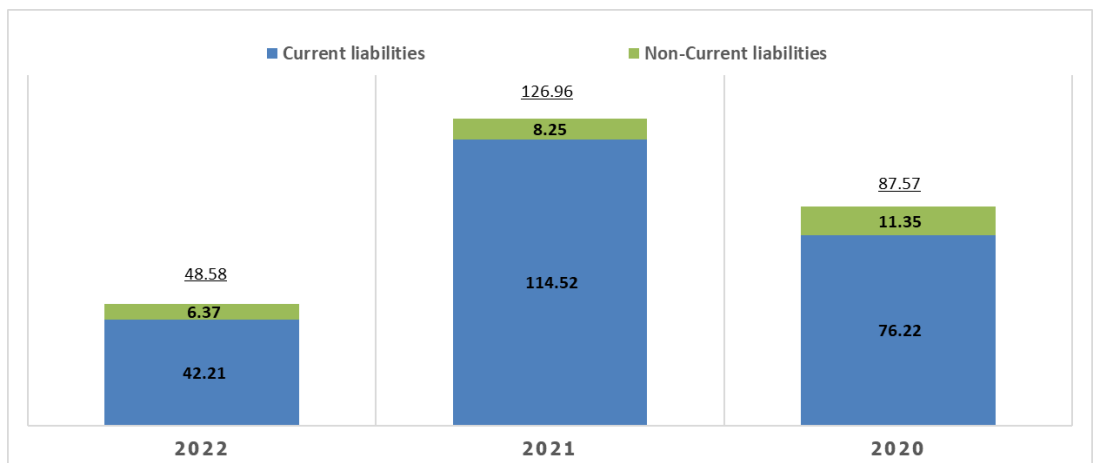
Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- The Company has summarized the operational results as stated in the 2022 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.
- In 2022, the company underwent significant changes. It cancelled its plastic sack production line, sold the associated machinery, and changed its sales model to outsourcing in order to reduce losses from sack production. As a result, the company experienced a decrease in sales and assets.

Statement of financial position



- As of December 31, 2022, the total assets of the company amounted to 652.06 million Baht, which is decreased from the same periods of previous year at 132.74 million Baht. The current assets were 54.75 million Baht while the non-current assets were 597.31 million Baht.
 - Current assets decreased by 12.08 million Baht, from cash and cash equivalents compared to the previous year. This decrease is because the company still has losses in profit margin with the cancellation of plastic sack production line, which caused an overall decrease in sales. As a result, trade accounts receivable and inventories also decreased in the same direction as the decrease in sales.
 - Non-current assets significantly decreased in Property, plants and equipment by 37.31 million Baht, due to the sale of machinery for the production of sacks and annual depreciation.



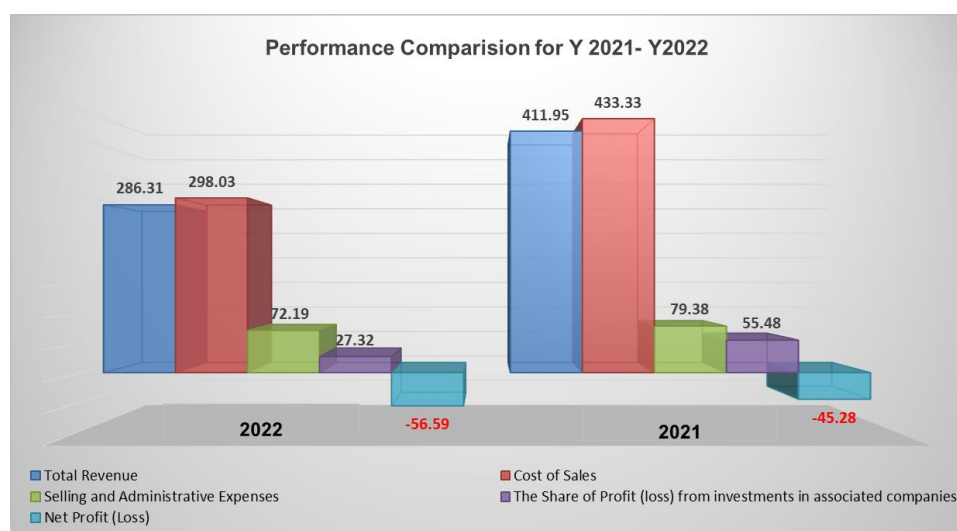
- As of December 31, 2022, the total liabilities of the company amounted to 48.58 million Baht, a decrease of 78.38 million Baht, compared to the same period of the previous year, consisting of current liabilities of 42.21 million Baht, and non-current liabilities of 6.37 million Baht.
 - Current liabilities decreased by 72.31 million Baht, compared to the previous year, primarily due to decreases in trade account payables and other current payables. This decrease is a result of the company's lower production and reduced purchase of raw materials in line with the decrease in sales.
 - Non-current liabilities decreased by 6.06 million Baht, compared to the previous year, consisting of lease liabilities of 2.57 million Baht, and

non-current provisions for employee benefits that decreased by 5.22 million Baht, due to the cancellation of the plastic sack production line led to the reduction of relates employees.

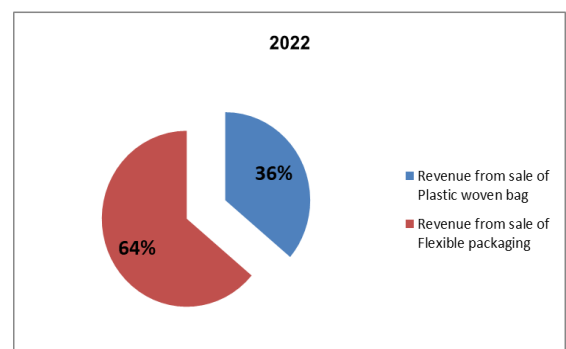
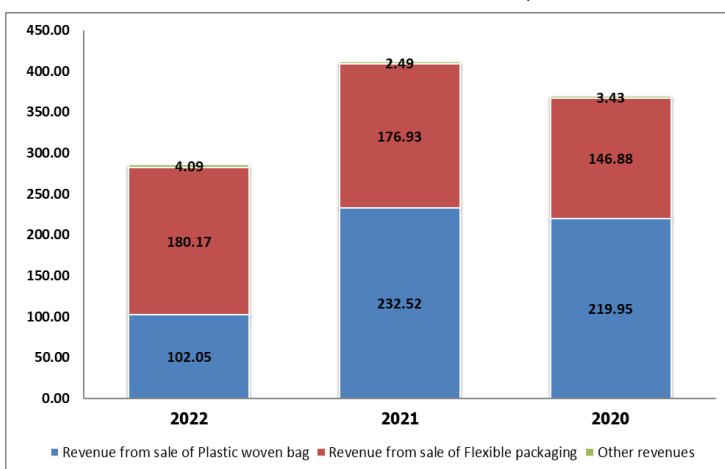
- As of December 31, 2022, the shareholders' equity amounted to 603.47 million Baht, which decrease by 54.35 million Baht, in comparison to the previous year.

Financial Ratios		2022	2021	2020	2019
Liquidity Ratio					
Current Ratio (CR)	(Times)	1.30	1.19	1.90	2.77
Quick Ratio (QR)	(Times)	0.79	0.81	1.34	2.12
Average Collection Period	(Days)	52	45	48	50
Average Sales of Products Period	(Days)	41	38	46	50
Average Repayment Period	(Days)	93	77	71	61
Cash cycle	(Days)	0	6	23	39
Leverage Ratio					
D/E Ratio	(Times)	0.08	0.19	0.12	0.11

- In 2022, the company's financial ratios include a current ratio of 1.30 times, a quick ratio of 0.79 times, and an average collection period of 52 days based on the company's credit criteria of 45 - 60 days (on average). Additionally, the average selling time is 41 days, while the debt payment period is 93 days after requesting credit terms extension from suppliers and utilizing TR (Trust Receipt) to prolong the repayment period. Consequently, the company's Cash Cycle in 2022 was somewhat better than the previous year. Moreover, the debt-to-equity ratio of 0.08 times indicates that the company's debt level is relatively low.



- The company's total income for the year 2022 was 286.31 million Baht, which decreased of 125.64 million Baht, compared to the previous year's income of 411.95 million Baht, Due to the cancellation of the sack production line as a measure to mitigate losses and reduce sales and administrative expenses.
 - The plastic sack manufacturing business has incurred gross losses over the past period, and although the Flexible Packaging business has the potential to be profitable for the company, it experienced a gross loss in 2022 due to fluctuating raw material prices. The company uses plastics that vary according to oil prices, which have been affected by the ongoing conflict between Russia and Ukraine, resulting in considerable fluctuations in raw material prices. Additionally, the company's internal factors, such as controlling the efficiency of production, which is still not performing well.
- In 2022, selling and administrative expenses amounted to 72.19 million Baht, decreased by 7.19 million Baht, compared to the previous year's expenses of 79.38 million Baht. This reduction was achieved through cost control measures and management restructuring. Additionally, the expenses related to directors decreased due to a reduction in the number of directors.
- The share of profit from associates, Nava Nakorn Public Company Limited, in 2022 amounted to 27.32 million Baht, representing a decrease of 28.16 million Baht, compared to the previous year's figure of 55.48 million Baht. This decrease was mainly due to lower profits from the power plant business of the associated companies.



- In 2022, the company's proportion of income from the sale of plastic woven bag packaging amounted to 102.05 million Baht, which represents a significant decrease of 130.47 million Baht, compared to the previous year's figure of 232.52 million Baht.
- The revenue from sales of flexible plastic packaging for the year 2022 amounted to 180.17 million Baht, which increased of 3.24 million Baht, compared to the previous year's figure of 176.93 million Baht.
- The packaging market in Thailand is valued at 179,882 million Baht, with bags and sachets representing 48,568 million Baht, film worth 34,177 million Baht, and sacks worth 16,190 million Baht. Plastic sacks have an average gross profit margin of 4 - 8 percent, while flexible packaging has an average gross profit margin of 12 - 20 percent. Therefore, this is the reasons for the company cancellation of plastic sack production line in combination with the small production capacity to produce plastic sack of the company.
- The main customer groups of the company at present consist of rice groups, and animal feed groups, and will add food groups, Food groups and Household groups.
- In 2022, the company has added a variety of packaging such as Flat Bottom/ Spout / Die cut / Valve.
- At present, the company has received production measures of ISO9001, GHP, HACCP, Green industry, and TSU, which are the standards that leading customers are demanding. There is also a plan to develop the ISO14000 standard to expand the market in the part that can be exported to foreign countries.
- For the Future direction, the company has planned to improve operational efficiency by building a marketing team, hiring an experienced sales team. The factory manager with specialized knowledge in flexible packaging has been recruited to manage the factory, and to make production more efficient. and senior executives have also been hired. In terms of innovation, the company will build a stronger RD team to produce products when put to the test, it can pass the test in the first time. Quality control of various products will also be enhanced. Currently, the company is facing issues with the quality of machines used in production, which will be addressed in 2023 by surveying each type of machine to determine which ones need to be overhauled. The machines

currently in use have been utilized for about 5 years and may deteriorate. By overhauling the machines, the company aims to improve efficiency and reduce losses. The company is also exploring new products and businesses for the future.

○ For Anti-Corruption The company has been certified as a member of Thailand's Private Sector Collective Action Coalition against Corruption (Collective Action Coalition: CAC). The first certificate was received on October 18, 2019. The certificate is valid for 3 years from the date of accreditation. And in 2022, the company still intends to continue to maintain its membership in CAC, which the company has submitted documents to request for membership renewal. and was certified as a member of the project on September 30, 2022. The certificate is valid for 3 years from the date of certification.

- In case that shareholders and proxies have questions, please follow the instruction in Video.
- 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 2022

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

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

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

Mrs. Chantira Srimoungpan, Independent director/ Audit committee/ Nomination and Remuneration Committee/ Good Corporate Governance committee, 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 2022 ending on December 31, 2022, 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, 2022 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, 2022 with the following details:

Agree	Vote	714,202,726	Percentage of the total shares	100
Disagree	Vote	0	Percentage of the total shares	-
Abstain	Vote	854,627,600	Percentage of the total shares	-
Ballots	Vote	0	Percentage of the total shares	-

Agenda 5 To approve the omission of dividend for the year 2022.

Mr. Vee Worasakyothin, Director /Risk Management Committee /Acting Managing Director and Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- The Company’s policy is to pay dividends at rate of 50% or more of its net profit after income tax and legal reserve. However, such dividend payment depends on its cash flow, investment condition and necessity of future.
- According to the Public Company Limited Act Section 115 specify that in case the Company had accumulated losses then the Company could not pay dividend. Due to

the fact that the Company still had accumulated losses then the Company could not pay dividend to the shareholders in accordance with the Act.

- As the reason above, it is agreed to propose the shareholders' meeting to consider withhold dividend payment for operating results the year 2022.
- 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 2022 with the following details:

Agree	Vote	714,077,726	Percentage of the total shares	99.9825
Disagree	Vote	125,000	Percentage of the total shares	0.0175
Abstain	Vote	854,627,600	Percentage of the total shares	-
Void ballots	Vote	0	Percentage of the total shares	-

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

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

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

Mrs. Chantira Srimoungpan, Independent director/ Audit committee/ Nomination and Remuneration Committee/ Good Corporate Governance 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 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. Pairoj 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 new director in place of Ms. Nipa Lamjiakthet, whose term of office has expired this time.
- 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.
- 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. Watee Waenkaew, the representative of the Ministry of Finance as a new 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.
- 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 resolved to approve the re-appointment of Mr. Phairot Salyadechakul was Re-elected for another term. and Resolved to disapprove the re-appointment of Lt.Gen. Jirapat Malai and Ms. Watee Waenkaew, the representative of the Ministry of Finance. as a new director in place of Ms. Nipa Lamchiakthet. The resolution for this agenda voted individually by the shareholders. The names of directors are as follows:

1) Mr. Phairot Salyadechakul			
Approved	714,077,726	shares equivalent to	100
Disapproved	0	shares equivalent to	0
Abstained	854,752,600	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-
2) Lt.Gen. Jirapat Malai			
Approved	714,077,726	shares equivalent to	45.5166
Disapproved	854,752,600	shares equivalent to	54.4834

Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-
3) Ms. Waree Waenkaew			
Approved	714,077,726	shares equivalent to	45.5166
Disapproved	854,752,600	shares equivalent to	54.4834
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

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

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- I would like to invite Mr. Phairot Salyadechakul, Independent Director/ Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee reported to the meeting.

Mr. Phairot Salyadechakul, Independent Director/ Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee, reported to the meeting as follows:

- 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.
- The details of monthly compensation and meeting allowance 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

Monthly Compensation	2023 (Current Proposal)	2022
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

- The board of directors deems it expedient to propose shareholders' meeting to determine the remuneration 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.
- In case that shareholders and proxies have questions, please follow the instruction in Video.

Mr. Krisada Wannapinpong, a shareholder, inquired because the Company had losses. Can the remuneration of directors be reduced further or not?

Mr. Phairot Salyadechakul, Independent Director/ Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee, clarified that the Nomination and Remuneration Committee had considered the remuneration of directors. Although the remuneration has not increased over the past year. But because the company's performance still has a loss. In which the Nomination and Remuneration Committee initially considered that it would like to reduce the remuneration of the Board of Directors in the year 2023 again, which is in the process of proposing to the next Board of Directors meeting.

- 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 resolved to disapprove the Director Remuneration for 2023 to be paid in form of monthly compensation and meeting allowance in the amount of Baht 5 million and no bonus payment for 2022 shall be made to the board members. The result of the vote was as follows:

Approved	714,077,726	shares equivalent to	45.5166
Disapproved	854,752,600	shares equivalent to	54.4834
Abstained	0	shares equivalent to	0
Voided Ballot	0	shares equivalent to	-

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

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, 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 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. This does not include other audit expenses such as travel expenses. Allowance, accommodation, and miscellaneous expenses, etc. with details set out as follows:

Description	2023 (Current Proposal)	2022
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.
- 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.
- 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 resolved to disapprove the appointment of Ms. Chutinant Kopraserthaworn, CPA License no. 9201 or Ms. Chotima Kitsirakorn, CPA License no. 7318 or Ms. Wannisa

Ngambuathong, CPA License no. 6838, of Dharmniti Auditing Co., Ltd. will be the auditors of the Company for the year 2023 with the auditor remuneration of Baht 1,150,000. The result of the vote was as follows:

Approved	714,077,726	shares equivalent to	45.5166
Disapproved	854,752,600	shares equivalent to	54.4834
Abstained	0	shares equivalent to	-
Voided Ballot	0	shares equivalent to	-

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, asked the meeting as follows:

- The shareholders or proxies who vote against it. Do you have any suggestions or reasons for not approving the appointment of the company's auditor? This is for the company to improve in the presentation at the next meeting.
- In addition, in order not to affect the submission of the 1st quarter financial statements for the year 2023 and may affect other shareholders if the company is unable to submit the 1st quarter financial statements for the year 2023 in time. which could result in the SET posting a trading prohibition sign. Therefore, kindly request that any shareholders or proxies who vote against this proposal provide reasons for their opposition.
- If none of the shareholders or proxies offered suggestions, the Company would present them again at the next Extraordinary General Meeting of Shareholders.

Agenda 9 To consider other matters (if any)

Mr. Vee Worasakyothin, Director/ Risk Management Committee/ Acting Managing Director and Deputy Managing Director of Accounting and Finance, reported to the meeting as follows:

- Shareholders or proxies who vote against Agenda 7 and Agenda 8 can submit suggestions or reasons for this agenda. Or In case that shareholders and proxies have questions, please follow the instruction in Video.
- 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.

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

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวโชติมา กิจศิริกร

Miss Chotima Kitsirakorn

Audit Partner

Tel. : 02 596 0500 Ext. 607

Mobile : 086 770 3300

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

Certificates :

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

Education :

- 2557 ประกาศนียบัตรการรายงานทางการเงินไทย จากสภาวิชาชีพ
ในพระบรมราชูปถัมภ์
- 2540 ปริญญาตรี 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
- ประสบการณ์งานที่ปรึกษาด้านบัญชีให้บริษัทจดทะเบียน
ในตลาดหลักทรัพย์ 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

Independent Director's Profile as Proxies from Shareholders

**Mr. Soontorn Pojthanamas**

Independent Director/ Chairman of the Board of Directors/ Chairman of the Audit Committee/ Chairman of the Risk Management Committee

Age 68 years old

Nationality Thai

Address 29/9 Soi Ladprao 23, Chankasem, Chatuchak, Bangkok 10900

Date of first appointment 17 June 2021

Term of office 2 years

Education

- MBA, University of Notre Dame, Indiana, USA
- B.P.A, Chulalongkorn University (Major-Sociology and Anthropology)
- B.B.A, Ramkhamhaeng University (Major-Management)

Training

- Thai Institute of Directors Association (IOD) Courses: Director Certification Program (DCP 2004)

Work Experiences

- 9 Jun. 2023 - Present Independent Director/ Chairman of the Board of Directors/ Chairman of the Audit Committee NEP Real Estate and Industry Plc.
- 16 Sep. 2021 - Present Chairman of the Risk Management Committee, NEP Real Estate and Industry Plc.
- 17 Jun. 2021 - 9 Jun. 2023 Independent Director/ Member of the Audit Committee, NEP Real Estate and Industry Plc.
- 2021 - Present Honorary Director Financial Management or Banking Farmers Debt Management Committee
- Farmers Rehabilitation and Development Fund Ministry of Agriculture and Cooperatives
- 2020 - Present Advisor to the Finance and Finance Sub-Committee, House of Representatives
- 2019 - Present, Sub-Committee on Memorandum of Agreement and Performance Evaluation of State Enterprises in Transport Branch Ministry of Finance
- 2017 - 2021 Chairman of the Monitoring and Evaluation Sub-Committee Fund for Promotion and Development of Education for Persons with Disabilities Ministry of Education
- 2016 - Present Independent Director, Carnival Magic Co., Ltd.
- 2016 - 2017 Independent Director/ Chairman of Audit Committee Safari World Plc.
- 2015 - Present Senior Advisor, Wealth Magic Investment Unit Brokerage Co., Ltd.
- 2008 - Present Independent Director/ Chairman of the Audit Committee Thai Packaging and Printing Plc.
- 2006 - Present Independent Director and Member of the Audit Committee, Phuket Fantasea Plc.
- 2004 - Present Director of Memorandum of Agreement and Performance Evaluation of Working Capital Ministry of Finance

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 2023	12/12
Details of attendance to the Audit Committee Meeting in 2023	8/8
Details of attendance to the Risk Management Committee Meeting in 2023	3/3
Lacking of qualifications or possession of prohibited characteristics under PLC Act	-None-
Positions in the competitive business/related to the business of the Company	-None-
Interest in the agenda proposed in the Meeting	-None-
Relationship of Independent Director	
1. A close relative with the administrators/ the major shareholders of the Company/ the Company's subsidiaries	-None-
2. The relationship in the following manner of the Company/ the Company's subsidiaries/ Corporate Conflict currently or during the past two years	
(a) Being a director involved in management/employee/worker or consultants who receive a regular salary	-None-
(b) Being a professional service provider	-None-
(c) Having a relationship between business significance	-None-

Independent Director's Profile as Proxies from Shareholders



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 first appointment 8 July 2016
Term of office 6 years 7 months

Education

Bachelor in Accounting, Thammasat University

TrainingThai Institute of Directors (IOD)

- IT Governance and Cyber Resilience Program (ITG 12/2019)
- Director Certification Program (DCP 271/2019)
- Board Nomination and Compensation Program (BNCP 4/2018)
- How to Develop a Risk Management Plan (HRP 15/2017)
- Advanced Audit Committee Program (AACP 27/2017)
- Director Accreditation Program (DAP 137/2017)
- Anti-Corruption in Practice (ACPG 20/2015)
- Company Secretary Program (CSP 11/2005)

Work Experience

- 2012- present Internal Audit Manager/Secretary of Audit Committee, Siamgas and Petrochemicals Public Company Limited
- 1997 - 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	-None-
(b) Being a professional service provider	-None-
(c) Having a relationship between business significance	-None-

Definition of Independent Director

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

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

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

Verification and Procedure for Attending the No. 1/2023 Extraordinary General Meeting of Shareholders
via Electronic Means (E-AGM)

The Company will hold the No. 1/2023 Extraordinary General Meeting of Shareholders on Monday July,17 2023 at 10.30 a.m. via electronic means (E-EGM) 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 July 3, 2023 at 9.00 a.m. and July 13, 2023 at 6.00 p.m. Shareholders can study the electronic meeting system handbook for the shareholders' meeting as detailed in **Enclosure 7**

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>



- The DAP e-Shareholder Meeting will issue the Username and Password for the shareholders to login to the system on the day of the No. 1/2023 Extraordinary 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 **within July 13, 2023** or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 4 1 Soi Phaholyothin 5 , Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213 extension 112. **within July 10, 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 No. 1/2023 Extraordinary 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 **within July 13, 2023** or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 4 1 Soi Phaholyothin 5 , Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213 extension 112. **within July 10, 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 No. 1/2023 Extraordinary 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 **within July 13, 2023** 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 July 10, 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 No. 1/2023 Extraordinary 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 **within July 13, 2023** 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 July 10, 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 No. 1/2023 Extraordinary 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. Soonthorn Pojthanamas Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee, Chairman of the Risk Management Committee
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 **within July 13, 2023** 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 July 10, 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 No. 1/2023 Extraordinary 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 7**

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 July 13, 2023**, via e-mail secretary@nep.co.th **within July 10, 2023**, 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 within July 13, 2023.

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



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



Edge

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person certificate



ID Card

or



Passport

Preparation for DAP e-Shareholder Meeting

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)



**DAP
e-Shareholder
Meeting**

Register by sending documents to the company*

1



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

2



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”

DAP E-Shareholder Meeting

TEST LISTED

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email
Email

Password
Password

[Forgot password](#)

Login

or

New registration

[Investor Registration Manual](#)

Recommended Browser: Chrome



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

ข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

ข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

1 / 2 | 36% | [Icons]

มีมติจากรบบ DAP e-Shareholder Meeting มีการใช้เทคโนโลยีเพื่อช่วยพิสูจน์ตัวตนของผู้ถือหุ้นก่อนการอนุมัติ (Approve) ให้เข้าร่วมประชุมผ่านระบบ DAP e-Shareholder Meeting เช่น มีการใช้ข้อมูลภาพใบหน้าตรงสองและจดจำใบหน้า (Face Recognition) ซึ่งข้อมูลดังกล่าวเป็นข้อมูลส่วนบุคคลที่มีความอ่อนไหวและมีความจำเป็นหรือที่เกี่ยวข้องกับการจัดการประชุมที่ผู้จัดประชุมได้จัดขึ้น

ผู้ถือหุ้นยินยอมให้ผู้จัดประชุมเก็บรวบรวม ใช้ และเปิดเผยข้อมูลส่วนบุคคลที่มีความอ่อนไหวของข้อมูลผู้ถือหุ้น เพื่อวัตถุประสงค์ในการจัดการประชุมที่ผู้จัดประชุมได้จัดขึ้น

หากผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting รวมถึงการให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคลที่มีความอ่อนไหวตามที่ระบุไว้ข้างต้นนี้แล้ว โปรดคลิกปุ่ม "ตกลง" ด้านล่างเพื่อดำเนินการต่อไป

ยกเลิก **ตกลง**

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



1 Choose a registration form

Attend in person Proxy

2 Specify the type of shareholder

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

3 Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- 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”

4 Enter OTP

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”

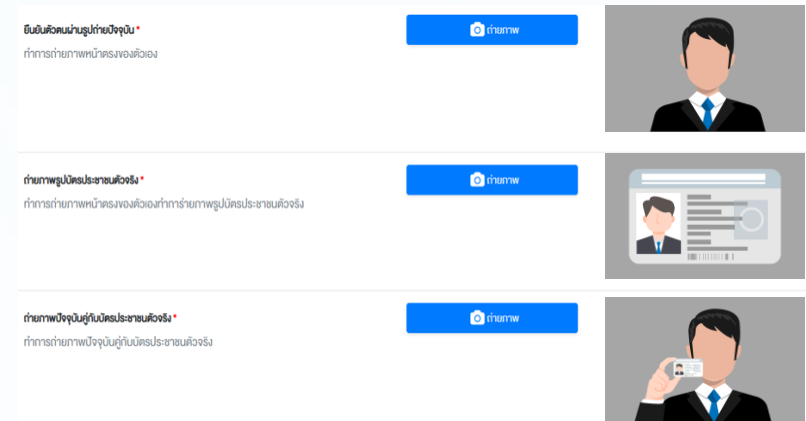
5 Take pictures of yourself

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



6 Review registration and securities holding information

The screenshot shows a registration review page with the following sections:

- Register**
 - ชื่อกรรมการ: ภิรมย์ บุญธรรม
 - นามสกุล: วัฒนศิริ
 - เลขบัญชี: 08 ๖๖๖๖
 - เลขบัตรประชาชน: 31080321196
 - เลขบัตร: 71๖๖๖๖๖๖๖๖
 - อีเมล: my900@home.com
 - เบอร์โทร: +66 80 01234567
- รูป KIC**
 - รูปถ่ายหน้าคุณ (ปัจจุบัน)
 - รูปบัตรประชาชน (ตัวจริง)
 - รูปถ่ายหน้าคุณคู่กับบัตรประชาชน (ตัวจริง)
- ข้อมูลการถือครองหุ้น**

ชื่อ	เลขบัญชี	จำนวนหุ้น	มูลค่าหุ้น	มูลค่า
1	๖๖๖ ๖๖๖๖๖๖๖๖	10,000	10,000	100,000.00 บาท (รวมภาษีหัก ณ ที่จ่าย)
รวม	๖๖๖	10,000	10,000	

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.

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

1 Choose a registration form

2 Specify the type of shareholder

3 Fill out personal information

Attend in person Proxy

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

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

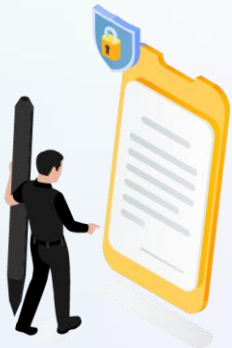
Juristic person

- 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 (optional)
- 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”



4 Enter OTP

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”

5 Take a picture of yourself / Attach files



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

 อัปโหลดไฟล์



Upload attachments as specified in the invitation letter

 อัปโหลดไฟล์

6 Review registration and securities holding information

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



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

2.3 Proxy to another person (A)



1 Choose a registration form

Attend in person Proxy

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

3 Specify the type of proxy

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

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”

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



2.4 Proxy to another person (B)



1 Choose a registration form

Attend in person Proxy

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 (optional)
- 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

3 Specify the type of proxy

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

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: ข.

Click “Next”

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

อัพโหลดไฟล์

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

Proxy form B can be downloaded at

เอกสารใบมอบอำนาจฯ

Click “Next”

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



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.

2

Login

Email

Password

[Forgot password](#)

Enter Username (email address that you have registered) and Password

3

Meeting list

Company Name Meeting Type Status Year Search Cancel

Company Name Meeting Type Status Year

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

บริษัท นาคาโฮลiday SET

19 July 2022 AGM Online

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

4

Meeting list [Join Meeting](#)

Meeting Information | [Agenda](#) | [Q&A](#) | [Summary voting results](#)

Meeting information

Company Name USJH neaoujou SET
Company Symbol TEST
Meeting Name Annual General Meeting of Shareholder for the year 2022 No. 1/2022
Meeting Type AGM
Meeting Location via electronic meeting (E-AGM) at 3:00 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	neaoujou neaoujou	1,000	1,000	23/28 nuj 5 neaoujou neaoujou neaoujou neaoujou
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

DAP e-Shareholder Meeting

1

Unmute Start video Start Sharing

3 4

Send Question or Vote Submit Vote Send Question

Agenda

- 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.
- 2 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

Description

- 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
- Current agenda will be indicated by star icon and yellow bar
- e-Voting functions: voting can be casted only within appointed time frame
- e-Question functions: queueing your questions for both current and upcoming agenda
- Your questions submitted in the meeting
- Voting results: It will be only shown after the company has announced results for each agenda

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 : Completed
06 February 2022 14:09 Delete

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดผลออก
Remark : ยกย่องไปตอนในวาระที่ 3 Completed
06 February 2022 14:09 Delete

4 e-Question and e-Voting functions



e-Question functions

DAP e-Shareholder Meeting

ประชุมสามัญผู้ถือหุ้นประจำปี 2564

Agenda

- 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.
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Submit Vote Send Question

During the meeting, shareholders can submit questions in advance:

1. Click “Submit Vote” **Send Question**
2. Vote within the period of time given for both your vote rights and proxy’s (if any)
Click “Submit Vote” **Send Question**

Send Question

Agenda *

Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Questioner *

สมาชิกสามัญ (ผู้ถือหุ้น)

Question (Optional)

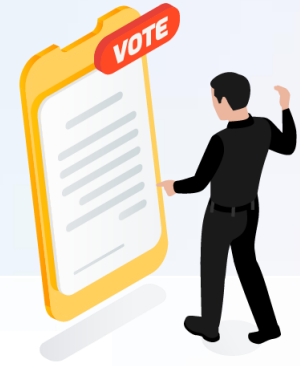
1/1000

Close 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

4 e-Question and e-Voting functions

e-Voting functions



Submit Vote
Send Question

Submit Vote
×

Agenda
To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Submit Vote

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
Submit Vote

For each agenda, there are 3 voting options:
“Agree”, “Disagree” and “Abstain”

1. Click “Submit Vote”
2. Vote within the period of time given for both your
vote rights and proxy’s (if any)
3. 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

1

DAP E-Shareholder Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท คสอ. โดย 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 พิจารณาอนุมัติงบการเงินและงบกำไรขาดทุนสุทธิปีสิ้นสุด 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

	จำนวนเสียงทั้งหมด (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.00%
ไม่เห็นด้วย (Disagree)	15,000	20.00%
งดออกเสียง (Abstained)	15,000	20.00%
บัตรเสีย (Voided ballot)	0	-
รวม	75,000	100.00%

e-Summary

การพิจารณา: การลงคะแนนเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นสามัญประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)
Resolution:

2

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.



**DAP
E-Shareholder
Meeting**

TEST LISTED
Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email

Password

Forgot password

Login

or

[Investor Registration Manual](#)
Recommended Browser: Chrome

1 Reset password via email


ลืมรหัสผ่าน

อีเมล *

กรุณากรอกอีเมลที่ลงทะเบียนไว้

รหัสรีเซตรหัสผ่านคือหมายเลขโทรศัพท์มือถือ

Enter your registered email



ส่งอีเมลสำเร็จ

กรุณาตรวจสอบอีเมลของท่านเพื่อทำการรีเซตรหัสผ่านใหม่

Check your inbox

รีเซตรหัสผ่าน

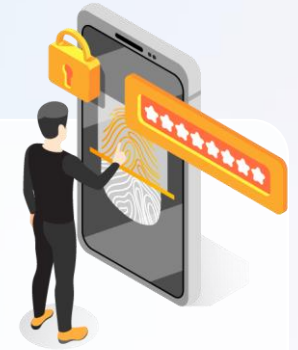
อีเมล

รหัสผ่าน

ยืนยันรหัสผ่าน

Set new password

5 Resetting password



2 Reset password via mobile phone number

Click the link to reset password
via mobile phone

Forgot password ×

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Enter your mobile phone number

Forgot password ×

Mobile number *

Mobile number

Please enter the registered mobile address

[Password reset with email](#)

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

[Resend OTP](#) (01:22)

Set new password

Reset password

Password

Confirm password

Submit



To download user manual



shareholders could study more information at:

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



Or scan the following QR Code:



The Company's articles of association regarding to the No. 1/2023 Extraordinary 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.
