

- Translation -

Minutes of the Annual General Meeting of Shareholders for the Year 2019

NEP Realty and Industry Public Company Limited

Monday 22 April 2019

Arnoma Grand, 3rd Floor, Arnoma Hotel, Rajdamri Road, Pathumwan, Bangkok

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The meeting was convened at 10.30 hours.

Mr.Saton Samerphark, Director/ Managing director, welcomed the shareholders for attending the Shareholders's Annual General Meeting for the year 2019 started from the Counting quorum of the meeting as following;

- 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 15 March 2019. The company has total paid-up 2,325,376,587 shares. 198 shareholders holding 460,542,314 shares, 59 proxy shareholders holding 834,987,731 shares, a total of 257 shareholders holding aggregate 1,295,530,045 shares or 55.7127 per cent of the total paid-up shares and not less than one-third of the total paid-up share (775,125,529 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 Chaird 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 a shareholder 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 2019.

**Chair of the meeting**, had an opening speech then assigned Managing Director and Company Secretary to conduct the meeting following the Company's meeting agenda.

**Mr.Saton Samerphark, Director/ Managing director**, 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](http://www.nep.co.th) during 1-31 December 2018
- It appears that 3 minority shareholders holding 60,276,833 shares or 2.59 percent of the share with voting right (Not less than 0.25 percent of the share with voting right follow the criteria specified by the company) have agenda to propose the nomination persons to be elected as a director of the company.
- Shareholder proposed Mr. Weerachart Lohsiri and Mrs. Thicomporn Chai-iam to be elected as directors of the company.
- The Committee has considered their qualifications and is of the view that they are suitable with the business of the Company. Therefore deemed appropriated to be included in the agenda of the Annual General Meeting of shareholders for the Year 2019 in Agenda 7 to consider and approved the appointment of new director.

**Miss Akeera Thitichayawat, Company Secretary**, informed the meeting regarding voting and voting procedure as below details;

- 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.
- Shareholders who wanted to disapproved of, or abstain from voting on, any item should mark either the disapproval or abstention box and sign the ballot paper. The company's officer would collect voting slip from shareholders who raised his /her hand to express their wish to cast the vote.

- The Proxies of shareholders who had got a fully right for cast the shareholders vote, the proxies will be have a entitled right to cast their vote with the same authorities with attended shareholders.
- The proxies of shareholders who had already cast their votes for each item on their proxy form had not been given ballot papers upon registration as each resolution would include those votes.
- In each resolution, the company would deduct the disapproval votes or abstentions from the total eligible votes in the meeting in order to determine the number of approval votes. In case of no disapproval votes for abstentions from shareholders or proxies, the resolutions will be count as unanimously votes.
- Any ballot paper which had not been signed or been marked more than one including not clearly marked would be deemed void.
- For each agenda, the chairman would inform the voting results for those agenda then will be moved to the next agenda item.
- Except for Agenda 1 was the information agenda by the Chairman, and Agenda 3 was the consideration and acknowledge on the Company's Performance of 2018 thus no vote for those agenda.
- Agenda 6 and Agenda 7 were the Vote to the election of directors which is an individual voting, company would collect the disagree voting and no voting ballet paper of all shareholders to be counted.
- For case that shareholders have appointed a proxy and assigned their proxy to vote as directed, their vote would be recorded in the computer system for the calculation on each agenda item.
- NEP assigned "INVENTECH" system Company Limited to monitor and oversee the shareholder's meeting in order to ensure transparency and compliance with the law and NEP's Articles of Association.

- NEP has invited Legal Consultant from Thep Law's Company to monitor and oversee the shareholder's meeting in order to ensure transparency and compliance with the law and NEP's Articles of Association.
- NEP also provided opportunity for attended shareholder to register to be able to observe the vote counting throughout the meeting they were asked to provide their name with the registers officer.
- In case any shareholders or proxies attended the meeting after the meeting has been convened, they shall have the right to vote in every agenda which may changes the voting results in each agenda.
- If shareholder had any questions or suggestions in any issues, they were asked to provide their name to the meeting for the purpose of the minutes taking.
- Before entering the agenda, the introduction of directors and all attendants was introduced, the meeting have Company Directors, Sub-committee which consisted of Auditing committees, Recruiting and Remuneration committee, Management committees, Company's financial consultants, Company's Legal consultants and Represented from Thai investor's association presents at the meeting.
- Directors who attended the meeting;
 

1. Pol.Gen. Somchai	Vanichsenee	Chairman of the Board of Directors
2. Mr.Narong	Phaholvech	Independent director and chairman of Audit committee
3. Mr. Nipit	Arunvongse Na Ayudhya	Director/ Chairman of Nomination and Remuneration committee
4. Dr. Warotai	Kosolpisitkul	Director/ Chairman of Good Corporate Governance committee/ Nomination and Remuneration committee
5. Lt. Gen Chirapat	Malai	Independent Director/ Good Corporate Governance committee
6. Mr. Pairoj	Sanyadechakul	Independent Director/Audit committee

7.	Mrs. Chantira	Srimoungpan	Independent Director/Audit committee Nomination and Remuneration Committee/ Good Corporate Governance committee
8.	Ms. Nipha	Lamchiekdes	Director/ Nomination and Remuneration Committee
9.	Ms. Orayaporn	Karnchanachari	Director
10.	Mr. Sathon	Samerpark	Director and Managing Director

(10 Company's Directors equal to 100% of the committee who attended the meeting)

- Vice-Managing directors who attended the meeting:
  1. Mr. Vee           Worasakyothin           Vice-Managing Director (Sale & Marketing and  
Finance & Accounting)
- Accounting auditor from "The Dharmniti Auditing Co.,Ltd"
 

Mr. Peradate   Pongsathiansak
- Legal Advisor from "Thep Law Office"
  1. Mr. Suschanai           Puakiatsakul
  2. Ms. Thachinee           Panglangpol
- Representative from Thai Investors Association
 

Ms. Kanchanawan    Kitcharoensubdee

Mr.Saton Samerphark, Director/ Managing director reported to the Meeting as follow;

- The Meeting was now start with the following agenda.

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

Chairman of the board, stated that

- Even though in the past 2018, the company still have a negative lost income as a results from the accumulated losses for a long time. The company has a positive sign of better performance.
- The Company started to restructure the organization to be more compact, improve the management system to be more efficient, transparent and verifiable. With an internal control

that is prudent, concise, suitable and also improving the management to be complete at one point. With Production Cost control, cost closing, increase production efficiency, reduce waste from factory which are currently in process of problem solve.

- Apart from that the company has recruit new Managing director which is Mr. Saton Samerphark who has ability and experts in production facility to help control and manage in order to increase the company production efficiency
- For Production part, company also got a new Factory manager to help control and manage production planning to match with customer requirement.
- For the next agenda, Managing director will report the business direction and solution of the company.
- Another important agenda is the company has a new major shareholder which is VAVAPACK co.,ltd. which holding 460,000,000 shares or 180 million baht.
- At the End of the past year, shareholder has propose Mr. Weerachart Lohsiri and Mrs. Thicomporn Chai-iam to be appointed as a new directors of the company with the company's nomination process following the Managing director report in the beginning of the meeting.
- Next, Mr. Weerachart will explain on how he will come to improve the performance of the company.
- Finally, the company will try our best to bring the company out of the losses of the company, me and every directors confirms our commitment to taking it seriously.

**Mr. Saton Samerphark**, Director / Managing Directors, informed that

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

**The Meeting acknowledged the information that was shared.**

Agenda 2 To adopt the minutes of the 2018 Annual General Meeting of Shareholders

Mr. Saton Samerphark, Director / Managing Directors, reported to the meeting as follow

- Following the public limited company Act 2535 (1992), section 96 is assigned to all the registered company must provide The Minutes of the Extraordinary General meeting of shareholders and according to the principles of corporate governance of public companies. The Minutes of the Extraordinary 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 2018 Annual General Meeting of Shareholders was held on Thursday, April 26, 2018 was recorded correctly which viewed as proper to consider to adopt the minutes which distributed to all shareholders together with invitation letter to attend this meeting. (Attachment 1) and also published on Company's website "[www.nep.co.th](http://www.nep.co.th)"
- Then the Chairman asked the meeting to adopt the Minute of The 2018 Annual General Meeting of Shareholders.
- The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.
- None of the shareholders questioned. The Managing director then asked the meeting to approved the minutes of the 2018 Annuals General Meeting of Shareholders

The Meeting has voted

Meeting resolution's: The meeting passed a resolution by a vote of a unanimous vote, to approved the minute of the Annual general meeting of shareholders of 2018 with the following details;

Agree	Vote	1,495,698,609	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000

Void ballots            Vote                            0    Percentage of the total shares    0.0000

(Remark: This agenda has 201,168,564 shares more shareholders attended the meeting)

**Agenda 3        To acknowledge the operating results of the Company for the year 2018**

Mr. Saton Samerphark, Director / Managing Directors, reported to the meeting as follow

- The Company has summarized the operational results and significant changing during 2018, as stated in the 2018 Annual Report which distributed to all shareholders together with the invitation letter to attend this meeting (Attachment 2) with the inclusion as a management discussion and analysis (MD & A) report in Annual report 2018 too.
- In this Agenda, please be invited Mr. Vee Worasakyothin, Vice-managing director (Sale & Marketing and Finance a& account to explains the details to the meeting

Mr. Vee Worasakyothin, Vice- Managing Directors (Sale and Marketing and Finance and Accounting), reported to the meeting as follow;

- Operating result in term of Financial status of 2018

	Financial statement in which the equity method is applied					
	2018		2017		2016	
	MB	%	MB	%	MB	%
Cash and cash equivalents	79.52	8.97	56.00	7.38	87.31	11.35
Current investments	-	-	20.00	2.64	75.00	9.75
Trade account receivable and other receivable	58.86	6.64	49.60	6.54	31.68	4.12
Inventories	57.49	6.49	39.07	5.15	20.91	2.72
Other current assets	6.91	0.78	5.68	0.75	6.21	0.81
<b>Total current assets</b>	<b>202.78</b>	<b>22.88</b>	<b>170.35</b>	<b>22.45</b>	<b>221.11</b>	<b>28.74</b>
<b>Restricted bank deposits</b>	60.00	6.77				
Investment in associated company	369.89	41.73	344.57	45.41	324.41	42.16
Investment property	4.73	0.53	4.98	0.66	5.24	0.68
Property, plant and equipments	246.74	27.84	236.39	31.15	216.91	28.19
Other non-current assets	2.21	0.25	2.55	0.34	1.80	0.23
<b>Total non-current assets</b>	<b>683.57</b>	<b>77.12</b>	<b>588.49</b>	<b>77.55</b>	<b>548.36</b>	<b>71.26</b>
<b>TOTAL ASSETS</b>	<b>886.35</b>	<b>100.00</b>	<b>758.84</b>	<b>100.00</b>	<b>769.47</b>	<b>100.00</b>



- In 2018, Company has current asset of 32.43 million baht which was increased from 2017 which is a results from increasing of Account receivable and remaining Inventory from the approximately increasing sale of 30 million baht.
- In 2018, Non-Current asset increased from 2017 for 95.08 Million baht which increasing from the guarantee TR of plastic granule purchases with 60 million baht that reduce the cost of plastic granules of the company while the company got a credit term from bank in return.
- Investments in Associates Company increased following the improved performance of Navanakorn public company limited. With additional from the investment of additional machineries in property, plant and equipment around 10 million baht in 2017.
- Overall in 2018, company has increased total asset of 127.51 million baht compared to 2017.

	Financial statement in which the equity method is applied					
	2018		2017		2016	
	MB	%	MB	%	MB	%
<b>Balance sheet</b>						
Short-term loan from financial institution	9.42	1.06				
Trade accounts payable and other payable	54.54	6.15	50.52	6.66	41.04	5.33
Current portion of long-term loan from related parties	-	-	0.42	0.06	1.67	0.22
Current portion of long-term loan from financial institution	-	-	4.19	0.55	5.80	0.75
Current portion of long-term loan from overseas	24.62	2.78				
Current portion of finance lease nad hire-purchase liabilities	1.70	0.19	2.18	0.29	1.96	0.25
Other current liabilities	0.60	0.07	0.34	0.04	0.19	0.02
<b>Total current liabilities</b>	<b>90.88</b>	<b>10.25</b>	<b>57.65</b>	<b>7.60</b>	<b>50.66</b>	<b>6.58</b>
Long-term loan from relates parties	-	-	-	-	0.42	0.05
Long-term loan from financial institutions-Net	-	-	-	-	9.67	1.26
Long-term loan from overseas company	-	-	24.62	3.24	24.62	3.20
Liabilities under finance lease and hire-purchase agreement	2.51	0.28	4.28	0.56	0.55	0.07
Liabilities from deferred income tax	-	-	0.50	0.07	1.79	0.23
Employee benefit obligations	8.33	0.94	3.51	0.46	3.35	0.44
<b>Total non-current liabilities</b>	<b>10.84</b>	<b>1.22</b>	<b>32.91</b>	<b>4.34</b>	<b>40.40</b>	<b>5.25</b>
<b>TOTAL LIABOLITIES</b>	<b>101.72</b>	<b>11.48</b>	<b>90.56</b>	<b>11.93</b>	<b>91.06</b>	<b>11.83</b>

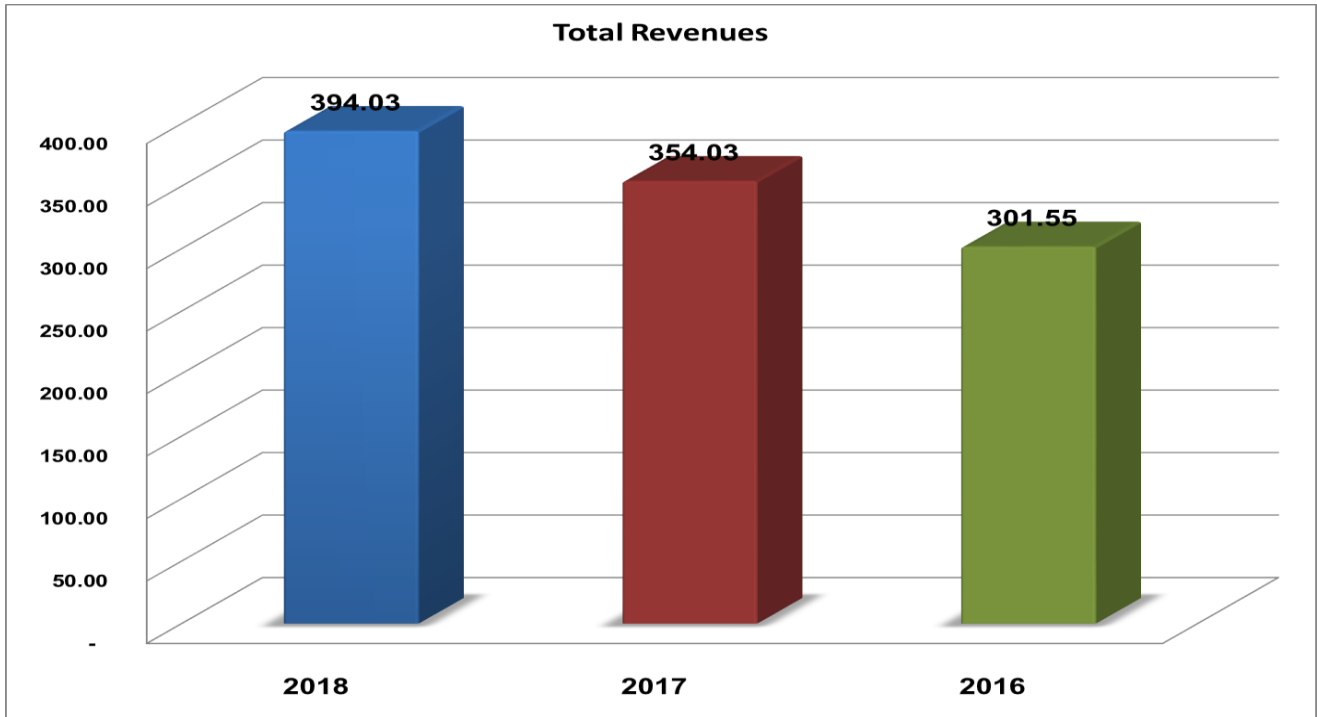
- In 2018, Company has current liabilities of 33.23 million baht increased from 2017 as a results of increasing total current liabilities from purchasing of raw materials to match with increasing production.
- With increasing short term loans from financial institutions of 9.42 million baht as a results of plastic granules purchased through TR as explained in the beginning of the meeting.
- Current portion of Long-term loans from oversea company which is due in 1 year, amount 24.62 million baht from the conversion of long-terms debt to short terms debt as this debt is due in August 2019.
- In 2018, Non-Current liabilities of 22.07 million baht reduce from 2017. This noticeably decreased came from the Company don't have long-terms debt with financial institutions, and only have Long-term loans from abroad which is due in August 2019.
- In 2018. Total liabilities increased by 11.16 million baht compared to 2017 which is mainly came from increasing of raw material's purchased.

#### Financial Ratio

<b>Financial ratio</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Current ratio	2.23	2.95	4.36	0.73	0.90
Quick ratio	1.52	2.18	3.83	0.41	0.51
Debt to equity ratio	0.13	0.14	0.13	0.24	0.23

- Company has current ratio of 2.23, Quick ratio of liquidity 1.52 and Debt to equity ratio of 0.13 that shows the good condition of company's liquidity and financial status.

	<b>Financial statement in which the equity method is applied</b>					
	<b>2018</b>		<b>2017</b>		<b>2016</b>	
	<b>MB</b>	<b>%</b>	<b>MB</b>	<b>%</b>	<b>MB</b>	<b>%</b>
<b><u>Income statement</u></b>						
Revenue from sales	389.38	98.82	350.59	99.03	298.86	99.11
Other income	4.65	1.18	3.44	0.97	2.69	0.89
<b>Total Revenues</b>	<b>394.03</b>	<b>100.00</b>	<b>354.03</b>	<b>100.00</b>	<b>301.55</b>	<b>100.00</b>

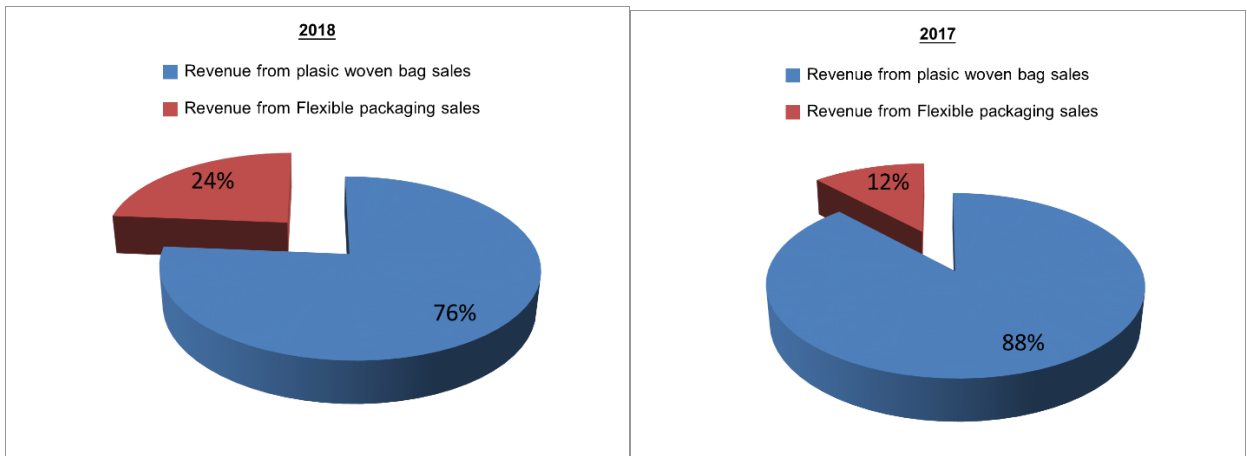


- In 2018, Company has 11% increasing of sale income compared to 2017 as shown in graph. The Company's sales have continuously increased since 2016 since the company opened the production line of flexible packaging.

	Financial statement in which the equity method is applied					
	2018		2017		2016	
	MB	%	MB	%	MB	%
<b>Income statement</b>						
Revenue from sales	389.38	98.82	350.59	99.03	298.86	99.11
Other income	4.65	1.18	3.44	0.97	2.69	0.89
<b>Total Revenues</b>	<b>394.03</b>	<b>100.00</b>	<b>354.03</b>	<b>100.00</b>	<b>301.55</b>	<b>100.00</b>
	Financial statement in which the equity method is applied					
	2018		2017		2016	
	MB	%	MB	%	MB	%
Revenue from plastic woven bag sales	297.27	76.34	308.84	88.09	298.86	100.00
Revenue from Flexible packaging sales	92.11	23.66	41.75	11.91	-	-
<b>Total revenue from sale</b>	<b>389.38</b>	<b>100.00</b>	<b>350.59</b>	<b>100.00</b>	<b>298.86</b>	<b>100.00</b>

- Total sales of 2018 is 394.03 million baht from the sale of plastic woven bag of 297.27 million baht and 92.11 million baht from Flexible packaging.

- Plastic woven bags has almost maintain in sales, the increasing sale is mainly results of the increasing sale of Flexible packing which is double from 2017.



- Sale proportion in 2017 shows that 88% from Plastic woven bags and 12% from Flexible packaging but in 2018 shows the drop of plastic woven bag sale to 76% while the sale of Flexible packaging has increased to 24%.
- With the future expected to continuously increase of sale proportion of Flexible packaging.
- Plastic woven bag products also care create a better gross profit margin by 3-4% compare to last year with the additional of 10-15% of gross profit from Flexible packaging, the additional of new production line results in better gross profit margin to the company. In 2018 company has planned to boost more sale revenue of flexible packaging products.
- Main customers of Plastic woven bags divided into 3 groups which are, 1) Feeding products such as BETAGRO, Perfect companion group, V.C.F.GROUP which are leading company in the market,2) Flour product such as ThaiWa Ingredients and Ratchasima Flour industry. 3) Rice production such as Hong Thong rice, etc. Mainly customers of this group are Agricultural products which also include fertilizer group and sugar industry which are seasonal customer.
- Main customers of Flexible Packaging in a past year company start by approaching our current plastic woven bags customer that normally use Flexible packaging. Our

Flexible packaging customers are mainly in Rice production which are “Sandee rice” “ Ma boon Krong rice” Phanom roong rice” and “Pin Ngen rice” which there products has been place in Supermarket and Hypermarket. Apart from rice production feeding products also our customer such as Bok Dok and Perfect Companion group with some Food production such as Ete’ Ice cream and other such as Muan Pan Yang etc.

	Financial statement in which the equity method is applied					
	2018		2017		2016	
	MB	%	MB	%	MB	%
<b>Income statement</b>						
Cost of sales	396.52	100.63	333.48	94.20	293.71	97.40
Selling expenses	11.38	2.89	9.96	2.81	10.11	3.35
Administrative expenses	60.75	15.42	53.24	15.04	54.46	18.06
Loss from sale and asset impairment	0.26	0.07	(0.89)	(0.25)	11.64	3.86
Loss from sale and impairment of investment in associated company	-	-	-	-	1.76	0.58
Management benefit expenses	15.90	4.04	17.04	4.81	15.71	5.21
Finance costs	1.38	0.35	1.88	0.53	5.95	1.97
<b>Total expenses</b>	<b>486.19</b>	<b>123.39</b>	<b>414.71</b>	<b>117.14</b>	<b>393.34</b>	<b>130.44</b>
Share of profit(loss) from investment in associated company	44.99	11.42	29.26	8.26	20.70	6.86
Income tax revenue (expenses)	0.50	0.13	1.29	0.36	0.21	0.07
Profit (loss) on estimation over actuarial principle	(3.27)	(0.83)	-	-	2.61	0.87
<b>Net profit (loss)</b>	<b>(49.94)</b>	<b>(12.67)</b>	<b>(30.13)</b>	<b>(8.51)</b>	<b>(68.57)</b>	<b>(22.74)</b>

- In 2018, Cost of sale is increased compare to 2017 more than expectation.
- The selling expense is slightly increased follow the increasing sale.
- The administrative expenses also slightly increased due to the company has operate the Extraordinary General Meeting in early of 2018 to approve the Capital increase in the case of Private Placement (PP) and the restructuring of the company in 2019, the expense still in normal condition.
- Management benefit expenses decrease due to the restructuring of management.
- Financial cost decreased because the company has no debt with financial institutions.
- The company also received profit sharing from Navanakorn public company following the better performance of Navanakorn.
- Overall in 2018 Company still have net loss of 49.94 million baht.

- Regarding the higher cost of sales, following the installation of new machinery which are Printing machine, Laminating Machine and Sachet making machine that improve production capacity and higher sales.
- Flexible Packaging products has complexity in printing and Forming technique so in the beginning of the production line company still faced the problem of higher production costs as all the order are new to our production line. The higher cost of production from the Set-up process, the quality inspection of finish products. Company expected to reduce this cost and wasted from production following the officers' learning curve and experience.
- The summary of the problems that the company encountered are Production control and cost control.
- Please be invited Mr. Saton to report the future direction of the company.

Mr. Saton Samerphark, Director / Managing Directors, reported to the meeting as follow

- Future Direction
  - Sale & Marketing
    - Plastic woven bags: Retain existing customer, Focus on Value added product offering, Focus on selling Gravure sack, reduce production of Flexo sack (lower margin).
    - Flexible Packaging: Expand market, Increase sale by focus of our main customer which are Rice production, Feed production and Food production.
  - Administrative
    - Restructure the organization to be compact and improve communication between department to be fast and accurate.
    - Reduce administration expenses and cut of unnecessary expense.
    - Introduce new Software program to improve the work process to reduce the no. of officer and save the office equipment expenses.
  - Factory and Production

- Procure raw materials that meet quality standards but cheaper prices.
  - Develop production formulas to reduce cost
  - Change and develop officers to match the right jobs.
  - Set up the systematic of the Quality control, inspection during production to reduce waste.
  - Develop value added products to increase profit margin.
- For Anti Corruptions program, Company has signed the declaration of intention in the Collective Action Coalition: CAC) project in December 2016 and in the process of submitting the document to certify CAC membership which expectation to receive the document in 2019
  - This agenda is for acknowledgement. The resolution is not required.

The Meeting acknowledged the Operating results of the company for the year 2018.

**Agenda 4** To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2018

**Mr. Saton Samerphark**, Director / Managing Directors, reported to the meeting as follow

- 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.

**Mr. Narong Phaholvech**, director and chairman of Audit committee, reported to the meeting as follow

- The Audit committee is agreed with management and account auditor to consider the financial statement of 2018 ended on December 31, 2018, which details of the financial statements have appeared in the Annual Report 2018 which has already been delivered to the shareholders. With a common opinion that those financial statements have been prepared

correctly according to the standards of the financial statements. And have sufficient information to disclose with the auditor expressed to approve without conditions.

- The Board of Directors approved the financial statement and deemed it appropriate to propose to the shareholders' meeting to consider and approve the Annual financial position and statement of comprehensive income 2018 for the year ended on December 31, 2018 which has been verified by certified accountant and audited by the auditor committees and approved by the Board of Directors.

**Mr. Boonsong Chookitrungrueng**, Shareholder, questioned,

- Requesting to annual report Page 83, Profitable ratio, Operating profit margin and Net profit margin are significantly decrease compared to 2017, please explained.

**Mr. Vee Worasakyothin**, Vice- Managing Directors (Sale and Marketing and Finance and Accounting), explained to the meeting as follow

- Reason behind the decreasing of Profitable ratio, Operating profit margin and Net profit margin when compared to 2017 are the cost of production as the company high waste during production of new orders of Flexible packaging.
- During setup and color checking, the company still facing controlling of the standard that cause higher waste during the first few production time. But the waste control trend to be better for repeated order.
- For the past quarter of this year, company have better ability to control waste until meet the standard waste controller setting follow the direction that MD has explained in Agenda 3.
- With expectation to gain possible margin from Flexible packaging in this following year.

**Mr. Saton Samerphark**, Director / Managing Directors, reported to the meeting as follow

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



- None of the shareholders questioned. The Managing director then asked the meeting to approved the statement of financial position and statement of comprehensive income for the year ended December 31, 2018

The Meeting has voted

Meeting resolutions: The meeting passed a resolution by a vote of a unanimous vote, To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2018 with the following details;

Agree	Vote	1,548,449,471	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

(Remark: This agenda has 51,750,862 shares more shareholders attended the meeting)

#### Agenda 5 To approve the omission of dividend for the year 2018

Mr. Saton Samerphark, Director / Managing Directors, reported to the meeting as follow

- 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 2018.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.

- None of the shareholders questioned. The Managing director then asked the meeting to approve the omission of dividend for the year 2018.

The Meeting has voted

Meeting resolutions: The meeting passed a resolution by a vote of majority vote, to approve the omission of dividend for the year 2018 with the following details;

Agree	Vote	1,548,469,572	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

(Remark: This agenda has 20,101 shares more shareholders attended the meeting)

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

Mr. Saton Samerphark, Director / Managing Directors, reported to the meeting as follow

- For the following agenda 6,7 and 8, may I invited Mr. Nipit Arunvongse Na Ayudhya, Director/ Chairman of Nomination and Remuneration committee to reported the following agenda to the meeting

Mr. Nipit Arunvongse Na Ayudhya, Director/ Chairman of Nomination and Remuneration committee, informed the meeting as followed;

- According to the Company's Article of Association Section 16, specifies that in every Annual General Meeting, one third of the directors must retire from duty. If the number is divided into three does not match then the number nearest to one third of the directors must retire. However, through retirement rotation, directors may be reelected to presume duty.
- There are 3 directors who have to be retired by rotation in the 2019 Annual General Meeting of Shareholders are as follows:

1) Dr. Warotai	Kosolpisitkul	Director/ Chairman of Good Corporate Governance committee/ Nomination and
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		Remuneration committee
2) Mr.Narong	Phaholvech*	Independent director and chairman of Audit committee
3) Mrs. Chantira	Srimoungpan	Independent Director/Audit committee Nomination and Remuneration Committee/ Good Corporate Governance committee

Remark: \*Mr. Narong Phaholvech has served as an Independent director for 6 years. If there is a renewal for another term in this meeting, he will be an Independent Director for 9 years.

- All 3 nominated are fully qualified in the Public Company Act, Notification of the Office of the Securities and Exchange Commission and the Article of the company. Besides, Mr.Narong Phaholvech and Mrs. Chantira Srimoungpan, the independent directors, are considered by the Board of Directors that they are the person who can provide independent opinion according to the related regulations. Therefore, the Board of directors has agreed to propose 3 directors who retired by rotation should be re-elected to continue there term.
- Therefore, the directors who retired in this term did not attend and vote on this agenda in the board of directors meeting.
- The biography of the directors distributed to all shareholders together with the invitation letter to attend this meeting and to comply with good corporate governance principles. Directors who retired and hold shares, those shares will not be counted as voted in this agenda. In this time, no director holds such shares.
- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.

**The Meeting** has voted

Meeting resolutions: The meeting passed a resolution by a vote of majority vote, to approve the election of directors replacing those who retired by rotation with the following details;

(1) Dr. Warotai	Kosolpisitkul		
Agree	Vote	1,548,587,707	Percentage of the total shares 100.0000
Disagree	Vote	0	Percentage of the total shares 0.0000

Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

(Remark: This agenda has 118,135 shares more shareholders attended the meeting)

(2) Mr.Narong Phaholvech

Agree	Vote	1,548,587,707	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

(Remark: This agenda has no new shareholders attended the meeting)

(3) Mrs. Chantira Srimoungpan

Agree	Vote	1,548,587,707	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

(Remark: This agenda has no new shareholders attended the meeting)

**Agenda 7 To consider and approve the appointment of new director**

Mr. Nipit Arunvongse Na Ayudhya, Director/ Chairman of Nomination and Remuneration committee, informed the meeting as followed;

- As the company has given the opportunity for shareholders to nominate qualified persons to be elected as directors according to the Company's nomination process in advance during 1-31 December 2018 through the company website. It appears that there are 3 minority shareholders holding 60,276,833 shares or 2.59% of the shares with voting rights of the company (Not less than 0.25 percent of the shares with voting rights of the company According to the criteria), nominating persons to be elected as directors of the Company with the following names

(1) Mr. Weerachart Lohsiri

(2) Mrs. Thicomporn Chai-iam

- The Nomination and Remuneration Committee has considered their qualifications and is of the view that they are suitable in terms of competence, knowledge, capability and experience. Also, they have not engaged in any business nor held shares in any company, which is in competition with the Company. Therefore, the said two persons should be appointed as the Company's new director.
- The Board of Directors has considered and considered that both persons are qualified persons, having qualifications suitable for the business of the Company according to the opinion of the Nomination and Remuneration Committee.
- The biography of the directors distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 3)
- The board of directors has recommended proposing to the meeting to appoint Mr. Weerachart Lohsiri and Mrs. Thicomporn Chai-iam to be the additional 2 directors of the Company. The number of directors of the Company will be 12 persons.
- Please be invited Mr. Weerachart Lohsiri and Mrs. Thicomporn Chai-iam to introduce yourself to the shareholders.

**Mrs. Thicomporn Chai-iam**, Nominating person to be elected as Director said;

- I'm glad to be nominated and elected as a director of the company and will bring the company forward.

**Mr. Weerachart Lohsiri**, Nominating person to be elected as Director said;

- Myself, Mrs. Thicomporn and on behalf of VAVAPack company hold company shares of 22 percentage.
- From my observation of the management of the company for a past quarter, found that the problem is at the foundation of the company which is the lack of knowledge and understanding in the practicing, with the knowledge in business. But in committee level, there are very good and has been adjust until become excellent.

- If I have been elected to be director, I'll exchange my experience and knowledge with other directors to accelerate the company outcome to gain a positive revenue and profitable as soon as possible.

**Ms. Janenate Methaweewinit**, proxy shareholder from Ms. Apitsada Chaleawboon questioned,

- After has been elected, how will you acts to make profitable to the company and what is the problem of the company that can be improve?
- How the company will added the value to the lower net margin products?
- Sale of the company didn't drop but cost and expenses are also high, therefore, would like to leave the 2 new persons who has been nominated as directors to help control and take care of this expenses.

**Mr. Weerachart Lohsiri**, Nominating person to be elected as Director replied;

- With all my knowledge and experiences in production facilities I believed that I can make a better changes.
- From my observation of the management of the company, found that the problem is at the foundation of the company "Staffs" which is the lack of knowledge and understanding in the production base.
- Company started from hemp sack business, and turned into plastic sack, the older personnel's in production still be able to handle. But when the company start producing Flexible packaging which need faster and higher technology. The old personnel cannot operates. Then we need to change the related personnel's which has been changes in executive level.
- For the operator, might need some operating time, when the foundation has been improved, I believed that the company will have a significant changes. Especially in operating levels.
- For plastic sack production which the products has low margin, currently the company start to turned into Flexible packaging which is the right direction following the market sizes of the product. While Plastics sack has market size of 8,000 billion baht/year, Flexible packaging

has market size of 60,000 billion baht/year which is much bigger sizes compare to plastic sack market.

- As Managing director has reported since the beginning that the company has a good start in managing Flexible packaging, only the waste control that still high due to lack of experience operator that need some learning time. Currently, the wastes is continuously reduce and company start to turn normal customer to loyal customers.
- Flexible packaging has much better margin and more opportunity to expand in the future.

Mr. Nipit Arunvongse Na Ayudhya, Director/ Chairman of Nomination and Remuneration committee, informed the meeting as followed;

- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.
- None of the shareholders questioned. The Managing director then asked the meeting to approve the appointment of new director.

**The Meeting** has voted

Meeting resolutions: The board of directors has recommended proposing to the meeting to appoint Mr. Weerachart Lohsiri and Mrs. Thicomporn Chai-iam to be the additional 2 directors of the Company. The number of directors of the Company will be 12 persons. The meeting passed a resolution by a vote of a unanimous vote, with the following details;

(1)	Mr. Weerachart	Lohsiri		
Agree	Vote	1,548,794,273	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

(Remark: This agenda has 206,566 shares more shareholders attended the meeting)

(2)	Mrs. Thicomporn	Chai-iam		
Agree	Vote	1,548,794,273	Percentage of the total shares	100.0000

Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

(Remark: This agenda has no new shareholders attended the meeting)

**Agenda 8 To approve fixing of the remuneration of directors for the year 2019**

Mr.Nipit Arunvongse Na Ayudhya, Director/ Chairman of Nomination and Remuneration Committee , informed the meeting as followed;

- The Nomination and Remuneration Committee considered and proposed to the board of directors to propose this matter to the shareholders' meeting for consideration. The remuneration of directors shall be based upon the comparison to the average practice of the related or similar industries and according to what is suitable to the Company's business including the past payment to the Company's directors. The compensation, meeting allowance and permanent remuneration of directors should be the same as 2018 total amount Baht 6 million and no bonus payment shall be made to the board members since the Company has suffered loss from its business operation.
- The details of monthly compensation and meeting allowance are as follows:



Monthly Compensation	2019 (Current Proposal)	2018
Chairman of the Board of Directors	70,000	70,000
Vice Chairman of the Board of Directors	40,000	40,000
Directors	30,000	30,000
Chairman of the Audit Committee	7,500	7,500
Member of the Audit Committee	5,000	5,000
<b>Meeting Allowance of Sub-Committee</b>	<b>(Baht/ meeting)</b>	<b>(Baht/ meeting)</b>
Chairman of the Nomination and Remuneration Committee	7,500	7,500
Chairman of the Corporate Governance Committee		
Member of the Nomination and Remuneration Committee	5,000	5,000
Member of the Corporate Governance Committee		

Remarks: At present, the Company has not appointed the Vice Chairman of the Board of Directors.

- The board of directors deems it expedient to propose shareholders' meeting to determine the remuneration of directors for the year 2019 by fixing the compensation, meeting allowance and permanent remuneration of directors to be Baht 6 million and no bonus payment shall be made to the board members. Such remuneration does not include compensation or benefit received as employees by the directors who also are the Company's employees.
- The resolution of the agenda must be approved by not less than two-thirds of the shareholders who attend the meeting and exercise their voted.
- None of the shareholders questioned. The Managing director then asked the meeting to approve fixing of the remuneration of directors for the year 2019.

The Meeting has voted

Meeting resolutions: The board of directors deems it expedient to propose shareholders' meeting to determine the remuneration of directors for the year 2019 by fixing the compensation, meeting allowance and permanent remuneration of directors to be Baht 6 million and no bonus payment shall be made to the board members. Such remuneration does not include compensation or benefit received as employees by the directors who also are the Company's employees. The meeting passed a resolution by a vote of a unanimous vote, with the following details;

Agree	Vote	1,548,794,773	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

(Remark: This agenda has 500 shares more shareholders attended the meeting)

**Agenda 9** To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2019

Mr. Narong Phaholvech, Director /Chairman of Audit committee, reported to the meeting as follow

- The Audit Committee has considered the selection of auditors for the year 2019, which has proposed more than 2 auditing fees based on the performance results, independent and the remuneration of the proposed auditors. The Audit Committee agreed that Dharmniti Auditing Co., Ltd, which had auditors approved by the SEC, had 11 licenses. Dharmniti Auditing Co., Ltd. is the lowest bidder by offering an additional audit fee of 20,000 baht, representing an increase of 1.77% from 2018.
- 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 2019 with details as follows:

<u>Names</u>	<u>CPA License No.</u>	<u>Year of Auditing for the Company</u>
1) Mr. Peradate Pongsathiansak	4752	4
2) Ms. Wannisa Ngambaothong	6838	0
3) Mr. Thanawut Piboonsawat	6699	0

or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2019. 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 2019 to be Baht 1,150,000 with details set out as follows:

Description	2019 (Current Proposal)	2018
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	600,000
Non audit fees	-	-
<b>Total</b>	<b>1,150,000</b>	<b>1,130,000</b>

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

**Mr. Saton Samerphark**, Director / Managing Directors, reported to the meeting as follow

- Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.
- None of the shareholders questioned. The Managing director then asked the meeting to approve the appointment of the Company's auditor and the auditor's remuneration for the year 2019.

The Meeting has voted

Meeting resolutions: It is deemed expedient to propose the shareholders' meeting to appoint Mr. Peradate Pongsathiansak, CPA License no. 4752 or Ms. Wannisa Ngambaonthong, CPA License no. 6838 or Mr. Thanawut Piboonsawat, CPA License no. 6699 or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2019 and considered to specify remuneration for auditor of 2019 to be Baht 1,150,000. The meeting passed a resolution by a vote of a unanimous vote, with the following details;

Agree	Vote	1,548,794,773	Percentage of the total shares	100.0000
Disagree	Vote	0	Percentage of the total shares	0.0000
Abstain	Vote	0	Percentage of the total shares	0.0000
Void ballots	Vote	0	Percentage of the total shares	0.0000

(Remark: This agenda has no new shareholders attended the meeting)

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

Mr. Saton Samerphark, Director / Managing Directors, reported to the meeting as follow

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

Mr. Winai Roongtiwa, Shareholder, questioned,

- After company has appointed the New Managing Director and Factory manager to fix the fundamental problems in production line, please share the number of waste in Production of Flexible packaging after the problem fixed, and what is the waste target?

Mr. Saton Samerphark, Director / Managing Directors, replied as follow;

- At the end of 2018, waste of Flexible packaging production is 19%, currently the wastage is slightly reduce to 16%. The Target waste is 12% which complies with standard waste of business to not more than 12 % of waste is acceptable.

Mr. Winai Roongtiwa, Shareholder, questioned,

- How many Percentage of the production capacity use for Flexible packaging

- When the Company will meet the Break-Even point?

Mr. Saton Samerphark, Director / Managing Directors, replied as follow;

- Currently Flexible packaging use 50-60% of production capacity which was the next target to Sale and Marketing department to find more orders. Company has plan to produce 20 million baht within June-July 2019.
- The company has recruit more new marketing and sale officers to focus on finding new target customer to fulfill the target of sale at 20 million baht within July 2019.

Mr. Winai Roongtiwa, Shareholder, questioned,

- Will the company meet the Break-even point if the target that Managing director has mentioned is reach?

Mr. Saton Samerphark, Director / Managing Directors, replied as follow;

- In order to reach the Break-Even, the company needs to reach 3 parts which are;
  - (1) Sale which has been explain that the company need to increase sale of Flexible packaging to reach 20 million baht within the next 3-4 months. Currently, the company has Flexible packaging sale of 12 million baht. Company need to find more sale revenue to increase the profitable rate to cover the overhead cost and other fixed costs.
  - (2) Reducing some Fixed cost
  - (3) Reducing some production expenses, company are now working on reduction of Raw material cost and direct labor cost.
- The Company aim to reach the Break-Even point within the early of Quarter 4, 2019.

Mr. Winai Roongtiwa, Shareholder, questioned,

- In message from the Chairman of the Board of Director stated in Page 2 of Annual report that “With the determination to solve the loss in profit and to develop the company to steadily and sustainably grow. It requires the unification of both Management team and employees who have worked hard throughout the year in order to overcome the various problem and

obstacles. With the intention to recover the business. All of this make the Board of directors of the company and the management are confident that the following 2019 will be a year that company has improved the operating results and can return into profitable organization”

How much confident that the company will make profit in this year?

**The Chairman of the meeting**, replied that

- I'm confident that the company will make profit due to the company has spent time to recruit and testing the Managing director and Factory manager to find the suitable persons. But now the company has a new managing director and factory manager.
- The changing of many positions in the company may cause the company to waste sometime.
- I and Mr. Weerachart, consultant of the Board of directors, have continuously discuss to speed up the problem resolution of the company. The company needs knowledgeable and experiences persons to work with that's why the company need to make change in some positions.
- In the paste, I and directors have tried in every way to solve the problem by trying to reduce the expenses without causing worker's panic.

**Mr. Wisoot Kakanang**, Shareholder, questioned,

- Following Managing director explained that the company has increase the sale persons, what is the management plan?, How are they grouped?, How many additional employees? How are client visits planned? Does someone controlled?

**Mr. Saton Samerphark**, Director / Managing Directors, replied as follow;

- Company has recruited 2 new employees.
- Sale team have sale line following the area which the team leader to join the visiting plan of their team. In order to ensure that there is a real customer reach. With the clear information given, then the team can close the deal easily.
- For every information presented, sale team had a very well planned and prepared the sample with quotations to present information and close the deal within the present day.

- Apart from the above, company has also received the Artwork design project for flexible packaging too.

Mr. Vee Worasakyothin, Vice- Managing Directors (Sale and Marketing and Finance and Accounting), explained to the meeting as follow;

- Currently, the company has 8 sale persons, the plastic woven bag sales are also assigned to sell Flexible packaging too, but with lower target. But for new recruit sale persons, they were assigned with higher target of Flexible packaging.
- Then with 2 new sale persons that company recruited, target sales for each person is 5 million baht/month with expectation to gain sales of 40-50 million baht.

Mr. Wisoot Kakanang, Shareholder, questioned,

- How many customer in each sale person's hands?
- Whenever company has special deals, sale person is deal? Or the team leader will do?

Mr. Vee Worasakyothin, Vice- Managing Directors (Sale and Marketing and Finance and Accounting), explained to the meeting as follow;

- Sale team has divided into 4 teams. Each team handle 20-30 customers on their team.
- 10 Majority of our plastic woven bag and flexible packaging customers hold 60-70% of total sales, therefore in order to maintain this customer, we focuses on the best customer services then each team needs to have customer visiting plan.
- Plastic woven bag sales focus on maintaining existing customers which are our majority customer, Flexible packaging sales focus on finding new customers.
- For Pricing, company has specified standard prices by management level.
- For normal sale, the deals will be close and approve by the team leader. But for special deals which is less than standard pricing, the deal must only be approved by management level.

Mr. Wisoot Kakanang, Shareholder, suggested that,

- From his experience, if there were a special pricing and the team leader finished the deal by himself, the sale person will meet the obstacle in future sale as their will lost their ability to

deal with customer. Then I would suggest to let the sale persons to deal with customer and let the team leader to only control.

Mr. Saton Samerphark, Director / Managing Directors, reported to the meeting that,

- None of the shareholders questioned.

The Chairman of the meeting, replied that

- Company is very welcome to considered all the suggestion of all shareholders, the Board of director will use all the suggestion to approve and revise for the better benefit of the company.
- On behalf of the board of director, management and employees of NEP Realty and Industry Public Company Limited would like to thank you shareholders, proxies shareholders and all the honored guests who taking time to attend the meeting today. And requested to close the meeting.

The meeting was adjourned at 12.00 pm.

\_\_\_Pol. Gen. Somchai Vanichsenee\_\_\_ Chairman of the Board of Directors

(Pol.Gen. Somchai Vanichsenee)

Chairman of the Meeting

\_\_\_\_\_Akeera Thitichayawat\_\_\_\_\_Minute recorded

(Ms. Akeera Thitichayawat)

Company Secretary