



Invitation to attend
The 2024 Annual General Meeting of
Shareholders

NEP Realty and Industry Public Company Limited

Wednesday, April 24, 2024 at 10.30 a.m.

By electronic means (E-AGM)

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



Ref: NEP019/2024



March 22, 2024

Subject : Invitation to attend the 2024 Annual General Meeting of Shareholders

To : All Shareholders

NEP Realty and Industry Public Company Limited

- Enclosure:
1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 in QR Code format
 2. Annual Registration Statement for the Year 2023 (Form 56-1 One Report) in QR Code format
 3. Information of directors to be elected as directors to replace those retiring by rotation
 4. Profiles of the Company’s auditors for 2024
 5. Proxy Form A and B
 6. Independent Director’s Profile as Proxies from Shareholders
 7. Definition of Independent Director
 8. Verification and Procedure for Attending the 2024 Annual General Meeting of Shareholders via Electronic means (E-AGM)
 9. Electronic Meeting System User Manual for Annual General Meeting of Shareholders
 10. The Company’s articles of association regarding Annual General Meeting of Shareholders and voting

Enclosure 1 Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023	Enclosure 2 Annual Registration Statement For the Year 2023 (Form 56-1 One Report)
	

The Board of Directors of NEP Realty and Industry Public Company Limited (“the Company”) resolved to hold the 2024 Annual General Meeting of Shareholders on **Wednesday, April 24, 2024 at 10.30 a.m. by the electronic means (E-AGM)** (there will be no on-site registration on Wednesday, April 24, 2024), in order to consider the following agenda

Agenda 1 The matters to be informed by Chairman of Board of Directors

Facts and reasons: The matters informed to the meeting by the Chairman about its business.

Board's opinion: View as proper to shareholders should be acknowledged the matter informed to the meeting by the Chairman.

Resolution: This agenda is for acknowledgment Thus, no vote for this agenda.

Agenda 2 To adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

Facts and reasons: The minutes of Extraordinary General Meeting of Shareholders No. 1/2023 held on Monday, July 17, 2023 were recorded correctly (Detailed in Enclosure 1)

Board's opinion: The minutes were recorded correctly and completely. It is appropriate to propose to the shareholders' meeting to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

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

Agenda 3 To acknowledge the operating results of the Company for the year 2023

Facts and reasons: The Company summarized the operational results and significant changing during 2023, as stated in the Annual Registration Statement for the Year 2023 (Form 56-1 One Report) which distributed to all shareholders. (Detailed in Enclosure 2)

Board's opinion: It is appropriate to report the operating results of the Company for the year 2023 to the shareholders' meeting for acknowledgement.

Resolution: This agenda is for acknowledgment Thus, no vote for this agenda.

Agenda 4 To approve the statement of financial position and statement of comprehensive income for the year 2023 ended December 31, 2023

Facts and reasons: The statement of financial position and statement of comprehensive income for the year 2023 ended on December 31, 2023 which has been audited by the auditors and approved by the Board of Directors. (Detailed in Enclosure 2)

Board's opinion: It is appropriate to propose to the shareholders' meeting to approve the statement of financial position and statement of comprehensive income for the year 2023 ended December 31, 2023.

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

Agenda 5 To approve not to pay dividends from the performance of the year 2023

Facts and reasons: The Company's policy is to pay dividends at the 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.

The Public Company Limited Act, Section 115, provides 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 said Act.

Board's opinion: Based on the reason stated above, it is appropriate to propose to the shareholders' meeting to consider not to pay dividends from the performance of the year 2023

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

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

Facts and reasons: Under the Company's Article of Association Section 16, every Annual General Meeting, one third of the directors must retire by rotation. If the number is not a multiple of three, then the number nearest to one third of the directors must retire. However, through retirement rotation, directors may be re-elected.

In the 2024 Annual General Meeting of Shareholders, there were two directors who retired by rotation as follows:

- | | |
|----------------------------|---------------------------------------------------------------------------------------------|
| 1) Ms. Watee Waenkaew | Director / Chairman of the Nomination and Remuneration Committee |
| 2) Ms. Orrawan Trongkratok | Director / Director Risk Management Committee / Deputy Managing Director/ Company Secretary |

These two persons have passed the screening process of the Company's Board of Directors that they are knowledgeable and capable, and fully qualified for being directors as specified in the Public Company Limited Act B.E. 2535 and the rules and regulations of the Securities and Exchange Commission. The Board of Directors deemed it appropriate to re-elect these two persons to be directors for another term.

These two directors did not attend the Board of Directors' meeting and vote on the said agenda. At the same time, the profiles of these two directors are attached to this invitation letter. (Detailed in Enclosure 3)

The Company has provided opportunities to the shareholders to propose agenda items and nominate candidates to be considered for election as directors from December 1, 2023 to December 31, 2023. It appeared that no shareholder proposed any agenda and nominated anyone to be elected as a director.

Board's opinion: It is appropriate to propose to the shareholder meeting for the consideration and approval of the re-election of the two directors who must retire by rotation, namely 1) Ms. Watee Waenkaew 2) Ms.

Orrawan Trongkratok, to be directors for another term because these 2 persons are knowledgeable and capable, and fully qualified for being directors as stipulated in the Public Company Limited Act B.E. 2535 and the rules and regulations of the Securities and Exchange Commission.

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

Agenda 7 To approve fixation of the remuneration of directors for the year 2024

Facts and reasons: The Nomination and Remuneration Committee 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 taking into account of the Company's past practices. For the year 2024, the monthly remuneration and meeting allowances is fixed at the same rate as proposed at the Extraordinary General Meeting of Shareholders No. 1/2023, but the amount was reduced from Baht 3.2 million to Baht 2.81 million because the number of directors decreased from 11 persons to 8 persons. And, no payment of annual bonus for 2023 was made because the Company still has loss and is in the process of improving its business.

The monthly remuneration and meeting allowance from 2022 to 2024 are as follows:

Monthly Compensation	2024 (Current Proposal)	2023 (EGM)	2023 (AGM)	2022
Chairman of the Board of Directors	50,000	50,000	70,000	70,000
Vice Chairman of the Board of Directors	30,000	30,000	-	40,000
Directors	20,000	20,000	30,000	30,000
Chairman of Audit Committee	7,500	7,500	7,500	7,500
Member of Audit Committee	5,000	5,000	5,000	5,000

Meeting Allowance of Sub-Committee	2024 (Current Proposal)	2023 (EGM)	2023 (AGM)	2022
	(Baht/ meeting)			
Chairman of Sub-Committee - Nomination and Remuneration Committee - Corporate Governance Committee - Risk Management Committee	7,500	7,500	7,500	7,500
Member of Sub-Committee - Nomination and Remuneration Committee - Corporate Governance Committee - Risk Management Committee	5,000	5,000	5,000	5,000
Total	2,810,000	3,200,000	5,000,000	6,000,000
Resolution of shareholders	Not yet resolved	Not approved	Not approved	Approved

Board's opinion It is appropriate to propose to the shareholders' meeting to approve the remuneration of the Board of Directors for the year 2024 by determining the remuneration to be paid in the form of monthly remuneration and meeting allowances in the amount of Baht 2.81 million without other forms of remuneration and other benefits and to not pay bonuses for the year 2023. The directors who are employees of the Company will receive bonuses, and benefits as employees.

Resolution: The resolution of the agenda must be approved by not less than two-thirds of the shareholders who attend the meeting.

Agenda 8 To approve the fixation of the remuneration of directors for the 4th quarter of 2023

Facts and reasons: The Nomination and Remuneration Committee, upon consideration of the remuneration, proposed to the Board of Directors to propose to the shareholders' meeting to determine the remuneration of the directors who have performed their duties during the 4th quarter of 2023 (October - December 2023) to unfold the Company's problems and to continue the Company's business until present. The Nomination and Remuneration Committee resolved to propose the Board of Directors to propose to the shareholders' meeting to approve the monthly remuneration and meeting allowance for the 4th quarter of 2023 to directors performing their duties at that time in the amount of Baht 0.67 million the reference of which is directors' remuneration for the year 2024 proposed to the Annual General Meeting for the year 2024.

Board's opinion: It is appropriate to propose to the shareholder meeting to approve the remuneration for the 4th quarter of 2023 to directors performing their duties at that time in the amount of Baht 0.67 million.

Resolution: The resolution of the agenda must be approved by not less than two-thirds of the shareholders who attend the meeting.

Agenda 9 To approve the appointment of the Company’s auditor and the audit fee for the year 2024

Facts and reasons: The Audit Committee has considered the selection of auditors for the year 2024, by considering performance, independence, and the remuneration of the auditors. The Audit Committee’s opinion is that the auditors from Dharmniti Auditing Co., Ltd. are knowledgeable and capable in auditing financial statements. From their performance of auditing the Company’s financial statements in the past, the auditors from Dharmniti Auditing Co., Ltd. well performed and gave views and recommendation beneficial to the Company. The audit fee of Dharmniti Auditing Co., Ltd. in the past is appropriate and fair. The Audit Committee therefore proposed to the Board of Directors to propose to the shareholders’ meeting to appoint auditors from Dharmniti Auditing Co., Ltd. to be the Company’s auditors for the year 2024, namely:

<u>Names</u>	CPA License No.	Year of Auditing for the Company	
(1) Ms. Chutinant Kopraserthaworn	9201	4	Or
(2) Ms. Chotima Kitsirakorn	7318	0	Or
(3) Ms. Wannisa Ngambauthong	6838	0	

To be the Company’s auditor for the year 2024. In case the auditors whose names appear above are unable to perform duties, Dharmniti Auditing Co., Ltd. will appoint another certified auditor of Dharmniti Auditing Co., Ltd. approved by the Securities and Exchange Commission to act as the Company’s auditor instead. 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. The audit fee for the year 2024 is fixed at Baht 980,000 with details as follows:

Description	2024 (Current Proposal)	2023
Review fee for quarterly financial statements (145,000 Baht/quarter x 3 Quarter)	435,000	510,000
Audit fee for annual financial statements	545,000	640,000
Non-audit fees	-	-
Total	980,000	1,150,000

Nava Nakorn Public Co., Ltd., the Company’s associated company and having the common directors of the Company, appointed auditors from KPMG Phoomchai Audit Ltd. Thus, the auditors of the Company’s associated company are not in the same audit firm as the Company’s. The Board of Directors will arrange to have the financial statement prepared in a timely fashion.

Board’s opinion: It is appropriate to propose to the shareholders’ meeting to appoint the auditors from Dharmniti Auditing Co., Ltd. to be the Company’s auditors for the year 2024, namely, Ms. Chutinant

Koprasertthaworn, CPA License no. 9201 or Ms. Chotima Kitsirakorn, CPA License no. 7318 or Ms. Wannisa Ngambuathong, CPA License no. 6838 to be the Company's auditor for the year 2024. In case the auditors whose names appear above are unable to perform duties, Dharmniti Auditing Co., Ltd. will appoint another certified auditor of Dharmniti Auditing Co., Ltd. approved by the Securities and Exchange Commission to act as the Company's auditor instead. The audit fee for the year 2024 is fixed at Baht 980,000

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

Agenda 10 To consider other matters (if any)

The Company schedules the record date for the right of shareholders to attend the 2024 Annual General Meeting of Shareholders on March 13, 2024.

In addition, the Company has published the invitation to the shareholders' meeting together with the supporting documents on the Company's website at www.nep.co.th. Shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders on April 24, 2024 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 10.

It is recommended that shareholders and/or proxies study the registration guidelines and prepare identity verification documents, as well as study the method of voting and the procedure for attending the meeting, in accordance with the details that appear in the Verification and Procedure for Attending the 2024 Annual General Meeting of Shareholders via Electronic Means (E-AGM) and the Electronic Meeting System User Manual for the 2024 Annual General Meeting of Shareholders in Enclosure 8 and Enclosure 9 respectively.

Individual shareholders who wish to use their identification card to verify their identity shall register to attend the 2024 Annual General Meeting of Shareholders from April 10, 2024 at 9:00 a.m. to April 22, 2024 at 4:00 p.m. at

[URL:https://portal.eservice.setgroup.or.th/Account/Login?refer=dhNJCaM7I9W3iMd%2f4lKshf1GPKYs1tIMxj6dkUJOhkXsvxbgYKplhg%3d%3d](https://portal.eservice.setgroup.or.th/Account/Login?refer=dhNJCaM7I9W3iMd%2f4lKshf1GPKYs1tIMxj6dkUJOhkXsvxbgYKplhg%3d%3d)

QR Code:



For individual shareholders who wish to use other documents to verify their identity, such as passports, or corporate shareholders or shareholders that wish to appoint a proxy to attend the meeting on behalf of shareholders, they should provide the proof of identity together with the proxy form (in the case of a proxy), in accordance with the details that appear in the Verification and Procedure for Attending the 2024 Annual General Meeting of Shareholders via Electronic Means (E-AGM) in Enclosure 8, to the Company Secretary, NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, or email: secretary@nep.co.th by April 19, 2024.

In this regard, once the Company has reviewed the list of shareholders in accordance with the information as of the Record Date, the system will send a username and password to the e-mail addresses of shareholders or proxies that have notified the Company in order to enable shareholders or proxies to sign into the system for the Annual General Meeting of Shareholders via electronic means. However, the Company requests shareholders' cooperation in delegating one of the Company's Independent Directors as their proxy to attend the meeting on their behalf.

In addition, shareholders can appoint an independent director as proxy in order to attend the meeting and vote on their behalf, as detailed in the Profiles of the Independent Directors for the APPOINTMENT OF Proxy by Shareholders in **Enclosure 6**. Shareholders can submit a signed proxy form affixed with THB 20 stamp duty and supporting documents for appointing a proxy in accordance with the information contained in the Verification and Procedure for Attending the 2024 Annual General Meeting via Electronic Means (E-AGM), as detailed in **Enclosure 8**, to Company Secretary, NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, or email: secretary@nep.co.th, by April 19, 2024.

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

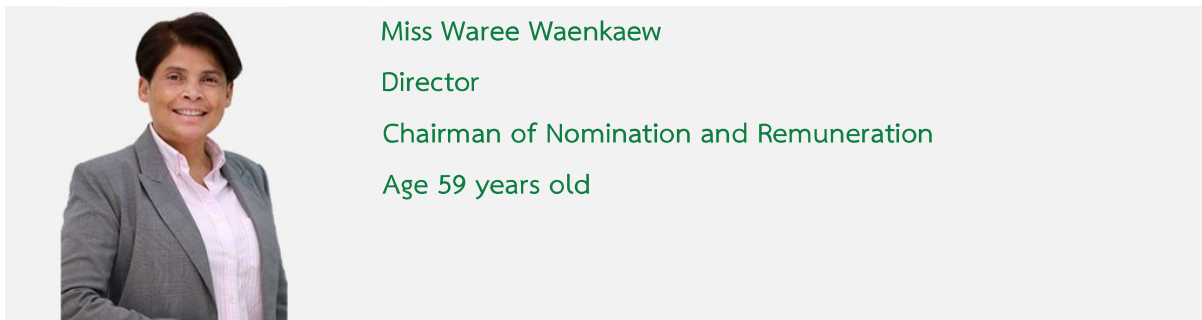
Yours sincerely,



(Mr. Weerachat Lohsiri)

Managing Director

Director's Profile



Miss Waree Waenkaew
Director
Chairman of Nomination and Remuneration
Age 59 years old

Nationality Thai
 Date of Birth 27 June 1965
 Date of first appointment 31 May 2023
 Term of office 7 months

- | | |
|---------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Education | <ul style="list-style-type: none"> - Master of Business Administration, Ramkhamhaeng University - Bachelor of Laws, Thammasat University - Bachelor of Arts (General Management) Suan Dusit Teachers College - Diploma Program in Public Law, Thammasat University |
| Training | <ul style="list-style-type: none"> - The Civil Service Executive Development Program: Visionary and Moral Leadership - Intermediate Certificate Courses - Good Governance for Medical Executives - Branding Academy for Top Executives - Advanced Certificate Course in Public Administration and Law for Executives - Superintendent Course |
| Work Experience
(5 years in the past) | <ul style="list-style-type: none"> - Dec. 2021 - Present Deputy of Comptroller-General - Jul. 2019 - Dec. 2021 Director of Medical Benefits Division - Jan. 2017 - Jul. 2019 Fiscal Analyst, Expert Level of Medical Benefits Development System Medical Benefits Division |
| Current Position | <ul style="list-style-type: none"> - 31 Jul. 2023 – Present Chairman of the Nomination and Remuneration Committee, NEP Real Estate and Industry Public Company Limited - Jun. 2023 – Jul. 2023 Member of the Nomination and Remuneration Committee, NEP Real Estate and Industry Public Company Limited - 31 May. 2023 – Present Director, NEP Real Estate and Industry Public Company Limited - 2021 - Present Deputy of Comptroller-General |
| In any listed companies | -None- |
| In any non-listed companies | -None- |
| In any companies which may result in a conflict of interest with the Company | -None- |
| Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2023) | -None- |
| Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party | -None- |
| Family relationship with executives or major shareholders of the Company or its subsidiaries | -None- |
| Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years | -None- |
| Executive directors, employees, staff or advisers who receive salary | -None- |
| Professional such as auditor or legal advisor | -None- |

Details of attendance to the Board of Directors Meeting in 2023	9/10 (90 %)
Details of attendance to the Nomination and Remuneration Committee Meeting in 2023	3/3 (100%)
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-

Criteria to nominate director

The Board of Directors has taken into account the opinion of the Nomination and Remuneration Committee and is of the view that Miss. Warea Waenkaew is qualified for being the director as specified in the relevant laws, the Company's Articles of Association and the Charter of the Board of Directors.

Interest in the agendas proposed in the Meeting

A person nominated to be a director in agenda 6

- The position submitted to be elected
- Director
 - Chairman of Nomination and Remuneration

Director's Profile



Miss Orrawan Trongkratok
 Director
 Member of the Risk Management Committee
 Deputy Managing Director
 Company Secretary
 Age 46 years old

Nationality Thai
 Date of Birth 3 October 1978
 Date of first appointment 24 August 2023
 Term of office 4 months

- | | |
|------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Education | - Bachelor's degree, majoring in Finance and Banking General Management field Suan Sunandha Rajabhat Institute |
| Training | <ul style="list-style-type: none"> - Course "All of HROD System Organizational Development" 2023 - Course "Personal Data Protection Act PDPA" 2022 - Course "Anti-Corruption Anti- Corruption (CAC)" 2022 - Course "GHPs and HACCP V.5 2020 (New Version)" 2021 - Course "Operations for managing risks and opportunities" 2021 - Course "Building a Team for Success" 2020 - Course "Safety Officer in Management Level" 2019 |
| Work Experience
(5 years in the past) | <ul style="list-style-type: none"> - Aug. - Dec. 2023 Acting General Manager, NEP Real Estate and Industry Public Company Limited - 2021 – 2023 Acting Factory Manager, NEP Real Estate and Industry Public Company Limited - 2020 – 2021 Assistant Managing Director, Factory Division, NEP Real Estate and Industry Public Company Limited |
| Current Position | <ul style="list-style-type: none"> - Jan. 2024 - present Deputy Managing Director, NEP Real Estate and Industry Public Company Limited - Oct. 2023 - Present Member of the Risk Management Committee, NEP Real Estate and Industry Public Company Limited - August 2023 - Present Director, NEP Real Estate and Industry Public Company Limited - June 2023 - Present Company Secretary, NEP Real Estate and Industry Public Company Limited - 2019 – present Human Resources and Administration Manager, Quality Management System Representative (QMR), NEP Real Estate and Industry Public Company Limited |
| In any listed companies | -None- |
| In any non-listed companies | -None- |
| In any companies which may result in a conflict of interest with the Company | -None- |

Number of Shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31 December 2023)	-None-
Direct and Indirect interest in any transaction which the Company, or its subsidiaries is party	-None-
Family relationship with executives or major shareholders of the Company or its subsidiaries	-None-
Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years	-None-
Executive directors, employees, staff or advisers who receive salary	-None-
Professional such as auditor or legal advisor	-None-

Details of attendance to the Board of Directors Meeting in 2023	5/5 (100 %)
Details of attendance to the Risk Management Committee Meeting in 2023	0/0 (100%)
Lacking of Qualifications or possession of prohibited characteristics under PLC Act	-None-

Criteria to nominate director

The Board of Directors has taken into account the opinion of the Nomination and Remuneration Committee and is of the view that Miss Orrawan Trongkratok is qualified for being the director as specified in the relevant laws, the Company’s Articles of Association and the Charter of the Board of Directors.

Interest in the agendas proposed in the Meeting

A person nominated to be a director in agenda 6

- The position submitted to be elected**
- Director
 - Member of the Risk Management Committee

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวชุตินันท์ กอประเสริฐถาวร

Miss Chutinant Kopraserthaworn

Audit Partner

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

Senior Audit Partner

Tel. : 02 596 0500 Ext. 607

Mobile : 086 770 3300

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

Certificates :

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

Education :

- 2557 ประกาศนียบัตรการรายงานทางการเงินไทย จากสภาวิชาชีพในพระบรมราชูปถัมภ์
- 2540 ปริญญาตรี บริหารธุรกิจบัณฑิต (บธ.บ.) การบัญชี มหาวิทยาลัยรามคำแหง
- 2014 Certification of Completion Diploma in Thai Financial Reporting from Federation of Accounting Professions Under The Royal Patronage of His Majesty The King
- 1997 Bachelor of Business Administration in Accounting, Ramkhamhaeng University

Experience :

- ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 25 ปี
- ประสบการณ์ด้านการตรวจสอบภายใน 2 ปี
- ประสบการณ์งานวางระบบบัญชี 2 ปี
- ประสบการณ์ด้านการตรวจสอบพิเศษ Due Diligence มากกว่า 5 ปี
- ประสบการณ์งานที่ปรึกษาด้านบัญชีให้บริษัทจดทะเบียนในตลาดหลักทรัพย์ 2 ปี
- Experience in external auditing more than 25 years
- Experience in internal audit 2 years
- Experience in accounting system 2 years
- Experience in Due Diligence more than 5 years
- Experience in accounting advisory to listed company 2 years

Specialized in :

- ธุรกิจอสังหาริมทรัพย์ / Real estate business
- ธุรกิจรับเหมาก่อสร้าง / Construction business
- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- ธุรกิจบริการซอฟต์แวร์ / Software service business
- ธุรกิจบริการ / Service business
- กองทุนสำรองเลี้ยงชีพ / Provident funds
- หน่วยงานภาครัฐ / Government enterprise

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาววันนิสา งามบัวทอง

Miss Wannisa Ngambuathong

Senior Audit Partner

Tel. : 02 596 0500 Ext. 610

Mobile : 089 456 1377

E-mail : wannisa.n@daa.co.th

Certificates :

- 2552 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ด.
- 2546 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 6838
- 2009 Auditor who is approved by the Securities and Exchange Commission
- 2003 Auditor Registration No. 6838

Education :

- 2551 ปริญญาโท บริหารธุรกิจมหาบัณฑิต (บธ.ม.) สาขาการจัดการ มหาวิทยาลัยศรีนครินทรวิโรฒ ประสานมิตร
- 2542 ประกาศนียบัตรบัณฑิต สาขาวิชาการสอบบัญชี จุฬาลงกรณ์มหาวิทยาลัย
- 2538 ปริญญาตรี บัณฑิตบัณฑิต สาขาการบัญชี มหาวิทยาลัยกรุงเทพ
- 2008 Master of Business Administration (Program in Management), Srinakharinwirot University
- 1999 Certificate of Auditing, Chulalongkorn University
- 1995 Bachelor of Science (Accounting) B.S., Bangkok University

Experience :

- ประสบการณ์ด้านการตรวจสอบบัญชีมากกว่า 30 ปี
- ประสบการณ์ด้านการทำบัญชี 3 ปี
- ประสบการณ์ด้านการตรวจสอบภายใน 2 ปี
- Experience in external auditing more than 30 years
- Experience in accounting 3 years
- Experience in Internal audit 2 years

Specialized in :

- ธุรกิจอุตสาหกรรมการผลิต / Manufacturing business
- ธุรกิจซื้อขายไป / Trading business
- ธุรกิจอสังหาริมทรัพย์ / Real estate business
- ธุรกิจรับเหมาก่อสร้าง / Construction business
- ธุรกิจบริการซอฟต์แวร์ / Software service business
- กองทุนสำรองเลี้ยงชีพ / Provident funds
- กองทุนรวม / Mutual funds
- หน่วยงานภาครัฐ / Government enterprise



อากรแสตมป์
20 บาท
Duty Stamp
20 Baht

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

สิ่งที่ส่งมาด้วย 5
Enclosure 5

เลขทะเบียนผู้ถือหุ้น.....
Shareholders register no.

เขียนที่
Written at

วันที่ เดือน พ.ศ.
Date Month Year

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

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

จังหวัด รหัสไปรษณีย์
Province Postal Code

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

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ.....	เสียง ดังนี้
holding the total amount of	shares	and have the right to vote equal to	votes as follows:
<input type="checkbox"/> หุ้นสามัญ.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
ordinary share	shares	and have the right to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
preferred share	shares	and have the right to vote equal to	votes

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

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

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

โทรศัพท์มือถือ..... หรือ
Mobile Phone Number or

(2) อายุ ปี อยู่บ้านเลขที่
age years, residing at

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

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

โทรศัพท์มือถือ.....
Mobile Phone Number

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 24 เมษายน 2567 เวลา 10.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Only one of them as my/our proxy to attend and vote on my/our behalf in the 2024 Annual General Meeting of Shareholder on Wednesday, April 24, 2024 at 10.30 a.m. by electronic means (E-AGM) or at any other date, time and place as the meeting may be adjourned.

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

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

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

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

หมายเหตุ/Remarks

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

หนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B)ติดอากรแสตมป์
20 บาท
Duty Stamp
20 Baht

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

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

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็นไอพี อสังหาริมทรัพย์และอุตสาหกรรม จำกัด (มหาชน) (“บริษัท”)
As a shareholder of NEP Realty and Industry Public Company Limited (“Company”)

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

(3) ขอมอบฉันทะให้*
Hereby appoint

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

หรือ กรรมการอิสระตามรายชื่อ ดังนี้

or appoint Independent Director whose name appear below

นางจันทิรา ศรีม่วงพันธ์/ กรรมการอิสระ อายุ 62 ปี
Mrs. Chantira Srimoungpan / Independent Director Age 61 Years
อยู่บ้านเลขที่ 45 ซอย พัฒนาการ 20 แยก 4 ตำบล/แขวง สวนหลวง
Residing at No. 45 Soi Phatthanakan 20 Yaek 4 Sub-District Suan Luang
อำเภอ/เขต สวนหลวง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250
District Suan Luang Province Bangkok Postal Code 10250
(ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่น ๆ ในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 นี้)
(There is no special interest different from other directors in every agenda proposed at 2024 Annual General Meeting of Shareholders)

นายธวัชชัย โพธิ์วรรณทรร/ กรรมการอิสระ อายุ 63 ปี
Mr. Thawatchai Phoworasontorn/ Independent Director Age 63 Years
อยู่บ้านเลขที่ 2/29 ซอย เผือกจิตร ตำบล/แขวง จตุจักร
Residing at No. 2/29 Soi Phueak Chit Sub-District Chatuchak
อำเภอ/เขต จตุจักร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900
District Chatuchak Province Bangkok Postal Code 10900
(ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่น ๆ ในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 นี้)
(There is no special interest different from other directors in every agenda proposed at 2024 Annual General Meeting of Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 24 เมษายน 2567 เวลา 10.30 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my /our Proxy Holder to attend and vote on my/our behalf in the 2024 Annual General Meeting of Shareholder on Wednesday, April 24, 2024 at 10.30 a.m. by electronic means (E-AGM) or any other date, time and place as the meeting may be adjourned.

ข้าพเจ้าซึ่งเป็นผู้ถือหุ้นของบริษัท เอ็นอีที อสังหาริมทรัพย์และอุตสาหกรรม จำกัด (มหาชน) ("บริษัท") ยินยอมให้บริษัทจัดส่งชื่อผู้ใช้ (Username) และ รหัสผู้ใช้ (Password) ของข้าพเจ้าไปยังผู้รับมอบฉันทะตามชื่อและอีเมลที่ข้าพเจ้าระบุในหนังสือมอบอำนาจฉบับนี้

I, a shareholder of NEP Realty and Industry Public Company Limited ("the Company"), consent to the Company sending my username and password to the proxy with the name and email address that I have specified in this proxy form hereto.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We, authorize the Proxy Holder to vote on my/our behalf in the meeting as follows;

วาระที่ 1 เรื่องที่ท่านประธานจะแจ้งให้ที่ประชุมทราบ

Agenda 1

The matters to be informed by the chairman of the board of directors

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2

Agenda 2

พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566

To adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3

Agenda 3

พิจารณารับทราบผลการดำเนินงานของบริษัท ในรอบปี 2566

To acknowledge the operating results of the Company for the year 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4

Agenda 4

พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี 2566 สิ้นสุด ณ วันที่ 31 ธันวาคม 2566
To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5

Agenda 5

พิจารณางดจ่ายเงินปันผลสำหรับการดำเนินงาน ประจำปี 2566

To approve the omission of dividend for the year 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6
Agenda 6

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

การแต่งตั้งกรรมการทั้งหมด

Appointment of the whole group of directors

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of an individual director

นางสาววาริ เว้นแก้ว

Miss Waree Wankaew

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

นางสาวอรวรรณ ตรงกระโทก

Miss Orrawan Trongkratok

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7
Agenda 7

พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2567

To approve fixing of the remuneration of directors for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8
Agenda 8

พิจารณากำหนดค่าตอบแทนกรรมการ สำหรับไตรมาสที่ 4 ปี 2566

To approve the fixing of the remuneration of directors for the 4th quarter of 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9
Agenda 9

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2567

To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 10
Agenda 10

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows;

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

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

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงนาม/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ/Remarks

- กรุณากรอกข้อมูลทั้งหมดให้ถูกต้อง ครบถ้วน โดยเฉพาะที่ระบุ (*) มิเช่นนั้น บริษัทจะไม่สามารถจัดส่งชื่อผู้ใช้ (Username) รหัสผู้ใช้ (Password) และ OTP ให้แก่ท่าน เพื่อใช้ในการล็อกอิน (Log-in) เข้าสู่ระบบการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ได้
Please correctly and completely fill in the form, especially those specified with (*). Otherwise the Company shall not be able to send you the Username & Password and OTP used for logging-in to the electronic meeting system.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a Proxy Holder must appoint only one Proxy Holder to attend and vote in the meeting as a whole or individually, and shall not divide the number of shares into several portions to more than one Proxy Holders in order to divide the vote.
- วาระการเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการรายบุคคล
In the agenda for election of Directors, Directors may be elected as a whole or individually.
- ในกรณีที่มิสวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแนบหนังสือมอบฉันทะแบบ ข ตามแนบ
If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplemental to Proxy Form B shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข
Supplemental Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอ็นอีที อสังหาริมทรัพย์และอุตสาหกรรม จำกัด (มหาชน)
The appointment of a proxy holder is granted by the shareholder of NEP Realty and Industry Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพุธที่ 24 เมษายน 2567 เวลา 10.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไป
ในวัน เวลา และสถานที่อื่นด้วย

For the 2024 Annual General Meeting of Shareholder on Wednesday, April 24, 2024 at 10.30 a.m. by electronic means (E-AGM)
or at any other date, time and place as the meeting may be adjourned.

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

วาระที่ _____ เรื่อง _____
Agenda Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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Approve Disapprove Abstain

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Approve Disapprove Abstain

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 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

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(b) To grant my/our proxy to vote at my/our desire as follows;
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain


วาระที่ _____ เรื่อง _____
Agenda Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(b) To grant my/our proxy to vote at my/our desire as follows;
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certify that the statements in this Supplemental Proxy Form are completely correct and true in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

Independent Director's Profile as Proxies from Shareholders



Mrs. Chantira Srimoungpan
 Independent Director
 Member of Audit Committee
 Nomination and Remuneration Committee
 Corporate Governance Committee
 Age 62 years old
 Nationality Thai
 Address 45 Soi Phatthanakan 20 Yaek 4, Suan Luang, Suan Luang, Bangkok 10250
 Date of Birth 17 May 1961
 Date of first appointment 8 July 2016
 Term of office 7 years 7 months

Education Bachelor in Accounting, Thammasat University

Training Thai 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 2023 18/18

Details of attendance to the Audit Committee Meeting in 2023 9/9

Details of attendance to the Corporate Governance Committee Meeting in 2023 1/1

Details of attendance to the Nomination and Remuneration Committee Meeting in 2023 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-

Independent Director's Profile as Proxies from Shareholders



Mr. Thawatchai Phoworasonton
 Independent Director
 Member of Audit Committee
 Chairman of Risk Management Committee.
 Age 63 years old

Nationality Thai
 Address 2/29 Soi Phueak Chit, Chatuchak Sub-District, Chatuchak District, Bangkok 10900
 Date of Birth 27 June 1960
 Date of first appointment 24 August 2023
 Term of office 6 months

Education	Master of Business Administration (MBA), Kasetsart University Bachelor of Science, Marketing Major, Kasetsart University
Training	<ul style="list-style-type: none"> - Director Certification Program 2011, Thai Institute of Directors (IOD) - Per – CIA Program 19, Chulalongkorn Business School - Organizational preparation for digital disruption Program 2017, by IRDP - Evaluation Criteria for Enablers in 8 Areas Program 2019, by the State Enterprise Policy Office - Clarification of Core Business Enablers research results Program 2020 - Risk Management and Internal Control and GRC Supervision Program 2020
Work Experiences	<ul style="list-style-type: none"> - Jan. 2022 – present Advisor, Institute of Research and Development for Government Organizations (IRDP) - Jan. – Dec. 2021 Deputy Managing Director Foundation for the Institute of Research and Development for Government Organizations (IRDP) - Feb. 2013 – Dec. 2020 Assistant Professor, Foundation for Research on Regulatory Organizations (IRDP)
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	4/5
Details of attendance to the Audit Committee Meeting in 2023	2/2
Details of attendance to the Risk Management Committee Meeting in 2023	-/-
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 2024 Annual General Meeting of Shareholders
via Electronic Means (E-AGM)**

The Company will hold the 2024 Annual General Meeting of Shareholders on Wednesday April 24, 2024 at 10.30 a.m. via electronic means (E-AGM) under the Emergency Decree on Electronic Meeting B.E. 2563 (2020). In this regard the shareholders are required to verify themselves for the meeting attendance in advance between April 10, 2024 at 9.00 a.m. and April 24, 2024 at 9.00 a.m. Shareholders can study the electronic meeting system handbook for the shareholders' meeting as detailed in Enclosure 9

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

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

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

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

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

[URL:https://portal.eservice.setgroup.or.th/Account/Login?refer=dhNJCaM7I9W3iMd%2f4IKshf1GPKYs1tIMxj6dkUTOhkXsvxbgYKplhg%3d%3d](https://portal.eservice.setgroup.or.th/Account/Login?refer=dhNJCaM7I9W3iMd%2f4IKshf1GPKYs1tIMxj6dkUTOhkXsvxbgYKplhg%3d%3d)

- The DAP e-Shareholder Meeting will issue the Username and Password for the shareholders to login to the system on the day of the 2024 Annual General Meeting of Shareholders



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

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

By sending the e-mail to: secretary@nep.co.th or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213 extension 112. **within April 19, 2024** 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 2024 Annual General Meeting of Shareholders.

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

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

By sending the e-mail to: secretary@nep.co.th or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213 extension 112. **within April 19, 2024** 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 2024 Annual General Meeting of Shareholders.

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

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

By sending the e-mail to: secretary@nep.co.th or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213 extension 112. **within April 19, 2024** 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 2024 Annual General Meeting of Shareholders.

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

- Shareholders are required to send the verification documents as listed below:
 - Form of the meeting notification, which TSD has delivered to the shareholders according to the address that the shareholders had informed TSD, signed by the proxy.
 - Proxy form which correctly and clearly filled in, by choosing either Proxy Form A., or Proxy Form B., and signed by the shareholder and the proxy, and affixed with a stamp duty.

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

By sending the e-mail to: secretary@nep.co.th or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213 extension 112. **within April 19, 2024** 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 2024 Annual General Meeting of Shareholders.

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

Independent Directors:

1. Mrs. Chantira Srimoungpan: Independent Director, Member of Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee.
2. Mr. Thawatchai Phoworasonon: Independent Director, Member of Audit Committee, Chairman of Risk Management Committee.

Shareholders shall send the proxy form with the supporting document via e-mail secretary@nep.co.th or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213 extension 112. In order to facilitate document verification please, deliver the document to the Computer **within April 19, 2024**.

The supporting document for the proxy are as follows:

2.1 In the case that shareholder is individual person:

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

2.2 In the case that shareholder is juristic person:

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

Remark: In case the shareholders appoint a proxy to attend the meeting on their behalves, or appoint the Independent Director as a proxy by using the Proxy Form, in which the voting in each agenda item is not specified in advance (Proxy Form A), the proxy can attend the meeting via DAP e-Shareholder Meeting system and cast votes on the date of the Annual General Meeting of shareholders. In case the shareholders appoint a proxy to attend the meeting on their behalves, or appoint the Independent Director as a proxy by using the Proxy Form, in which the voting in each agenda item is specified un advance (Proxy Form B), the proxy will not be able to attend the meeting via DAP e-Shareholder Meeting system and cast votes on the meeting date. In this regard, the shareholders will be able to watch the meeting

which will be broadcasted live WebEx. The Company will subsequently inform the shareholders of the Channel to watch the broadcasted meeting prior to the meeting date.

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

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

Chapter 1: Preparation DAP e-Shareholder Meeting,

Chapter 3: Steps of e-Registration,

Chapter 4: e-Question and e-Voting functions.

4. Submitting the questions in advance

Shareholders are able to submit questions in relation to each agenda in advance **within April 19, 2024**, via e-mail secretary@nep.co.th or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213 extension 112. The Company will gather the relevant questions to each agenda and record in the minutes of the meeting at the end of the meeting. In this regard, shareholders or proxies who will attend the meeting are still able to ask questions in each agenda.

5. Contact

If shareholders have any further questions in relation to the 2024 Annual General Meeting of Shareholders, please contact secretary@nep.co.th or Tel. (662) 271-4213 extension 112

Remark:

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

User Manual

e-Shareholder Meeting System



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



Safari



Google Chrome
(recommended)



Edge

Access to DAP e-Shareholder Meeting
via Web Browser.

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person certificate



or



ID Card



Passport

Preparation for DAP e-Shareholder Meeting

e-Registration via DAP e-Shareholder Meeting system

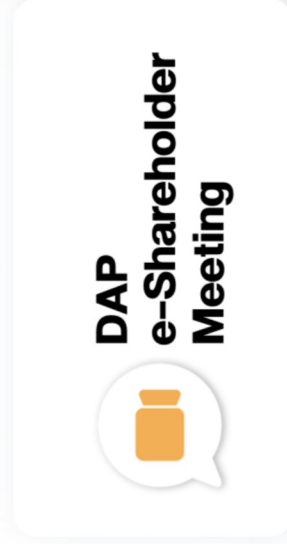
Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to another person (B)

Proxy to independent director (B)



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

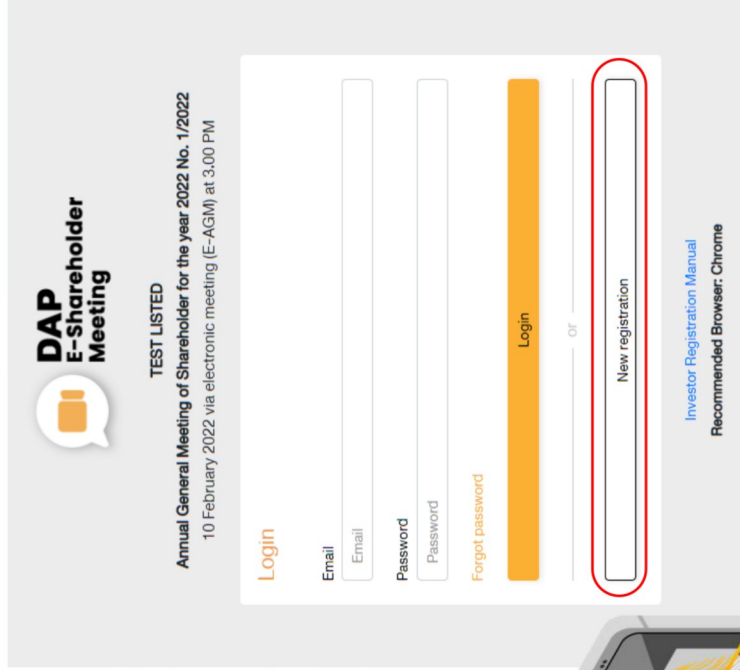
In case of proxy

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.

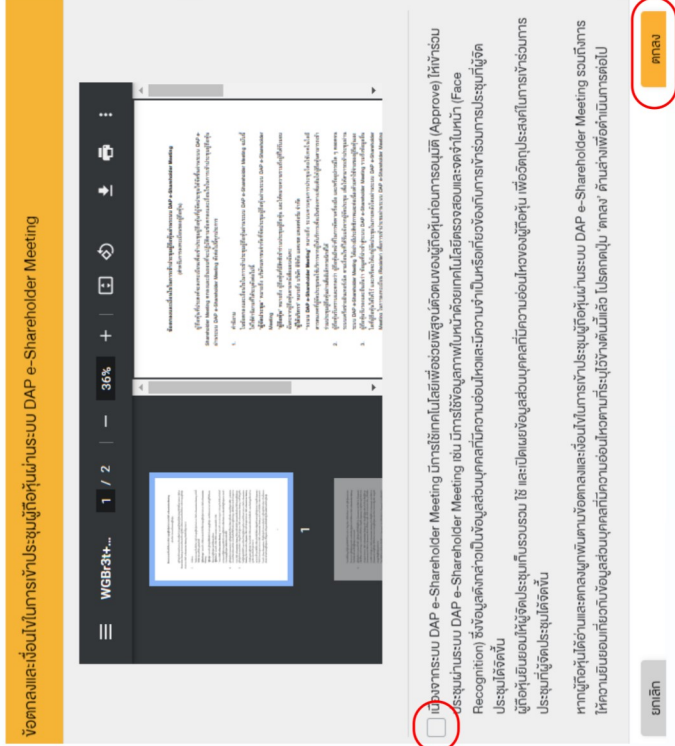
2 Steps of e-Registration

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

1 Click "New registration"



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



2.1 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 or Special characters

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

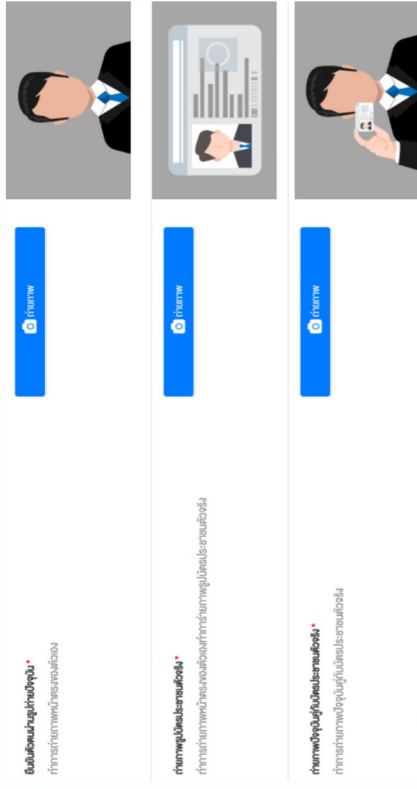
Take pictures of yourself

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



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 or Special characters

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



Upload attachments as specified in the invitation letter



6

Review registration and securities holding information



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

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

2.3 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



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

Proxy form A can be downloaded at



Click "Next"

5

Review registration and securities holding information



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

Proxies will receive an email with the initial password.

Proxies will have to reset a new password before logging in to DAP e-Shareholder Meeting



2.4 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 (B)
 Proxy to independent directors (B)

4 Fill out proxies information

Proxy to another person (B)

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

Proxy to another person (B)

- Independent Director's name

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

Proxy form B can be downloaded at



The shareholder who appoints a proxy cast a vote in advance for all agenda. There are 3 voting options:

- Agree
- Disagree
- Abstain

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 Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company

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

Click the meeting link in the email received from the system.

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

A screenshot of a login form titled "Login". It contains four input fields: "Email", "Password", "Forgot password", and a "Login" button. The "Email" and "Password" fields are the primary focus for the user's input.

3

1. Search for the meeting by finding the Company name / Meeting type etc.

2. Click "Join Meeting" on the meeting you wish to join

A screenshot of the "Meeting list" interface. It features a search bar with a dropdown menu for "Meeting Type" and a "Search" button. Below the search bar, there are filters for "Company Name", "Status", and "Year". A list of meetings is displayed, including "Annual General Meeting of Shareholder for the year 2022 No. 1/2022" with details like "19 July 2022" and "AGM". A "Join Meeting" button is visible next to the selected meeting.

4

Meeting list

[Join Meeting](#)

Meeting information

Agenda

OKA

Summary voting results

Meeting information

Company Name: ubir maasulab 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	maasulab	1,000	1,000	23029 rd 5 maasulab maasulab set
Total		1,000	1,000	

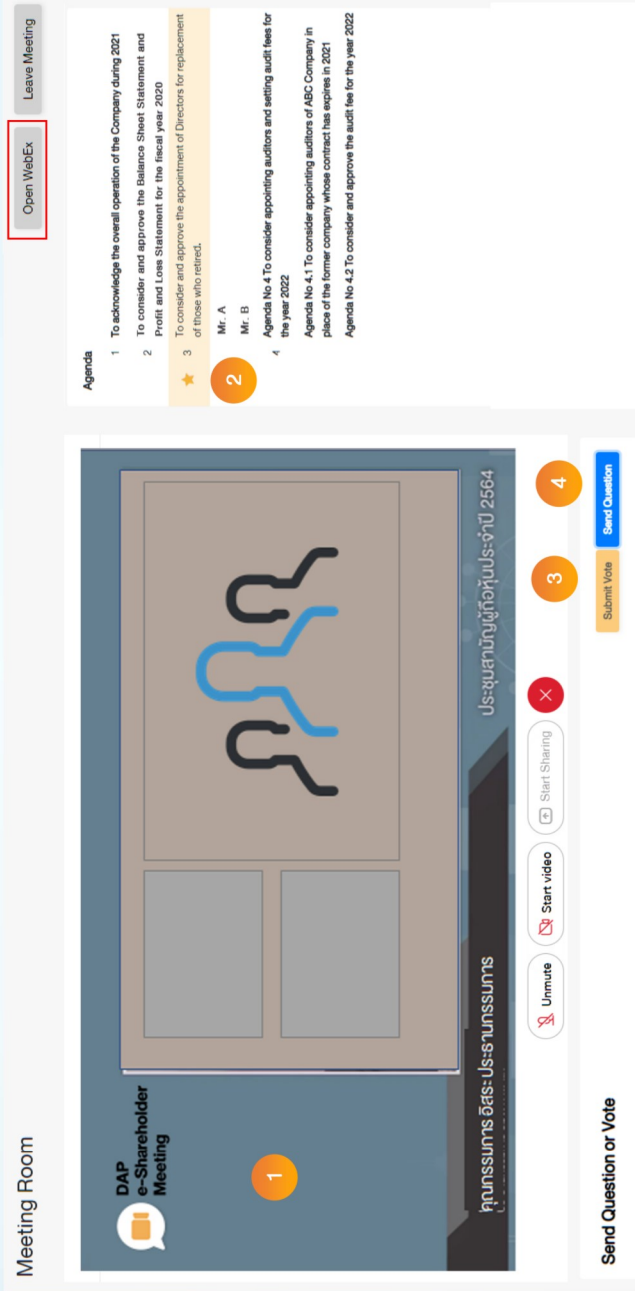
Menu bar will display information as follow:

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

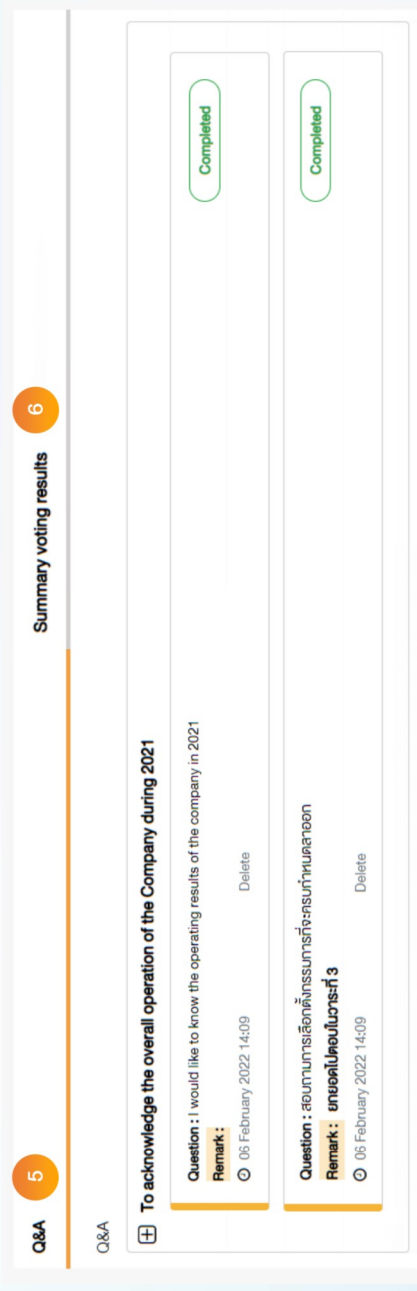
- Click “Join Meeting” [Join Meeting](#)
- Agree to the terms and conditions of service by marking and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP



3 Steps of joining the e-Meeting



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



4 e-Question and e-Voting functions



e-Question functions

The screenshot shows the 'DAP e-Shareholder Meeting' interface. At the top, there are controls for 'No microphone', 'Stop video', and 'Start sharing'. Below this is a video placeholder with a blue icon of three people. The main content area displays an agenda with four items:

- 1. To acknowledge the overall operation of the Company during 2021
- 2. To consider and approve the financials, financial statements and final dividend and bonus for the year 2021
- 3. To consider and approve the appointment of Directors for replacement of the old directors.
- 4. To consider appointing auditors and setting audit fees for the year 2022.

Below the agenda, there are two buttons: 'Submit Vote' (yellow) and 'Send Question' (blue), both highlighted with a red box. A red arrow points from the 'Send Question' button in this screenshot to a larger 'Send Question' button in the next screenshot.

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) Send Question


This screenshot shows a 'Send Question' dialog box. It contains a dropdown menu for 'Agenda No. 4 To consider appointing auditors and setting audit fees for the year 2022'. Below the dropdown is a text input field with the placeholder text 'Question (Optional)'. At the bottom right of the dialog, there is a 'Send Question' button highlighted with a red box, and a 'Close' button below it.

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

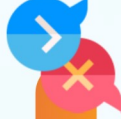
A screenshot of the e-Voting interface. At the top, there is a blue button labeled 'Send Question' and an orange button labeled 'Submit Vote'. Below this is a window titled 'Submit Vote' with a close button 'x'. The window contains the following text: 'Agenda To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020'. Below the text is a 'Submit Vote' section with three radio button options: 'Agree All', 'Disagree All', and 'Abstain All'. The 'Agree All' option is selected. Below this is a 'Shareholder: Mr. A. Tester' section with three radio button options: 'Agree', 'Disagree', and 'Abstain'. The 'Agree' option is selected. Below this is a '1) Proxy: Mr. B. Testerproxy' section with three radio button options: 'Agree', 'Disagree', and 'Abstain'. The 'Agree' option is selected. Below this is a '2) Proxy: Mr. C. Testerproxy' section with three radio button options: 'Agree', 'Disagree', and 'Abstain'. The 'Agree' option is selected. At the bottom right of the window are two buttons: 'Close' and '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” 

Shareholders are able to vote only within given time frame.

4 e-Question and e-Voting functions



e-Voting functions

2

DAP E-Shareholder Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท ดาต้า เทคโนโลยี เซ็ท จำกัด
DAP E-Shareholder Meeting

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

5 ธันวาคม 2565 เวลา 13:00 (01 January 2022 13:00)

วาระที่ 2 รับรองบัญชีแสดงฐานะการเงินและกำไรขาดทุนสุทธิและงบกำไรขาดทุนสุทธิและงบกำไรขาดทุนสุทธิและงบกำไรขาดทุนสุทธิ
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

หัวข้อ (Topic)	จำนวนผู้ลงคะแนน (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.00%
ไม่เห็นด้วย (Disagree)	15,000	20.00%
งดออกเสียง (Abstained)	15,000	20.00%
ไม่ออกเสียง (Not Voted)	0	-
รวม (Total)	75,000	100.00%

มติที่ประชุม: อนุมัติวาระที่ 3.4 ของการประชุมสามัญผู้ถือหุ้นประจำปี 2565 และอนุมัติงบกำไรขาดทุนสุทธิและงบกำไรขาดทุนสุทธิ (Vote Resolution)

1

Send Question or Vote

Submit Vote Send Question

Q&A

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	✓	100%
3	To consider and approve the appointment of Directors for replacement of those who retired.	✓	100%
4	Mr. A	✓	100%
5	Mr. B	✓	100%


Agenda has voting. 100% 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

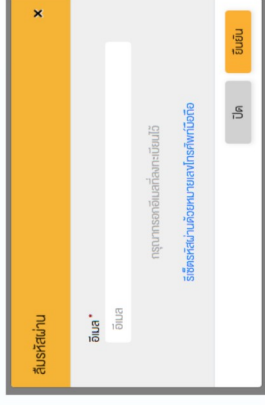
or

New registration

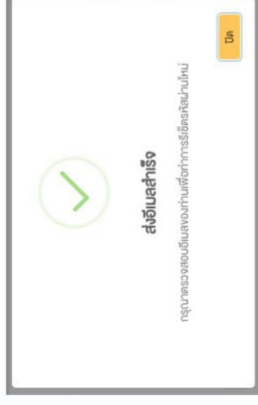
[Investor Registration Manual](#)
Recommended Browser: Chrome

1

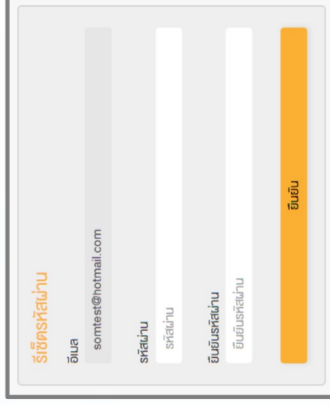
Reset password via email



Enter your registered email



Check your inbox



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 : FBJMVFV

Resend OTP (01:22)

Set new password

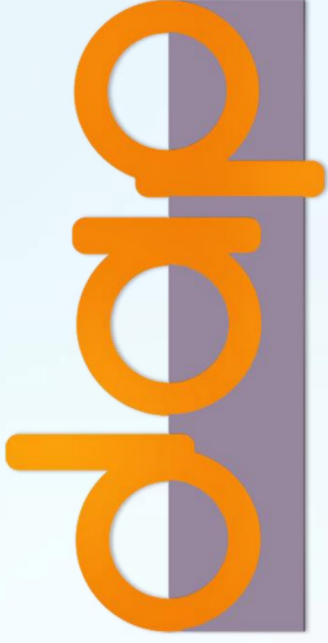
Reset password

Password

Confirm 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 Annual General Meeting of Shareholders

Shareholder Meeting and Voting

- Article 33 The Board shall arrange for an Annual Ordinary Meeting of Shareholders to be held within the periods of four months following the end of the Company's fiscal year.
- Except for the above-stated meeting of shareholder, other meeting of shareholders shall be recognized as Extraordinary General Meeting of shareholder. The Board of Directors may call extraordinary general meeting as it deems necessary or when shareholder holding shares totaling not less than one-fifth of the company paid-up shares or not less than 25 shareholders holding shares totaling not less than one-tenth of the company paid-up shares unify to make a request in writing requesting the Board of Directors to summon an extraordinary meeting at any period, but the reason for calling a meeting must be clearly stated in such written request. The Board of Director shall arrange the meeting within 1 month after received those written request.
- Article 35 In summoning a shareholder's meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for 3 consecutive days at least 3 days prior to the meeting.
- Article 36 The shareholder meeting must be attended by shareholders in persons or by proxies (if any) not less than twenty-five persons or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up shares to constitute a quorum.
- If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute the quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders not less than 7 days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.
- Article 37 At a general meeting of shareholders, a shareholder may grant a proxy in writing to other person attend and vote on his/her behalf. A proxy statement must be dated and signed by the shareholder and must be in the form prescribed by the official registrar.
- A proxy must be submitted to the chairman of the meeting or the person at the meeting prior to the proxy being able to attend the meeting.
- Article 38 The Chairman of the Board of Directors shall be the Chairman of the shareholder meetings. In case the chairman of the Board of Directors does not present at the meeting or unable to perform his/her duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be Chairman of the

shareholder meeting. In case the Vice-chairman is unable to perform his/her duty, the shareholder present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 39 In casting votes, one share shall be entitled to one vote.

A resolution of the shareholder meeting shall require;

(1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their vote. In case of tie vote, the chairman of the meeting shall have a casting vote.

(2) In the following events, a vote of not less than three quarters of the total number of votes of shareholder who attend the meeting and have right to vote:

- a. the sale or transfer of the entire or important parts of the business of the company to other persons;
- b. the purchase or acceptance of transfer of the business of other companies or private companies by the company;
- c. the making, amending or terminating of contracts with respect to the granting of lease of entire or important part of the business of the company;
- d. the assignment of the management of the business of the company to any other persons;
- e. the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- f. to amend the memorandum or Article of Association;
- g. to increase or reduce the registered capital, issue debentures,
- h. amalgamate and dissolve the Company

Director's Qualifications, Election and Rotation of Directors and Director's Remuneration

Article 14 The board of directors of the Company shall consist of at least five directors, but not more than eleven directors. Not less than half of the total number of directors shall be resident in the Kingdom
Directors are entitled to receive remuneration from the company in the form of prize, bonus, severance pay or benefits or meeting allowance or in a different way according to the articles of association or by the shareholders ' meeting considered, which might be defined as the exact amounts or define by occasional, or until the change will be notify. With the additional to receive the allowances and other benefits follow the Company regulations.

The above remuneration shall not affect the right of officer who has been voted to be director in order of salary and other benefit as an officer of the Company.

Article 15 The directors shall be elected by the shareholders meeting in accordance with the following rules and methods;

15.1 Each shareholder shall have one vote for one share.

15.2 The election of directors may be done person by person or by way of several persons at the same time.

15.3 The election of directors shall be adopted by a majority vote, in descending order, receive equal votes, the chairman of the general meeting shall cast a deciding vote.

Article 16 At every annual general meeting, one-third of the directors shall be retired. If the number of directors is not a multiple of three, then the number of directors closest to one-third shall be retired.

Directors who must retire in the first and second year after the registration of the Company will participant subsequent years, the director who has held office longest shall retire.

Article 21 Directors are allow to be Company's shareholder.
