



Invitation to attend  
The 2025 Annual General Meeting of  
Shareholders

NEP Realty and Industry Public Company Limited

Monday, April 28, 2025 at 1.30 p.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\*\*\*



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


Ref: NEP013/2025

March 28, 2025

Subject : Invitation to attend the 2025 Annual General Meeting of Shareholders  
To : All Shareholders  
NEP Realty and Industry Public Company Limited

Enclosure:

1. Copy of the minutes of the 2024 Annual General Meeting of Shareholders in QR Code format
2. Annual Registration Statement for the Year 2024 (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 2025
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 2025 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	Enclosure 2
Minutes of the Annual General Meeting Meeting of Shareholders 2024	Annual Registration Statement for the Year 2024(Form 56-1 One Report)
	

The Board of Directors of NEP Realty and Industry Public Company Limited ("the Company") resolved to call the 2024 Annual General Meeting of Shareholders on **Monday, April 28, 2025 at 1.30 p.m. by the electronic means (E-AGM)** Pursuant to the Electronic Meetings Act B.E. 2020 (there will be no on-site registration on Monday, April 28, 2025), 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 2024 Annual General Meeting of Shareholders**

Facts and reasons: The minutes of the 2024 Annual General Meeting of Shareholders held on Wednesday, April 24, 2024. the Company has completed the meeting report. (Detailed in Enclosure 1)

Board's opinion: The minutes were recorded correctly, completely and clear. It is appropriate to propose to the shareholders' meeting to approve the minutes of the 2024 Annual General Meeting of Shareholders

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 2024**

Facts and reasons: The Company summarized the operational results and significant changing during 2024, as stated in the Annual Registration Statement for the Year 2024 (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 2024 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 2024 ended December 31, 2024**

Facts and reasons: The statement of financial position and statement of comprehensive income for the year 2024 ended on December 31, 2024 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 2024 ended December 31, 2024.

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 2024**

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 B.E. 1992, 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 2024

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 2025 Annual General Meeting of Shareholders, there were four directors who retired by rotation as follows:

- |                              |   |
|------------------------------|---|
| 1) Mr. Soonthorn Pojthanamas | Chairman of the Board of Directors<br>Chairman of the Audit Committee<br>Independent director   |
| 2) Dr. Warotai Kosolpisitkul | Vice Chairman of the Board of Directors<br>Chairman of the Good Corporate Governance Committee<br>Nomination and Remuneration Committee |
| 3) Mrs. Chantira Srimoungpan | Independent director<br>Audit committee<br>Good Corporate Governance committee<br>Nomination and Remuneration Committee                 |
| 4) Mr. Weerachart Lohsiri    | Director<br>Risk Management Committee<br>Good Corporate Governance Committee<br>Managing Director                                       |

These four 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.1992 and the rules and regulations of the Securities and Exchange Commission. The Board of Directors deemed it appropriate to re-elect these four persons to be directors for another term.

These four directors did not attend the Board of Directors' meeting and vote on the said agenda. At the same time, the profiles of these four 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 November 1, 2024 to December 31, 2024. 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 four directors who must retire by rotation, namely 1) Mr. Soonthorn Pojthanamas 2) Dr. Warotai Kosolpisitkul 3) Mrs. Chantira Srimoungpan 4) Mr. Weerachart Lohsiri, to be directors for another term because these four persons are knowledgeable and capable, and fully qualified for being directors as stipulated in the Public Company Limited Act B.E.1992 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 2025**

Facts and reasons: The Nomination and Remuneration Committee considered and proposed to the board of directors to propose this matter to the shareholders' meeting for consideration. The remuneration of directors shall be based upon the comparison to the average practice of the related or similar industries and according to what is suitable to the Company's business including the past payment to the Company's directors. The compensation, meeting allowance and permanent remuneration of directors should be the same as 2024 total amount Baht 2.81 million, without any additional forms of compensation or other benefits. Furthermore, the annual bonus for the year 2024 shall not be distributed. Because the Company has suffered loss from its business operation.

The monthly remuneration and meeting allowance from 2023 to 2025 are as follows:

Monthly Compensation	2025 (Current Proposal)	2024 (AGM)	2023 (EGM)	2023 (AGM)
Chairman of the Board of Directors	50,000	50,000	50,000	70,000
Vice Chairman of the Board of Directors	30,000	30,000	30,000	-
Directors	20,000	20,000	20,000	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	2025	2024	2023	2023

Sub-Committee	(Current Proposal)	(AGM)	(EGM)	(AGM)
	(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
<b>Total</b>	<b>2,810,000</b>	<b>2,810,000</b>	<b>3,200,000</b>	<b>5,000,000</b>
<b>Resolution of shareholders</b>	<b>Not yet resolved</b>	<b>approved</b>	<b>Not approved</b>	<b>Not approved</b>

Board's opinion It is agreed to propose to the shareholders' meeting to determine the remuneration of directors for the year 2025 by fixing the compensation, meeting allowance and permanent remuneration of directors to be Baht 2.81 million, without any additional forms of compensation or other benefits. Furthermore, the annual bonus for the year 2024 shall not be distributed. However, directors who are also employees of the Company shall receive bonuses and benefits separately in their capacity as employees of the Company.

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 appointment of the Company's auditor and the audit fee for the year 2025**

Facts and reasons: The Audit Committee has considered the selection of auditors for the year 2025, 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 2025, namely:

<u>Names</u>	CPA License No.	Year of Auditing for the Company	
(1) Ms. Nitinee Kittikunapong	8843	0	Or

(2) Ms. Chotima Kitsirakorn	7318	0	Or
(3) Ms. Wannisa Ngambauthong	6838	0	

To be the Company's auditor for the year 2025. 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 2025 is fixed at Baht 980,000 with details as follows:

Description	2025 (Current Proposal)	2024	2023
Review fee for quarterly financial statements (145,000 Baht/quarter x 3 Quarter)	435,000	435,000	510,000
Audit fee for annual financial statements	545,000	545,000	640,000
Non-audit fees	-	-	-
<b>Total</b>	<b>980,000</b>	<b>980,000</b>	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 2025, namely, Ms. Nitinee Kittikunapong CPA License No. 8843 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 2025 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 9      To consider other matters (if any)**

The Company schedules the record date for the right of shareholders to attend the 2025 Annual General Meeting of Shareholders on March 14, 2025.

In addition, the Company has published the invitation to the shareholders' meeting together with the supporting documents on the Company's website at [www.nep.co.th](http://www.nep.co.th). Shareholders are cordially invited to attend the 2025 Annual General Meeting of Shareholders on April 28, 2025 at 1.30 p.m. The electronic

meeting will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E.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 2025 Annual General Meeting of Shareholders via Electronic Means (E-AGM) and the Electronic Meeting System User Manual for the 2025 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 2025 Annual General Meeting of Shareholders from April 10, 2025 at 9 a.m. to April 23, 2025 at 4 p.m. at

Web Application URL: <https://webagm.irplus.in.th>



**Mobile Application:** Supports both IOS (iOS 14.5 and above) and Android (supports Android 8 and above). You can install the application through the App Store or Google Play Store immediately by searching for the application named IR PLUS AGM.



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 2025 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](mailto:secretary@nep.co.th) by April 23, 2025.

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 2025 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](mailto:secretary@nep.co.th), by April 23, 2025.

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

Yours sincerely,



(Mr. Weerachat Lohsiri)


Managing Director

**Board of Directors Profile**

	Name-Surname	Mr. Soontorn Pojthanamas
	Position	Chairman of the Board of Directors/ Chairman of The Audit Committee/ Independent Director
	Nationality	Thai
	Age	70 year
	Date of Birth:	September 4, 1954
	Date of Appointment	June 17, 2021
	Tenure as Director	3 years 10 months
Educational Background	<ul style="list-style-type: none"> <li>- Master's Degree in Business Administration, University of Notre Dame, Indiana, USA</li> <li>- Bachelor's Degree in Political Science, Chulalongkorn University</li> <li>- Bachelor's Degree in Business Administration, Ramkhamhaeng University</li> </ul>	
Professional Training	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP), 2004 Thai Institute of Directors (IOD)</li> </ul>	
Current Position	<ul style="list-style-type: none"> <li>- Chairman of the Board, Chairman of the Audit Committee, and Independent Director NEP Realty and Industry Public Company Limited</li> <li>- Director, Corporate Governance and Sustainability Committee Member Navanakorn Public Company Limited</li> <li>- Independent Director Safari World Public Company Limited</li> <li>- Independent Director and Audit Committee Member Phuket FantaSea Public Company Limited</li> <li>- Vice Chairman and Independent Director, Carnival Magic Co., Ltd.</li> <li>- Chairman of the Audit Committee and Independent Director Thai Packaging &amp; Printing Public Company Limited</li> <li>- Subcommittee Member for State-Owned Enterprise Agreement &amp; Performance Evaluation (Transport Sector)Ministry of Finance</li> <li>- Subcommittee Member for Revolving Fund Agreement &amp; Performance Evaluation Ministry of Finance</li> <li>- Senior Advisor to the Board of Directors, Wealth Magic Securities Co., Ltd.</li> </ul>	
Directorship in Other Listed Companies	Holding directorships in three (3) listed companies <ul style="list-style-type: none"> <li>- Director, Corporate Governance and Sustainability Committee Member, Navanakorn Public Company Limited</li> <li>- Independent Director, Safari World Public Company Limited</li> <li>- Chairman of the Audit Committee and Independent Director, Thai Packaging &amp; Printing Public Company Limited</li> </ul>	
Directorship in Other Non-Listed Companies	Holding directorships in three (3) non-listed companies <ul style="list-style-type: none"> <li>- Vice Chairman and Independent Director, Carnival Magic Co., Ltd.</li> <li>- Subcommittee Member for State-Owned Enterprise Agreement &amp; Performance Evaluation (Transport Sector), Ministry of Finance</li> <li>- Subcommittee Member for Revolving Fund Agreement &amp; Performance Evaluation, Ministry of Finance</li> </ul>	
Work Experience	<ul style="list-style-type: none"> <li>- Chairman of the Board, Chairman of the Audit Committee, and Independent Director NEP Realty and Industry Public Company Limited</li> <li>- Director, Corporate Governance and Sustainability Committee Member Navanakorn Public Company Limited</li> <li>- Independent Director Safari World Public Company Limited</li> <li>- Vice Chairman and Independent Director Carnival Magic Co., Ltd.</li> </ul>	

	<ul style="list-style-type: none"> <li>- Chairman of the Audit Committee and Independent Director Thai Packaging &amp; Printing Public Company Limited</li> <li>- Independent Director and Audit Committee Member Phuket FantaSea Public Company Limited</li> <li>- Senior Advisor to the Board of Directors Wealth Magic Securities Co., Ltd.</li> <li>- Subcommittee Member for State-Owned Enterprise Agreement &amp; Performance Evaluation (Transport Sector) Ministry of Finance</li> <li>- Subcommittee Member for Revolving Fund Agreement &amp; Performance Evaluation Ministry of Finance</li> <li>- Advisor to the House of Representatives Subcommittee on Finance &amp; Budget</li> <li>- Qualified Director in Financial Management &amp; Banking Farmers' Debt Management and Development Fund, Ministry of Agriculture and Cooperatives</li> <li>- Chairman of the Monitoring &amp; Evaluation Subcommittee Fund for the Promotion and Development of Education for Persons with Disabilities, Ministry of Education</li> </ul>	
Directorship in other companies that may result in a conflict of interest with the Company	-None-	
Shareholding in the Company, subsidiaries, joint ventures, or related companies (as of December 31, 2024)	-None-	
Direct or indirect interest in transactions with the Company or its subsidiaries	-None-	
Family relationships with executives or major shareholders	-None-	
Relationships with the Company, subsidiaries, joint ventures, or entities with potential conflicts in the past two years	-None-	
Holding executive, employee, or advisor positions receiving a regular salary	-None-	
Providing professional services, such as auditing or legal consulting	-None-	
Significant business relationships that may impair independence	-None-	
Board of Directors Meetings: Number of meetings attended / Total meetings held in 2024 & attendance percentage	11/11 (100% attendance)	
Audit Committee Meetings: Number of meetings attended / Total meetings held in 2024 & attendance percentage	7/7 (100% attendance)	
Disqualification and Prohibited Characteristics under the Public Limited Companies Act	-None-	
Director Nomination Criteria	The Board of Directors has reviewed and approved the nomination of <b>Mr. Soontorn Pojthanamas</b> as a director based on the recommendation of the Nomination and Remuneration Committee. His qualifications comply with all legal requirements, the Company's Articles of Association, and the Board Charter.	
Proposed Director Type for Appointment	<p>Chairman of the Board</p> <p>Chairman of the Audit Committee</p> <p>Independent Director</p>	

## Enclosure 3

	Name-Surname	<b>Dr. Warothai Kosolpisitkul</b>
	Position	Vice Chairman of the Board of Directors / Chairman of the Good Corporate Governance Committee/ Nomination and Remuneration Committee
	Nationality	Thai
	Age	56 year
	Date of Birth:	August 18, 1968
	Date of Appointment	April 21, 2022
	Tenure as Director	3 year
Educational Background	<ul style="list-style-type: none"> <li>- Ph.D. in Economic Theory and Policy, University of Innsbruck, Austria (<i>Austrian Government Scholarship Recipient</i>)</li> <li>- Master's Degree in Economics (Econometrics), University of Memphis, U.S.A.</li> <li>- Bachelor's Degree in Economics (Monetary Economics and Public Finance), Chulalongkorn University</li> </ul>	
Professional Training	Training Programs from the Thai Institute of Directors (IOD): <ul style="list-style-type: none"> <li>- National Defense Course, Class 65/2023</li> <li>- Board Essentials Program (BEP), Class 5</li> <li>- Advanced Insurance Management Program, Class 8 (AIMP 8), 2018</li> <li>- Capital Market Academy Leadership Program, Class 24 (CMA 24)</li> <li>- CLMVT Banker's Leadership Program, Class 1 (2017)</li> <li>- Senior Executive Development Program (SEDP), Class 15/2014, Office of the Civil Service Commission (OCSC)</li> <li>- Comparative Tax Policy and Administration (COMTAX), Harvard Kennedy School of Government, U.S.A.</li> <li>- Advanced Certificate in Public Administration and Public Law (APPL), Class 10/2012, King Prajadhipok's Institute</li> </ul>	
Work Experience	<ul style="list-style-type: none"> <li>- Executive Director, Asian Development Bank (ADB)</li> <li>- Chair of the Development Effectiveness Committee, Former Chair of the Audit Committee, Vice-Chair of the Human Resources Committee, Asian Development Bank (ADB)</li> <li>- Senior Fiscal Economist, Fiscal Policy Office, Ministry of Finance</li> <li>- Deputy Director-General, Fiscal Policy Office</li> <li>- Director of Tax Policy Bureau, Fiscal Policy Office (FPO)</li> <li>- Director of Financial System Development Bureau for Public Finance, Fiscal Policy Office (FPO)</li> <li>- Macroeconomic Policy Specialist, Fiscal Policy Office, Ministry of Finance</li> <li>- Senior Advisor to the Executive Director, World Bank, Washington, D.C.</li> <li>- Board Member, Expressway Authority of Thailand (EXAT), Chairman of the Audit Committee, EXAT</li> </ul>	




## Enclosure 3

	<ul style="list-style-type: none"> <li>- Board Member, Director of Risk Management Committee, Export-Import Bank of Thailand (EXIM Bank)</li> <li>- Board Member, Government Pension Fund (GPF), Chairman of the Investment Subcommittee, GPF</li> <li>- Board Member, National Savings Fund (NSF), Chairman of the Investment Committee, NSF, Chairman of the Strategy Committee, NSF, Chairman of the Secretary-General's Performance Evaluation Subcommittee, NSF</li> <li>- Board Member, PTT International Trading Company Limited</li> <li>- Board Member, Chairman of the Corporate Governance Committee, and Member of the Nomination and Remuneration Committee, NEP Realty and Industry Public Company Limited</li> <li>- Board Member, National Film and Video Committee, Ministry of Culture</li> <li>- Board Member, Petroleum Committee, Ministry of Energy</li> <li>- Board Member, Energy Policy and Planning Administration Committee (EPPO), Ministry of Energy</li> <li>- Advisor to the Subcommittee on Policy Measures for the Promotion and Resolution of Thailand's Maritime Commerce, National Legislative Assembly</li> <li>- Senior International Economic Advisor (Senior Fiscal Economist), Fiscal Policy Office, Ministry of Finance</li> </ul>	
Current Position	<ul style="list-style-type: none"> <li>- Senior Advisor on International Economics (Senior Fiscal Economist), Fiscal Policy Office, Ministry of Finance</li> </ul>	
Directorship in Other Listed Companies	-None-	
Directorship in Other Non-Listed Companies	-None-	
Directorship in other companies that may result in a conflict of interest with the Company	-None-	
Shareholding in the Company, subsidiaries, joint ventures, or related companies (as of December 31, 2024)	-None-	
Direct or indirect interest in transactions with the Company or its subsidiaries	-None-	
Family relationships with executives or major shareholders	-None-	
Relationships with the Company, subsidiaries, joint ventures, or entities with potential conflicts in the past two years	-None-	
Holding executive, employee, or advisor positions receiving a regular salary	-None-	
Providing professional services, such as auditing or legal consulting	-None-	
Significant business relationships that may impair independence	-None-	
Board of Directors Meetings: Number of meetings attended / Total meetings held in 2024 & attendance percentage	<div style="text-align: center;">6/11 (55% attendance)</div>	

### Enclosure 3

Number of Nomination and Remuneration Committee Meetings Attended / Total Meetings in 2024 and Attendance Rate	1/1 (100% attendance)
Number of Corporate Governance Committee Meetings Attended / Total Meetings in 2024 and Attendance Rate	1/1 (100% attendance)
Disqualification and Prohibited Characteristics under the Public Limited Companies Act	-None-
Director Nomination Criteria	The Board of Directors has reviewed and approved the nomination of <b>Dr. Warothai Kosolpisitkul</b> , based on the recommendation of the Nomination and Remuneration Committee, confirming that he meets all required legal qualifications and complies with the company's regulations and the Board Charter.
Proposed Director Type for Appointment	Vice Chairman of the Board of Directors/ Chairman of the Good Corporate Governance Committee/ Nomination and Remuneration Committee


**Board of Directors Profile**

	Name-Surname	<b>Mrs. Chantira Srimoungpan</b>
	Position	Independent Director / Audit Committee / Good Corporate Governance Committee / Nomination and Remuneration Committee
	Nationality	Thai
	Age	63 year
	Date of Birth:	May 17, 1961
	Date of Appointment	July 8, 2016
	Tenure as Director	9 year 2 months
Educational Background	- Bachelor's Degree in Accounting, Faculty of Commerce and Accountancy, Thammasat University	
Professional Training	<ul style="list-style-type: none"> <li>- Refreshment Training Program (RFP), Class 13/2024</li> <li>- Risk Management Program for Corporate Leaders (RCL), Class 25/2021</li> <li>- IT Governance and Cyber Resilience Program (ITG), Class 12/2019</li> <li>- Director Certification Program (DCP), Class 271/2019</li> <li>- Board Nomination and Compensation Program (BNCP), Class 4/2018</li> <li>- How to Develop a Risk Management Plan (HRP), Class 15/2017</li> <li>- Advance Audit Committee Program (AACP), Class 27/2017</li> <li>- Director Accreditation Program (DAP), Class 137/2017</li> <li>- Anti-Corruption the Practical Guide (ACPG), Class 20/2015</li> <li>- Company Secretary Program (CSP), Class 11/2005</li> </ul>	
Work Experience	- Director of Internal Audit and Secretary to the Audit Committee, Wave Entertainment Public Company Limited	
Current Position	- Internal Audit Manager and Secretary to the Audit Committee, Siamgas and Petrochemicals Public Company Limited	
Directorship in Other Listed Companies		-None-
Directorship in Other Non-Listed Companies		-None-
Directorship in other companies that may result in a conflict of interest with the Company		-None-
Shareholding in the Company, subsidiaries, joint ventures, or related companies (as of December 31, 2024)		-None-
Direct or indirect interest in transactions with the Company or its subsidiaries		-None-
Family relationships with executives or major shareholders		-None-
Relationships with the Company, subsidiaries, joint ventures, or entities with potential conflicts in the past two years		-None-
Holding executive, employee, or advisor positions receiving a regular salary		-None-
Providing professional services, such as auditing or legal consulting		-None-

### Enclosure 3

Significant business relationships that may impair independence	-None-
Board of Directors Meetings: Number of meetings attended / Total meetings held in 2024 & attendance percentage	11/11 (100% attendance)
Audit Committee Meetings: Number of meetings attended / Total meetings held in 2024 & attendance percentage	7/7 (100% attendance)
Number of Nomination and Remuneration Committee Meetings Attended / Total Meetings in 2024 and Attendance Rate	1/1 (100% attendance)
Number of Corporate Governance Committee Meetings Attended / Total Meetings in 2024 and Attendance Rate	1/1 (100% attendance)
Disqualification and Prohibited Characteristics under the Public Limited Companies Act	-None-
Director Nomination Criteria	The Board of Directors, with the approval of the Nomination and Remuneration Committee, has considered and determined that <b>Mrs. Chantira Srimoungpan</b> possesses the qualifications required for a director position as stipulated by applicable laws, the company's regulations, and the Board of Directors' charter.
Proposed Director Type for Appointment	<b>Independent Director</b> <b>Audit Committee</b>

**Board of Directors Profile**

	Name-Surname	<b>Mr. Weerachart Lohsiri</b>
	Position	Board Director / Risk Management Committee / Good Corporate Governance Committee / Managing Director
	Nationality	Thai
	Age	57 year
	Date of Birth:	February 2, 1967
	Date of Appointment	October 2, 2023
	Tenure as Director	1 year 7 Months
Educational Background	<ul style="list-style-type: none"> <li>- Bachelor's Degree in Business Administration, Major in Management, Assumption University</li> </ul>	
Professional Training	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP), Class 303/2021</li> <li>- Director Accreditation Program (DAP), Class 161/2019</li> </ul>	
Work Experience	<ul style="list-style-type: none"> <li>- Board Director, Risk Management Committee Member, Corporate Governance Committee Member, and Managing Director, NEP Realty and Industry Public Company Limited</li> <li>- Deputy Managing Director, VAVA Pack Company Limited</li> </ul>	
Directorship in Other Listed Companies		-None-
Directorship in Other Non-Listed Companies		-None-
Directorship in other companies that may result in a conflict of interest with the Company		-None-
Shareholding in the Company, subsidiaries, joint ventures, or related companies (as of December 31, 2024)		<p>Holds 32,330,200 shares (1.39%)</p> <p>Spouse, Mrs. Thicomporn Chaiiam, holds 52,458,200 shares (2.26%)</p> <p>VAVA Pack Co., Ltd. holds 460,000,000 shares (19.78%)</p> <p>Total shareholding: 544,788,400 shares (23.43%)</p>
Direct or indirect interest in transactions with the Company or its subsidiaries		Deputy Managing Director, VAVA Pack Company Limited
Family relationships with executives or major shareholders		Spouse, Mrs. Thicomporn Chaiiam, serves as a Director of VAVA Pack Co., Ltd.
Relationships with the Company, subsidiaries, joint ventures, or entities with potential conflicts in the past two years		Deputy Managing Director of VAVA Pack Co., Ltd.
Holding executive, employee, or advisor positions receiving a regular salary		Managing Director
Providing professional services, such as auditing or legal consulting		-None-
Significant business relationships that may impair independence		-None-
Board of Directors Meetings: Number of meetings attended / Total meetings held in 2024 & attendance percentage		11/11 (100% attendance)

### Enclosure 3

Number of Risk Management Committee meetings attended / Total meetings in 2024 and attendance percentage	1/1 (100% attendance)
Number of Corporate Governance Committee meetings attended / Total meetings in 2024 and attendance percentage	1/1 (100% attendance)
Disqualification and Prohibited Characteristics under the Public Limited Companies Act	-None-
Director Nomination Criteria	The Board of Directors, with the approval of the Nomination and Remuneration Committee, has considered and determined that <b>Mr. Weerachart Lohsiri</b> , possesses the qualifications required for a director position as stipulated by applicable laws, the company's regulations, and the Board of Directors' charter.
Proposed Director Type for Appointment	<b>Board Director</b> <b>Risk Management Committee</b> <b>Good Corporate Governance Committee</b> <b>Managing Director</b>

## บริษัท สอบบัญชีธรรมนิติ จำกัด

Dharmniti Auditing Co., Ltd.

ธรรมนิติ  
DHARMNITI

## ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวนิธินี กิตติคุณพงษ์

Miss Nitinee Kittikunapong

Audit Partner

Tel. : 02 596 0500 Ext. 613

Mobile : 089 603 6181

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

## Certificates :

- 2565 ผู้สอบบัญชีที่ได้รับการเห็นชอบจาก ก.ล.ด.  
2550 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 8843  
2020 Auditor who is approved by the Securities and Exchange Commission  
2007 Auditor Registration No. 8843

## Education :

- 2547 ปริญญาตรี บริหารธุรกิจบัณฑิต (บธ.บ.) การบัญชี  
มหาวิทยาลัยบูรพา  
2004 Bachelor of Business Administration (BBA) in Accounting,  
Burapha University

## 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  
หน่วยงานภาครัฐ / Government enterprise

# บริษัท สอบบัญชีธรรมนิติ จำกัด

Dharmniti Auditing Co., Ltd.

ธรรมนิติ  
DHARMNITI

## 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.ด.
- 2547 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 7318
- 2020 Auditor who is approved by the Securities and Exchange Commission
- 2004 Auditor Registration No. 7318

## Education :

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

## Experience :

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

## Specialized in :

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



# บริษัท สอบบัญชีธรรมนิติ จำกัด

Dharmniti Auditing Co., Ltd.

ธรรมนิติ  
DHARMNITI

## 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.ต.
- 2546 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 6838
- 2009 Auditor who is approved by the Securities and Exchange Commission
- 2003 Auditor Registration No. 6838

## Education :

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

## Experience :

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

## Specialized in :

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



อากรแสตมป์  
20 บาท  
Duty Stamp  
20 Baht

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

สิ่งที่ส่งมาด้วย 5  
Enclosure 5

เลขทะเบียนผู้ถือหุ้น.....  
Shareholders register no.

เขียนที่ .....  
Written at

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

(1) ข้าพเจ้า ..... อายุ ..... ปี .....  
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 .....  
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 .....  
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 2568 ในวันจันทร์ที่ 28 เมษายน 2568 เวลา 13.30 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 2025 Annual General Meeting of Shareholder on Monday, April 28, 2025 at 1.30 p.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)

สิ่งที่ส่งมาด้วย 5

Enclosure 5

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

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

(3) ขอมอบฉันทะให้\*  
Hereby appoint

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

หรือ กรรมการอิสระตามรายชื่อ ดังนี้

or appoint Independent Director whose name appear below

☐ นายธวัชชัย โพธิ์วรรณ/ กรรมการอิสระ อายุ 64 ปี  
Mr. Thawatchai Phoworasonton/ Independent Director Age 64 Years  
อยู่บ้านเลขที่ 2/29 ซอย เพ็ชรจิตร 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 2568 นี้)

(There is no special interest different from other directors in every agenda proposed at 2025 Annual General Meeting of Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันจันทร์ที่ 28 เมษายน 2568 เวลา 13.30 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 2025 Annual General Meeting of Shareholder on Monday, April 28, 2025 at 1.30 p.m. by electronic means (E-AGM) or any other date, time and place as the meeting may be adjourned.

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

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

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, authorize the Proxy Holder to vote on my/our behalf in the meeting as follows;

**วาระที่ 1**

เรื่องที่ท่านประธานจะแจ้งให้ที่ประชุมทราบ

**Agenda 1**

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows;

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 2**

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

**Agenda 2**

To adopt the minutes of the 2024 Annual General Meeting of Shareholders

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows;

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 3**

พิจารณารับทราบผลการดำเนินงานของบริษัท ในรอบปี 2567

**Agenda 3**

To acknowledge the operating results of the Company 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 4**

พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี 2567 สิ้นสุด ณ วันที่ 31 ธันวาคม 2567

**Agenda 4**

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

December 31, 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 5**

พิจารณางดจ่ายเงินปันผลสำหรับการดำเนินงาน ประจำปี 2567

**Agenda 5**

To approve the omission of dividend 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 6**  
**Agenda 6**

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

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

☐ การแต่งตั้งกรรมการทั้งชุด

Appointment of the whole group of directors

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of an individual director

นายสุนทร พจน์ธนาศ

Mr. Soonthorn Pojthanamas

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ดร.วโรทัย โกศลพิศิษฐ์กุล

Dr. Warotai Kosolpisitkul

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

นางจันทิรา ศรีม่วงพันธ์

Mrs. Chantira Srimoungpan

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

นายวีระชาติ โลหศิริ

Mr. Weerachart Lohsiri

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 7**  
**Agenda 7**

พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2568

To approve fixing of the remuneration of directors for the year 2025

- ☐ (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**

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2568

To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2025

- ☐ (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**

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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Proxy Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

#### หมายเหตุ/Remarks

1. กรุณากรอกข้อมูลทั้งหมดให้ถูกต้อง ครบถ้วน โดยเฉพาะที่ระบุ (\*) มิเช่นนั้น บริษัทจะไม่สามารถจัดส่งชื่อผู้ใช้ (Username) รหัสผู้ใช้ (Password) และ OTP ให้แก่ท่าน เพื่อใช้ในการล็อกอิน (Log-in) เข้าสู่ระบบการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ได้  
Please correctly and completely fill in the form, especially those specified with (\*). Otherwise the Company shall not be able to send you the Username & Password and OTP used for logging-in to the electronic meeting system.

2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a Proxy Holder must appoint only one Proxy Holder to attend and vote in the meeting as a whole or individually, and shall not divide the number of shares into several portions to more than one Proxy Holders in order to divide the vote.

3. วาระการเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการรายบุคคล

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

4. ในกรณีที่มิมีสาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแนบหนังสือมอบฉันทะแบบ ข ตามแนบ

If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplemental to Proxy Form B shall be used.

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข**  
**Supplemental Proxy (Form B)**

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันจันทร์ที่ 28 เมษายน 2568 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อน  
ไปในวัน เวลา และสถานที่อื่นด้วย

For the 2025 Annual General Meeting of Shareholder on Monday, April 28, 2025 at 1.30 p.m. by electronic means (E-AGM) or at  
any other date, time and place as the meeting may be adjourned.

วาระที่ \_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

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

วาระที่ \_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

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

วาระที่ \_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

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

วาระที่ \_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

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

วาระที่ \_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

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

วาระที่ \_\_\_\_  
Agenda

- เรื่อง \_\_\_\_\_
- Re:
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_  
Agenda

- เรื่อง \_\_\_\_\_
- Re:
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_  
Agenda

- เรื่อง \_\_\_\_\_
- Re:
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_  
Agenda

- เรื่อง \_\_\_\_\_
- Re:
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

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

ลงนาม/Signed \_\_\_\_\_ ผู้มอบอำนาจ/Proxy Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบอำนาจ/Proxy Holder  
( )



## Independent Director's Profile as Proxies from Shareholders



Mr. Thawatchai Phoworasonton  
Independent Director  
Member of Audit Committee  
Chairman of Risk Management Committee.  
Age 64 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 1 Year 8 months

#### Education

Master of Business Administration (MBA), Kasetsart University

Bachelor of Science, Marketing Major, Kasetsart University

#### Training

- 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

- 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 2024 11/11

Details of attendance to the Audit Committee Meeting in 2024 7/7

Details of attendance to the Risk Management Committee Meeting in 2024 1/1

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

Positions in the competitive business/related to the business of the Company -None-

Conflict of Interest in the agenda proposed in the Meeting -None-

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. 1992).
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than 2 years prior to the date of appointment. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person or person to be nominated as executive or controlling person of the company or subsidiary company.
4. Neither having nor used to have a business relationship with the company, parent company, subsidiary company, associated company, major shareholder or controlling person, in the manner which may interface with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, parent company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
5. Neither being nor used to be an auditor of the company, parent company, subsidiary company, associated company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an auditor firm which employs auditors of the company, parent company, subsidiary company, associated company, major shareholder, or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
6. Neither being nor used to be a provider of any professional services, including those as legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the company, parent company, subsidiary company, associated company, major shareholder, or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
7. Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.

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

**Verification and Procedure for Attending the 2025 Annual General Meeting of Shareholders  
via Electronic Means (E-AGM)**

The Company will hold the 2025 Annual General Meeting of Shareholders on Monday April 28, 2025 at 1.30 p.m. via electronic means (E-AGM) under the Emergency Decree on Electronic Meeting B.E. 2020. In this regard the shareholders are required to verify themselves for the meeting attendance in advance between April 10, 2025 at 9.00 a.m. and April 23, 2025 at 4.00 p.m. Shareholders can study the electronic meeting system handbook for the shareholders' meeting as detailed in Enclosure 9

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

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

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

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

- Shareholders can register to attend the meeting by verifying themselves via [IR PLUS AGM Shareholder Meeting](#) system at
  - Web Application : <https://webagm.irplus.in.th>



- **Mobile Application** It supports both iOS (iOS 14.5 and above) and Android (Android 8 and above). You can install the application directly through the App Store or Google Play Store by searching for the application named IR PLUS AGM



- The [IR PLUS AGM Shareholder Meeting](#) will issue the Username and Password for the shareholders to login to the system on the day of the 2025 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) 271-4213-14 extension 112. **within April 23, 2025** 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 2025 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) 271-4213-14 extension 112. **within April 23, 2025** 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 2025 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](mailto: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, Bangkok, 10400, Tel. (662) 271-4213 extension 112. **within April 23, 2025** 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 2025 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 23, 2025** 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 2025 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:

Mr. Thawatchai Phoworasonton: 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) 271-4213-14 extension 112. In order to facilitate document verification please, deliver the document to the Computer **within April 23, 2025**.

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 [IR PLUS AGM 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 [IR PLUS AGM 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 [webagm.irplus.in.th](#) and [Mobile Application](#).

**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**.

**4. Submitting the questions in advance**

Shareholders are able to submit questions in relation to each agenda in advance **within April 23, 2025**. via e-mail [secretary@nep.co.th](mailto: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- 14 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 2025 Annual General Meeting of Shareholders, please contact [secretary@nep.co.th](mailto:secretary@nep.co.th) or Tel. (662) 271-4213-14 extension 112

### **Remark:**

For conducting an electronic shareholders meeting to be in accordance with laws in relation to the Personal Data Protection through [IR PLUS AGM 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.



## Steps for Shareholders / Proxy Holders to Verify Identity (KYC) through the IR PLUS AGM System

### For Shareholders Attending the Meeting in Person

1. Prepare the invitation letter issued by TSD, ID card, or passport.
2. Select the company you wish to attend the meeting with or search for the Stock Symbol.

Scan the QR code issued by TSD to log in to the system or log in using your ID card number or passport number to proceed with identity verification (KYC).



Enter your phone number and email to verify your identity via the ThaiD app.



Fill in personal information and upload a photo to complete identity verification (KYC) and registration.

Set a 6-digit Pincode to access the IR PLUS AGM system.

### Assigning Proxy to the "Independent Director"

Select the menu: "Proxy"

Prepare documents: A copy of the ID card and the proxy form. Select the name of the Independent Director to assign as the proxy.

Upload the ID card copy and proxy form. Ensure all documents are complete, then click "Confirm"  
\*\*Submit in advance, at least 1 day before the meeting.



## Steps for Shareholders / Proxy Holders to Verify Identity (KYC) through the **IR PLUS AGM** System

### Assigning Proxy to the "Independent Director"



Select the menu "Proxy-Direct"



The "Shareholder" logs in with their ID to authorize the "Independent Director"



Prepare documents: A copy of your ID card and the completed proxy form.



Select "Independent Director"  
Choose the name of the Independent Director to assign as your proxy.



Upload documents Upload the ID card copy and completed proxy form. Ensure all documents are complete, then click "Confirm" and proceed with the process.



Set a 6-digit Pincode  
to access the IR PLUS AGM system.

### Proxy Holder Attending the Meeting



Select the menu "Proxy-Direct"



"Proxy Holder" logs in with their ID card number to complete the identity verification (KYC) process for meeting attendance.



Prepare documents: A copy of the ID card for both the "Shareholder" and the "Proxy Holder" along with the completed proxy form. If applicable, include company representative details.



Select "Other Names"  
Enter the information for the "Proxy Holder"



Upload documents: Upload the ID card copies for both the "Shareholder" and the "Proxy Holder," along with the completed proxy form. Ensure all documents are complete, then click "Confirm" to proceed with the



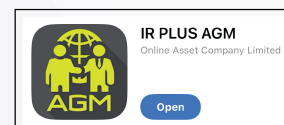
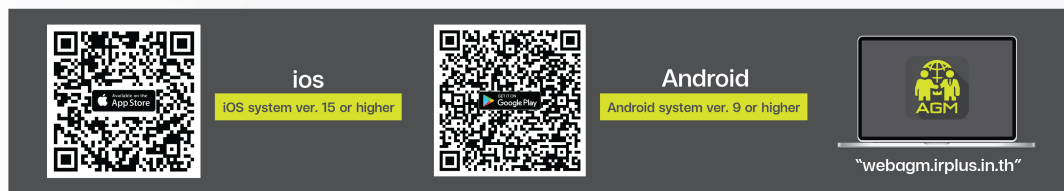
Set a 6-digit Pincode  
to access the IR PLUS AGM system.

# IR PLUS AGM

## Electronic-Annual General Meeting (E-AGM)

### 1. Download and Install application "IR PLUS AGM"

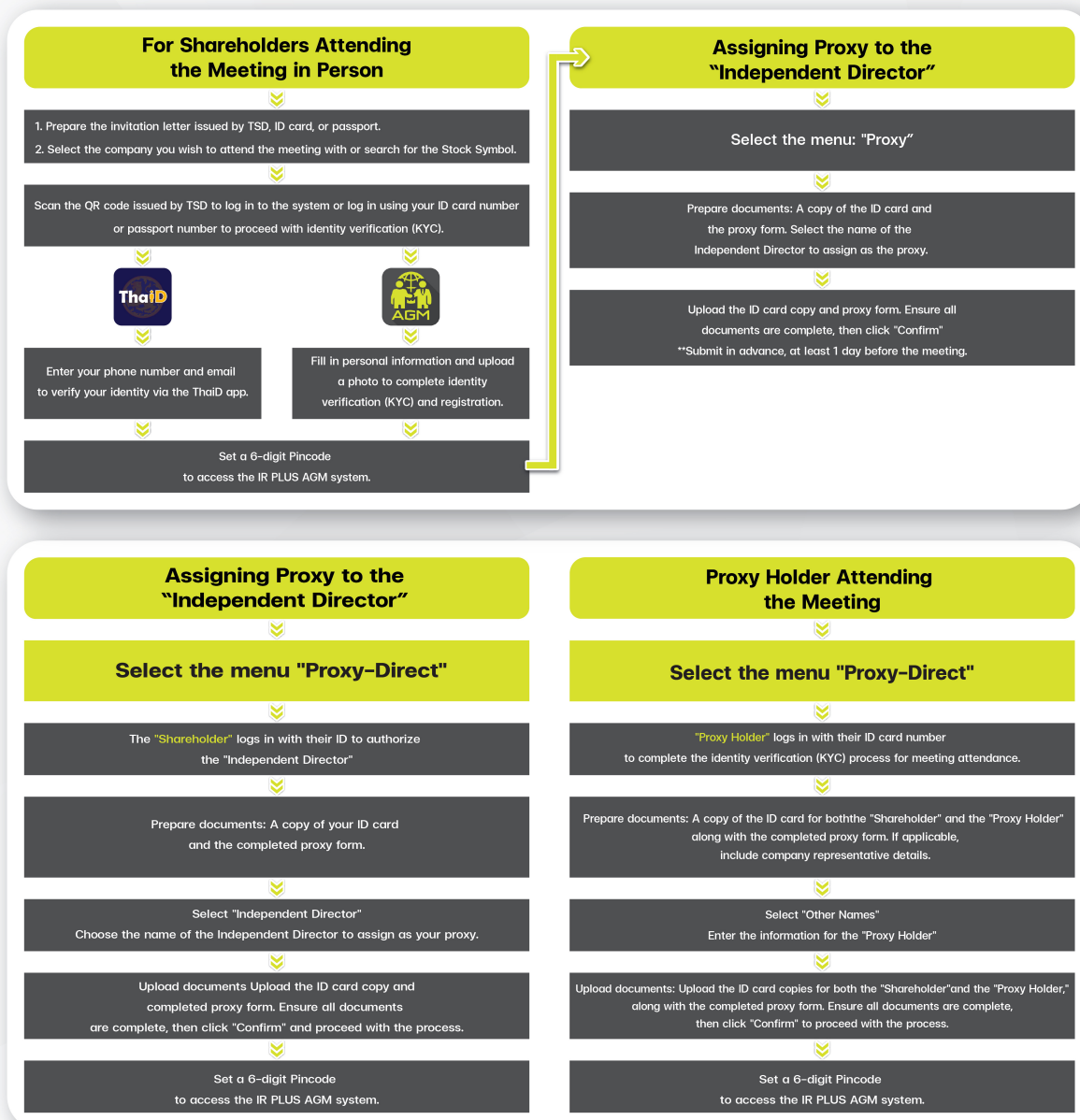
From App Store (Support since iOS 15) and Google Play Store (Support since Android 9)



Or attend the meeting via the Web App "webagm.irplus.in.th" on Google without an application or program installed.

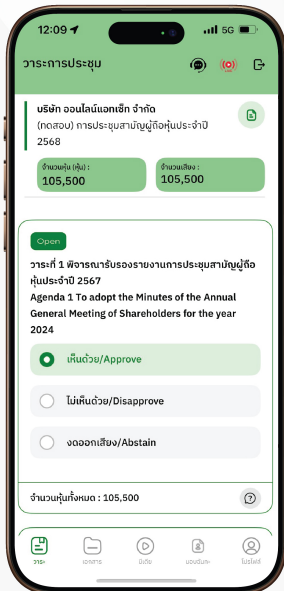
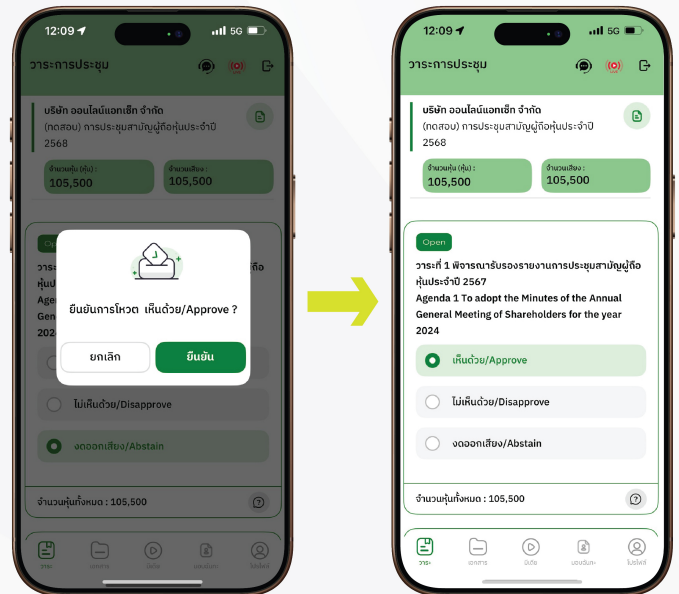
### 2. Identity verification process (KYC)

- Select the company you want to attend the meeting. And select the status of the user, then Login to access the system with the ID card number of the shareholders.
- Please insert personal data, upload your photo of the ID card, and then take a photograph of the shareholder holding the ID card for identity verification.
- Fill up the OTP received from the system via selected channels (text or e-mail)
- The system will notify the result of identity verification (KYC) as "Approve" or "Disapprove" In case of Disapprove, the shareholder must proceed with the KYC procedure again.
- Set up the Pin code for attend the meeting.




### 3. How to vote.

The system will Default vote "Agree" on every agenda that can change the vote result "Disagree" or "Abstain" Then press the bottom confirms to confirm. The system Will change the voting result immediately. As shown in the picture.




### 4. Asking question, Text format and VDO Call format







#### In case, Asking questions via VDO Call

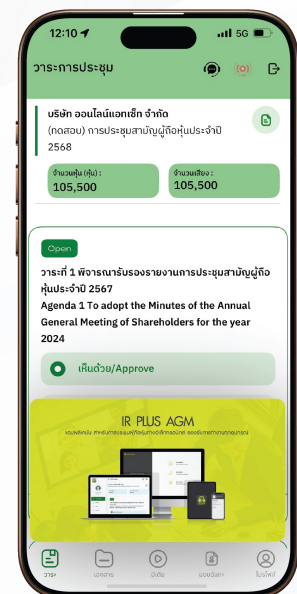
Click  that shown on your screen, then type the question. Then wait for the staff will get back to you.

#### In case, Asking questions via Text

Click  that shown in every agenda to send questions to be asked in that agenda. You can ask a question in the system at any time until the agenda is closed.

### 5. Other Menu

-  : Document
-  : Media or VDO Presentation
-  : Proxy \*Incase Provide proxy to independent directors only.  
This must be completed 1 day prior the meeting date
-  : Profile
-  : Log out **\*\*When you confirm to log out the meeting Your vote will eliminate from the vote base immediately.**
-  : Live stream



If you encounter problems in the use please contact : IR PLUS AGM Call Center

Call : 02-022 6200 ext. 2, 626 Office hours: 9:00 a.m. to 5:00 p.m. Monday to Friday



Add Line id : @irplusagm

Or scan QR Code to report a problem using the system to get help quickly

**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.

\*\*\*\*\*