



Invitation to attend
The 2026 Annual General Meeting of Shareholders

NEP Realty and Industry Public Company Limited

Wednesday, April 29, 2026 at 10.30 a.m.

By electronic means (E-AGM)

***Please note that the E-AGM will be held entirely online and there will be no physical venue for the meeting arrangements for this E-AGM. Therefore, please carefully study and follow the guidelines for attending the E-AGM attached to the

Notice***



Ref: NEP016/2026



March 27, 2026

Subject : Invitation to attend the 2026 Annual General Meeting of Shareholders

To : All Shareholders

NEP Realty and Industry Public Company Limited

- Enclosure:
1. Copy of the minutes of the 2025 Annual General Meeting of Shareholders in QR Code format
 2. Annual Registration Statement for the Year 2025 (Form 56-1 One Report) in QR Code format
 3. Information of the Persons to be Appointed as Directors in Replacement of the Retiring Directors and as New Directors
 4. Profiles of the Company's auditors for 2026
 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 2026 Annual General Meeting of Shareholders via Electronic means (E-AGM)
 9. Electronic Meeting System User Manual for Annual General Meeting of Shareholders
 10. The Company's articles of association regarding Annual General Meeting of Shareholders and voting

Enclosure 1 Minutes of the Annual General Meeting Meeting of Shareholders 2025	Enclosure 2 Annual Registration Statement for the Year 2025 (Form 56-1 One Report)
	

The Board of Directors of NEP Realty and Industry Public Company Limited (“the Company”) resolved to call the 2026 Annual General Meeting of Shareholders on **Wednesday, April 29, 2026 at 10.30 a.m. by the electronic means (E-AGM)** Pursuant to the Electronic Meetings Act B.E. 2020 (there will be no on-site registration on Wednesday, April 29, 2026), in order to consider the following agenda

Agenda 1 The matter to be informed by the chairman of the board of directors

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

Board's opinion: It is proposed that the meeting acknowledge the matters to be informed by the Chairperson.

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

Agenda 2 To consider and adopt the Minutes of the 2025 Annual General Meeting of Shareholders.

Facts and reasons: The minutes of the 2025 Annual General Meeting of Shareholders held on Monday, April 28, 2025. the Company has completed the meeting report. (Detailed in Enclosure 1)

Board's opinion: The minutes of the meeting are accurate and complete; therefore, it is deemed appropriate to propose that the shareholders' meeting consider and approve the Minutes of the 2025 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 2025

Facts and reasons: The Company summarized the operational results and significant changing during 2025, as stated in the Annual Registration Statement for the Year 2025 (Form 56-1 One Report) which distributed to all shareholders. (Detailed in Enclosure 2)

Board's opinion: It is proposed that the Company's operating results for the year 2025 be presented to the meeting for acknowledgment.

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 fiscal year 2025 ended December 31, 2025

Facts and reasons: The statement of financial position and statement of comprehensive income for the year 2025 ended on December 31, 2025 which has been audited by the auditors and approved by the Board of Directors. (Detailed in Enclosure 2)

Board's opinion: It is proposed that the shareholders' meeting consider and approve the Statement of Financial Position and the Statement of Comprehensive Income for the year ended December 31, 2025.

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 the omission of dividends for the year 2025

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: For the reasons stated above, the Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the omission of dividend payment for the year 2025.

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: Pursuant to Article 16 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number of directors to retire shall be the closest to one-third. The directors who retire from office under this provision may be re-elected.

At the Annual General Meeting of Shareholders for the year 2026, there is one director whose term has expired and who is required to retire from the position of director of the Company, as follows:

Mr. Thawatchai Phowarasontorn	Director / Vice Chairman of the Board / Audit Committee Member / Independent Director Chairman of the Risk Management Committee / Chairman of the Nomination and Remuneration Committee
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He has been duly considered by the Board of Directors and determined to possess the knowledge, capability, and qualifications required for directorship as prescribed under the Public Limited Companies Act B.E. 2535 (1992) and the regulations of the Securities and Exchange Commission. The Board of Directors, therefore, deemed it appropriate to propose the re-election of the director who retired by rotation to resume the office for another term.

In this regard, the director retiring by rotation did not attend the Board of Directors' meeting and did not vote on this agenda item. In this regard, the profile of the person nominated for appointment as director is attached to the notice of this meeting. (Detailed in Enclosure 3)

Board's opinion: It is deemed appropriate to propose that the shareholders' meeting consider and approve the re-election of the director who is due to retire by rotation, namely Mr. Thawatchai Phowarasontorn, to serve as a director for another term, as he possesses the knowledge, capability, and qualifications to serve as a director and an audit committee member in accordance with the Public Limited Companies Act B.E. 2535 (1992) and the 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 the appointment of new directors

Facts and reasons: Mr. Danai Wijarn, who served as a director of the Company, resigned from his position as a director effective 1 October 2024, resulting in one vacancy on the Board of Directors.

The Company provided an opportunity for shareholders to propose agenda items and nominate qualified persons for consideration for election as directors during the period from 1 November 2025 to 31 December 2025. As a result, one person was nominated by a shareholder for consideration to be elected as a director, namely, Ms. Jetana Lohsiri.

The Nomination and Remuneration Committee has considered the qualifications of the person nominated by the shareholder and is of the opinion that Ms. Jetana Lohsiri possesses the qualifications and experiences suitable for the position of director to replace the resigned director. The Committee has also verified that she does not engage in or hold shares in any business that competes with the Company. Therefore, it is deemed appropriate to propose her name to the meeting for consideration for appointment as a director of the Company.

The Board of Directors has duly reviewed and concurred that Ms. Jetana Lohsiri is a qualified person with appropriate expertise and is suitable for the Company's business operations, in accordance with the opinion of the Nomination and Remuneration Committee.

The nominee for appointment as a new director neither attended the Board of Directors' meeting nor voted on this agenda item. The profile of the person nominated for appointment as a director is attached to the notice of this meeting. (Detailed in Enclosure 3)

Board's opinion: It is deemed appropriate to propose that the shareholders' meeting consider and approve the appointment of Ms. Jetana Lohsiri as a director of the Company to replace the director who has resigned.

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 8 To approve the determination of the Board of Directors' remuneration for the year 2026.

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 2025 total amount Baht 2.81 million, without any additional forms of compensation or other benefits. Furthermore, the annual bonus for the year 2025 shall not be distributed. Because the Company has suffered loss from its business operation.

The monthly remuneration and meeting allowance from 2024 to 2026 are as follows:

Monthly Compensation	2026 (Current Proposal)	2025 (AGM)	2024 (AGM)
Chairman of the Board of Directors	50,000	50,000	50,000
Vice Chairman of the Board of Directors	30,000	30,000	30,000
Directors	20,000	20,000	20,000
Chairman of Audit Committee	7,500	7,500	7,500
Member of Audit Committee	5,000	5,000	5,000
Meeting Allowance of Sub-Committee	(Baht/ meeting)		
Chairman of Sub-Committee - Nomination and Remuneration Committee - Corporate Governance Committee - Risk Management Committee	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
Other remuneration and benefits apart from monthly remuneration and meeting allowances	None	None	None
Total	2,810,000	2,810,000	2,810,000
Resolution of shareholders	Not yet resolved	approved	approved

Board's opinion It is deemed appropriate to propose that the shareholders' meeting approve the determination of the remuneration of the Board of Directors for the year 2026. The remuneration shall be paid in the form of monthly remuneration and meeting allowances within a total amount of THB 2.81 million Baht, with no other forms of remuneration or additional benefits. In addition, the annual bonus for the year 2025 will be omitted. Directors who are employees of the Company will 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 9 To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2026.

Facts and reasons: The Audit Committee has considered the selection of auditors for the year 2026, by considering performance, independence, and the auditor's remuneration. 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 2026, 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	1	Or
(3) Ms. Wannisa Ngambauthong	6838	0	

To be the Company's auditor for the year 2026. 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 2026 is fixed at Baht 1,000,000 with details as follows:

Description	2026 (Current Proposal)	2025	2024
Review fee for quarterly financial statements (145,000 Baht/quarter x 3 Quarter)	435,000	435,000	435,000
Audit fee for annual financial statements	565,000	545,000	545,000
Non-audit fees	-	-	-
Total	1,000,000	980,000	980,000

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 deemed appropriate to propose that the shareholders' meeting consider and approve the appointment of auditors from Dharmniti Auditing Co., Ltd., by Ms. Nitinee Kittikunapong (CPA License No. 8843), Ms. Chotima Kitsirakorn (CPA License No. 7318), or Ms. Wannisa Ngambauthong (CPA License No. 6838), as the auditors of the Company for the year 2026. In the event that the above-named auditors are unable to perform their duties, Dharmniti Auditing Co., Ltd. shall be authorized to appoint another certified public accountant of Dharmniti Auditing Co., Ltd., approved by the Securities and Exchange Commission, to act as the Company's auditor in their place. The audit fee for the year 2026 is fixed at a total amount of THB 1,000,000."

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

Agenda 10 To approve the amendment of the Company’s objectives and to consider the amendment of Clause 3 Objectives of the Company’s Memorandum of Association

Facts and reasons: In order to ensure that the Company’s business operations are conducted efficiently and in alignment with its business expansion plan, as well as its future development directions, the Company deems it necessary to add additional objectives to the Company and to amend Clause 3 Objectives of the Company’s Memorandum of Association. In compliance with the Public Limited Companies Act B.E. 2535 (1992), it is therefore proposed that the meeting consider and approve the addition of new objectives of the Company and the amendment to Clause 3 Objectives of the Memorandum of Association, with details as follows:

The Company proposes to add two (2) new objectives, namely Objectives No. 48–49, as follows:

(48) To engage in the business of trading goods and providing services in accordance with the Company’s objectives via electronic media, such as the internet and computer networks, or electronic commerce (e-Commerce); including direct marketing businesses, providing an electronic marketplace (e-Marketplace) for trading goods or services, and providing electronic payment system services related to such businesses.

(49) To engage in the business of manufacturing, distributing, designing, researching, and developing products and all types of packaging made from waste materials, recycled materials, agricultural and industrial by-products, or environmentally friendly materials; by processing used materials or scrap from production processes into industrial products related to environmental protection; including the management and disposal of industrial waste and all types of waste to create commercial added value; as well as the production, distribution, and integrated energy management, covering the procurement, retail, wholesale, import, and export of related products and raw materials both domestically and internationally.

The amendment to Clause 3 of the Memorandum of Association to reflect the addition of the Company’s objectives is proposed as follows:

Original: Clause 3. The Company’s objectives consist of 47 clauses.

Revised: Clause 3. The Company’s objectives consist of 49 clauses.

The meeting is also requested to authorize the Board of Directors and/or the authorized directors of the Company, and/or any person designated by the Board of Directors or the authorized directors, to amend or revise the wording of the objectives as necessary and appropriate in accordance with the instructions of the Public Company Registrar in connection with the registration of the amendment to the objectives with the Ministry of Commerce, and/or to revise certain wording in the relevant documents as recommended, including the authority to delegate such power.

Board’s opinion: It is deemed appropriate to propose that the shareholders’ meeting consider and approve the amendment to the Company’s objectives and the amendment to Clause 3 Objectives of the Company’s Memorandum of Association. The proposed amendment will enable the Company to conduct its business in compliance with the law, expand the scope of its business to accommodate new opportunities, and

enhance its competitive potential, while also preventing any discrepancies with relevant legal and regulatory requirements related to the Company's operations.

Resolution: The resolution on this agenda item must be approved by not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote.

Agenda 11 To consider other matters (if any)

The Company schedules the record date for the right of shareholders to attend the 2026 Annual General Meeting of Shareholders on March 16, 2026.

In addition, the Company has published the invitation to the shareholders' meeting together with the supporting documents on the Company's website at www.nep.co.th. Shareholders are cordially invited to attend the 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 at 10.30 a.m. The electronic meeting (E-AGM) 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 2026 Annual General Meeting of Shareholders via Electronic Means (E-AGM) and the Electronic Meeting System User Manual for the 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 2026 Annual General Meeting of Shareholders from April 10, 2026 at 9 a.m. to April 28, 2026 at 4 p.m. at

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



Mobile Application: Supports both IOS (iOS 15 and above) and Android (supports Android 9 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, and in order to ensure the orderly verification of documents and preparation of the E-AGM system, the Company requests shareholders' cooperation to please submit the identity verification documents together with the proxy form (in the event of a proxy appointment). This should be done in accordance with the details specified in the Verification and Procedure for Attending the 2026 Annual General Meeting of Shareholders via Electronic Means (E-AGM) in **Enclosure 8**, to the Company Secretary, NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, or email: secretary@nep.co.th by April 28, 2026.

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 2026 Annual General Meeting via Electronic Means (E-AGM), as detailed in **Enclosure 8**, to Company Secretary, NEP Realty and Industry Public Company Limited, No. 41 Soi Phaholyothin 5, Phaholyothin Road, Phayathai, Bangkok 10400, or email: secretary@nep.co.th, by April 28, 2026.

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

Yours sincerely,




(Mr. Weerachat Lohsiri)

Managing Director


NEP Realty and Industry Public Company Limited

Board of Directors Profile

	Name-Surname	Mr. Thawatchai Phowarasoontorn
	Position	Board Director / Vice Chairman of the Board of Directors /Independent Director / Audit Committee / Chairman of the Risk Management Committee / Chairman of the Nomination and Remuneration Committee
	Nationality	Thai
	Age	64 years old
	Date of Appointment	24 August 2023
	Tenure as Director	2 Year 8 months
	Educational Background	<ul style="list-style-type: none"> • Master of Business Administration (MBA), Kasetsart University • Bachelor of Science, Marketing Major, Kasetsart University
Professional Training	<ul style="list-style-type: none"> • Director Certification Program 2011, Thai Institute of Directors (IOD) • Per – CIA Program 19, Chulalongkorn Business School • Organizational preparation for digital disruption Program 2017, by IRDP • Evaluation Criteria for Enablers in 8 Areas Program 2019, by the State Enterprise Policy Office • Clarification of Core Business Enablers Research results Program 2020 • Risk Management and Internal Control and GRC Supervision Program 2020 	
Work Experience	<ul style="list-style-type: none"> • 22 January 2026 – Present Vice Chairman of the Board, NEP Realty and Industry Public Co., Ltd. • 18 December 2025 – Present Chairman of the Nomination and Remuneration Committee, NEP Realty and Industry Public Co., Ltd. • 10 June 2025 – 17 December 2025 Nomination and Remuneration Committee, NEP Realty and Industry Public Co., Ltd. • 19 October 2023 – Present Chairman of the Risk Management Committee, NEP Realty and Industry Public Co., Ltd. • 24 August 2023 – Present Audit Committee, NEP Realty and Industry Public Co., Ltd. • 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) 	
Current Position	Advisor, Institute of Research and Development for Government Organizations (IRDP)	
Directorship in Other Listed Companies	-None-	
Directorship in Other Non-Listed Companies	Advisor, Institute of Research and Development for Government Organizations (IRDP)	

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, 2025)	-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 2025 & attendance percentage	11/11 (100% attendance)
Number of Audit Committee Meetings Attended / Total Meetings in 2025 and Attendance Rate	4/4 (100% attendance)
Number of Risk Management Committee Meetings Attended / Total Meetings in 2025 and Attendance Rate	1/1 (100% attendance)
Number of Nomination and Remuneration Committee Meetings Attended / Total Meetings in 2025 and Attendance Rate (Director nominated in place of the director retiring by rotation)	1/1 (100% attendance)
Number of Corporate Governance Committee Meetings Attended / Total Meetings in 2025 and Attendance Rate (Director nominated in place of the director retiring by rotation)	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 Mr. Thawatchai Phowarasoontorn , possesses the qualifications to serve as a Director and Audit Committee in accordance with the relevant laws, the Company's Articles of Association, the Board of Directors Charter, and the Audit Committee Charter.
Proposed Director Type for Appointment	Board Director / Vice Chairman of the Board of Directors / Independent Director / Audit Committee / Chairman of the Risk Management Committee / Chairman of the Nomination and Remuneration Committee

The resume of the person to be proposed for appointment as the Company's new director

	Name-Surname	Ms. Jetana Lohsiri
	Position	Deputy Managing Director, Marketing and Sales
	Nationality	Thai
	Age	65 years old
	Date of Appointment	-
	Tenure as Director	-
Educational Background	<ul style="list-style-type: none"> ● Bachelor's Degree in Political Science, Ramkhamhaeng University ● Diploma: The Cambridge Secretarial College, Cambridge, UK 	
Professional Training	<ul style="list-style-type: none"> ● 2024 – Executive Program in Energy Science for Senior Executives (Class 19) ● 2023 – Top Executives Program in Commerce and Trade (Tepcot15) ● 2022 – Wealth of Wisdom Program (WOW #1) 	
Work Experience	<ul style="list-style-type: none"> ● 19 June 2025 – Present Deputy Managing Director, Marketing and Sales NEP Realty and Industry Public Co., Ltd. ● 1 June 2025 – 18 June 2025 Advisor to the Managing Director for Marketing and Sales, NEP Realty and Industry Public Co., Ltd. ● 8 December 2023 – Present Director, Vava Pack Co., Ltd. ● 18 July 2007 – Present Director, Art Tech Home Co., Ltd. 	
Current Position	<ul style="list-style-type: none"> ● 19 June 2025 – Present Deputy Managing Director, Marketing and Sales NEP Realty and Industry Public Co., Ltd. ● 8 December 2023 – Present Director, Vava Pack Co., Ltd. ● 18 July 2007 – Present Director, Art Tech Home Co., Ltd. 	
Directorship in Other Listed Companies	-None	
Directorship in Other Non-Listed Companies	Director, Vava Pack Co., Ltd. Director, Art Tech Home Co., Ltd.	
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, 2025)	-None	
Direct or indirect interest in transactions with the Company or its subsidiaries	-None	
Family relationships with executives or major shareholders	The sister of Mr. Weerachart Lohsiri Managing Director NEP Realty and Industry Public Co., Ltd.	
Relationships with the Company, subsidiaries, joint ventures, or entities with potential conflicts in the past two years	-None	

Enclosure 3

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 2025 & attendance percentage	-None
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 Ms. Jetana Lohsiri , 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	Board Director

ประวัติผู้สอบบัญชี

AUDITOR PROFILE



นางสาวนิธินี กิตติคุณาพงษ์
Miss Nitinee Kittikunapong

Audit Partner

Tel. : 02 596 0500 Ext. 613
Mobile : 089 603 6181
E-mail : nitinee.k@daa.co.th

Certificates :

- 2565 ผู้สอบบัญชีที่ได้รับความเห็นชอบจาก ก.ล.ต.
- 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.ต.
- 2547 ผู้สอบบัญชีรับอนุญาต ทะเบียนเลขที่ 7318
- 2020 Auditor who is approved by the Securities and Exchange Commission
- 2004 Auditor Registration No. 7318

Education :

- 2557 ประกาศนียบัตรการรายงานทางการเงินไทย จากสภาวิชาชีพในพระบรมราชูปถัมภ์
- 2548 ปริญญาตรี บริหารธุรกิจบัณฑิต (บธ.บ.) การบัญชี มหาวิทยาลัยรามคำแหง
- 2014 Certification of Completion Diploma in Thai Financial Reporting from Federation of Accounting Professions Under The Royal Patronage of His Majesty The King
- 1997 Bachelor of Business Administration in Accounting, Ramkhamhaeng University

Experience :

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

Specialized in :

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

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 :

- 2562 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
- ธุรกิจโรงพยาบาล / Healthcare 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..... holding the total amount of	หุ้น shares	และออกเสียงลงคะแนนได้เท่ากับ..... and have the right to vote equal to	เสียง ดังนี้ votes as follows:
<input type="checkbox"/> หุ้นสามัญ..... ordinary share	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ..... and have the right to vote equal to	เสียง votes
<input type="checkbox"/> หุ้นบุริมสิทธิ..... preferred share	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ..... and have the right to vote equal to	เสียง 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 2569 ในวันที่ 29 เมษายน 2569 เวลา 10.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Only one of them as my/our proxy to attend and vote on my/our behalf in the 2026 Annual General Meeting of Shareholder on Wednesday, April 29, 2026 at 10.30 a.m. by electronic means (E-AGM) or at any other date, time and place as the meeting may be adjourned.

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

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

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

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

หมายเหตุ/Remarks

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

หนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B)ติดอากรแสตมป์
20 บาท
Duty Stamp
20 Bahtเขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

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

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

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

(3) ขอมอบฉันทะให้*
Hereby appoint

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

หรือ กรรมการอิสระตามรายชื่อ ดังนี้

or appoint Independent Director whose name appear below

นางจันทิรา ศรีม่วงพันธ์/ กรรมการอิสระ _____ อายุ _____ ปี
Mrs. Chantira Srimoungpan/ Independent Director _____ Age _____ Years
อยู่บ้านเลขที่ 45 ซอย พัฒนาการ20แยก4 ตำบล/แขวง สวนหลวง
Residing at No. 45 Soi Phatthanakan 20 Yaek 4 Sub-District Suan Luang
อำเภอ/เขต สวนหลวง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250
District Suan Luang Province Bangkok Postal Code 10250

(ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการคนอื่น ๆ ในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 นี้)

(There is no special interest different from other directors in every agenda proposed at 2026 Annual General Meeting of Shareholders)

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ในวันพุธที่ 29 เมษายน 2569 เวลา 10.30 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my /our Proxy Holder to attend and vote on my/our behalf in the 2026 Annual General Meeting of Shareholder on Wednesday, April 29, 2026 at 10.30 a.m. by electronic means (E-AGM) or any other date, time and place as the meeting may be adjourned.

ข้าพเจ้าซึ่งเป็นผู้ถือหุ้นของบริษัท เอ็นอีพี อสังหาริมทรัพย์และอุตสาหกรรม จำกัด (มหาชน) (“บริษัท”) ยินยอมให้บริษัทจัดส่งชื่อผู้ใช้ (Username) และ รหัสผู้ใช้ (Password) ของข้าพเจ้าไปยังผู้รับมอบฉันทะตามชื่อและอีเมลที่ข้าพเจ้าระบุในหนังสือมอบอำนาจฉบับนี้ I, a shareholder of NEP Realty and Industry Public Company Limited (“the Company”), consent to the Company sending my username and password to the proxy with the name and email address that I have specified in this proxy form hereto.

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

วาระที่ 1 เรื่องที่ประธานจะแจ้งให้ที่ประชุมทราบ
Agenda 1 The matter 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 2568
Agenda 2 To consider and adopt the Minutes of the 2025 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 2568
Agenda 3 To acknowledge the operating results of the Company 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 4 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จ ประจำปี 2568 สิ้นสุด ณ วันที่ 31 ธันวาคม 2568
Agenda 4 To approve the statement of financial position and statement of comprehensive income for the fiscal year 2025 ended December 31, 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 5 พิจารณานุมัติงดจ่ายเงินปันผล ประจำปี 2568
Agenda 5 To approve the omission of dividends 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 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
- นายธวัชชัย โพธิ์วรสุนทร
Mr. Thawatchai Phowarasontorn
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7
Agenda 7

พิจารณาอนุมัติการแต่งตั้งกรรมการใหม่

To approve the appointment of new 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;
- การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment of an individual director
- นางสาวเจตนา โลหศิริ
Ms. Jetana Lohsiri
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8
Agenda 8

พิจารณากำหนดค่าตอบแทนคณะกรรมการบริษัท ประจำปี 2569

To approve the determination of the Board of Directors' remuneration for the year 2026.

- (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

พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัทและกำหนดค่าสอบบัญชี ประจำปี 2569

To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2026.

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

วาระที่ 10
Agenda 10

พิจารณาและอนุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ และพิจารณาการแก้ไขหนังสือบริคณห์สนธิของบริษัท
ข้อ 3. วัตถุประสงค์

To approve the amendment of the Company's objectives and to consider the amendment of Clause 3 Objectives of the Company's Memorandum of Association.

- (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 11
Agenda 11

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

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

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข
Supplemental Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท 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 2569 ในวันที่พุธที่ 29 เมษายน 2569 เวลา 10.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไป
ในวัน เวลา และสถานที่อื่นด้วย

For the 2026 Annual General Meeting of Shareholder on Wednesday, April 29, 2026 at 10.30 a.m. by electronic means (E-AGM)
or at any other date, time and place as the meeting may be adjourned.

วาระที่ _____ เรื่อง _____
Agenda Re:

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

วาระที่ _____ เรื่อง _____
Agenda Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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Approve Disapprove Abstain

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Agenda Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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Approve Disapprove Abstain

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Agenda Re:

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Approve Disapprove 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;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

Independent Director's Profile as Proxies from Shareholders

	Mrs. Chantira Srimoungpan
	Independent Director
	Audit Committee
	Good Corporate Governance Committee
	Age 64 years old
	Nationality Thai
	Address 45 Soi Phatthanakan 20 Yaek 4 Suan Luang Sub-District, Suan Luang District, Bangkok 10250
	Date of first appointment July 8, 2016
Term of office 9 Year 9 months	

Education	Bachelor's Degree in Accounting, Faculty of Commerce and Accountancy, Thammasat University
Training	<ul style="list-style-type: none"> - Refreshment Training Program (RFP), Class 13/2024 - Risk Management Program for Corporate Leaders (RCL), Class 25/2021 - IT Governance and Cyber Resilience Program (ITG), Class 12/2019 - Director Certification Program (DCP), Class 271/2019 - Board Nomination and Compensation Program (BNCP), Class 4/2018 - How to Develop a Risk Management Plan (HRP), Class 15/2017 - Advance Audit Committee Program (AAP), Class 27/2017 - Director Accreditation Program (DAP), Class 137/2017 - Anti-Corruption the Practical Guide (ACPG), Class 20/2015 Company Secretary Program (CSP), Class 11/2005
Work Experiences	<ul style="list-style-type: none"> - Director of Internal Audit and Secretary to the Audit Committee, Wave Entertainment Public Company Limited - Internal Audit Manager and Secretary to the Audit Committee, Siam gas and Petrochemicals Public Company Limited
Having special interests in the agenda items	-None-
Positions in the competitive business/related to the business of the Company	-None-
Number of shares held in the Company, subsidiaries, affiliated companies or related companies	-None-
Direct or indirect interests in any business in which the Company or its subsidiaries are a party to a contract	-None-
Details of attendance to the Board of Directors Meeting in 2025	10/11
Details of attendance to the Audit Committee Meeting in 2025	4/4
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-
Nature of the relationship of the Independent Director	
1. Being a close relative of the Company's executives or major shareholders, or those of its 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 possessing the quality as outline in 1-9 above may be assigned by the board of directors to carry on the operation of the company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

**Verification and Procedure for Attending the 2026 Annual General Meeting of Shareholders
via Electronic Means (E-AGM)**

The Company will hold the 2025 Annual General Meeting of Shareholders on Wednesday April 29, 2026 at 10.30 a.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, 2026 at 9.00 a.m. and April 28, 2026 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 15 and above) and Android (Android 9 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 2026 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 **within April 28, 2026** 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 2026 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 **within April 28, 2026** 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 2026 Annual General Meeting of Shareholders.

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

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

By sending the e-mail to: secretary@nep.co.th or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED, No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213 **within April 28, 2026** 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 2026 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 **within April 28, 2026** 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 2026 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:

Mrs. Chantira Srimoungpan: Independent Director, Audit Committee /Good Corporate Governance Committee

Shareholders shall send the proxy form with the supporting document via e-mail secretary@nep.co.th or by post to the Department of Company Secretary, NEP REALTY AND INDUSTRY PUBLIC COMPANY LIMITED,

No. 41 Soi Phaholyothin 5, Phaholyothin Rd., Phayathai, Phayathai, Bangkok, 10400, Tel. (662) 271-4213-

14 In order to facilitate document verification please, deliver the document to the Computer **within April 28, 2026.**

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 28, 2026**. 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 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

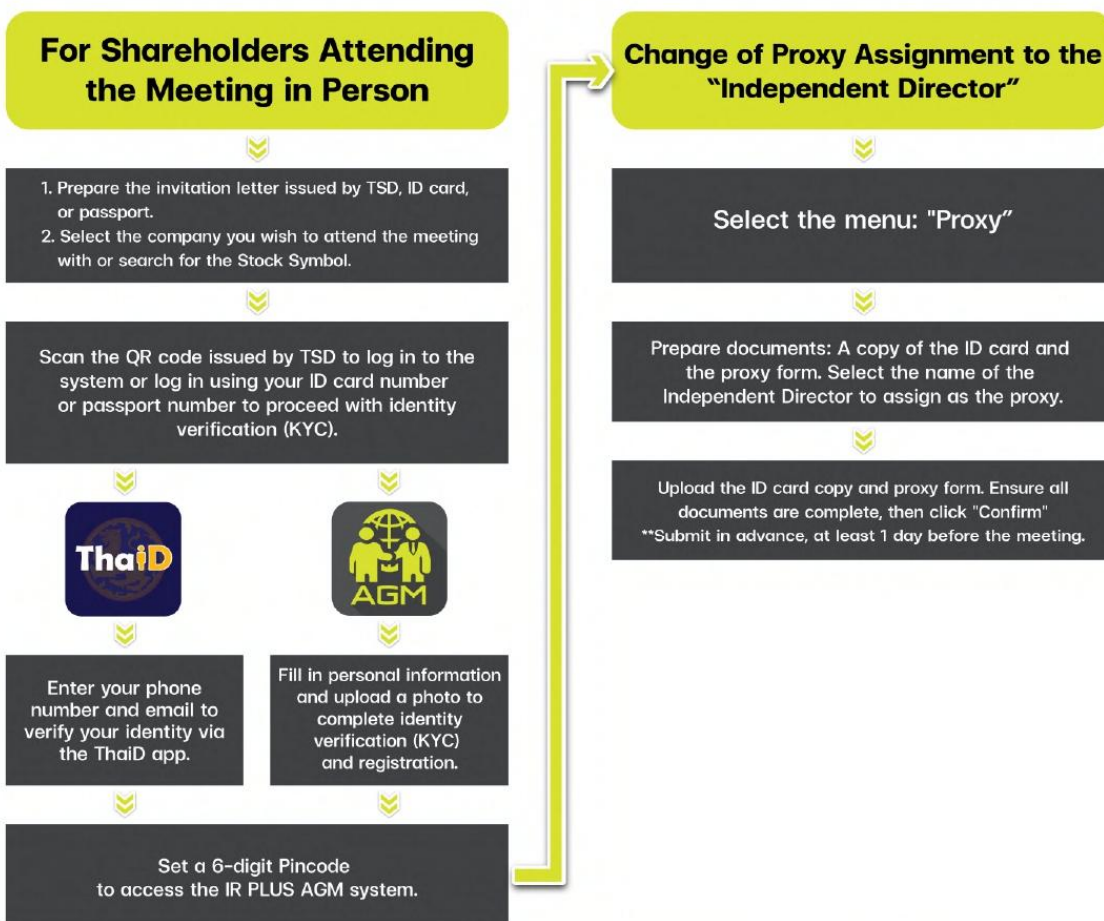
If shareholders have any further questions in relation to the 2025 Annual General Meeting of Shareholders, please contact secretary@nep.co.th or Tel. (662) 271-4213-14

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



On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.



Download the Application IR PLUS AGM
iOS system ver. 15 or higher



Download the Application IR PLUS AGM
Android system ver. 9 or higher



User Manual
IR PLUS AGM system
TH and ENG



Meeting on Web App
"webagm.irplus.in.th"

Contact Us
Add us on Line



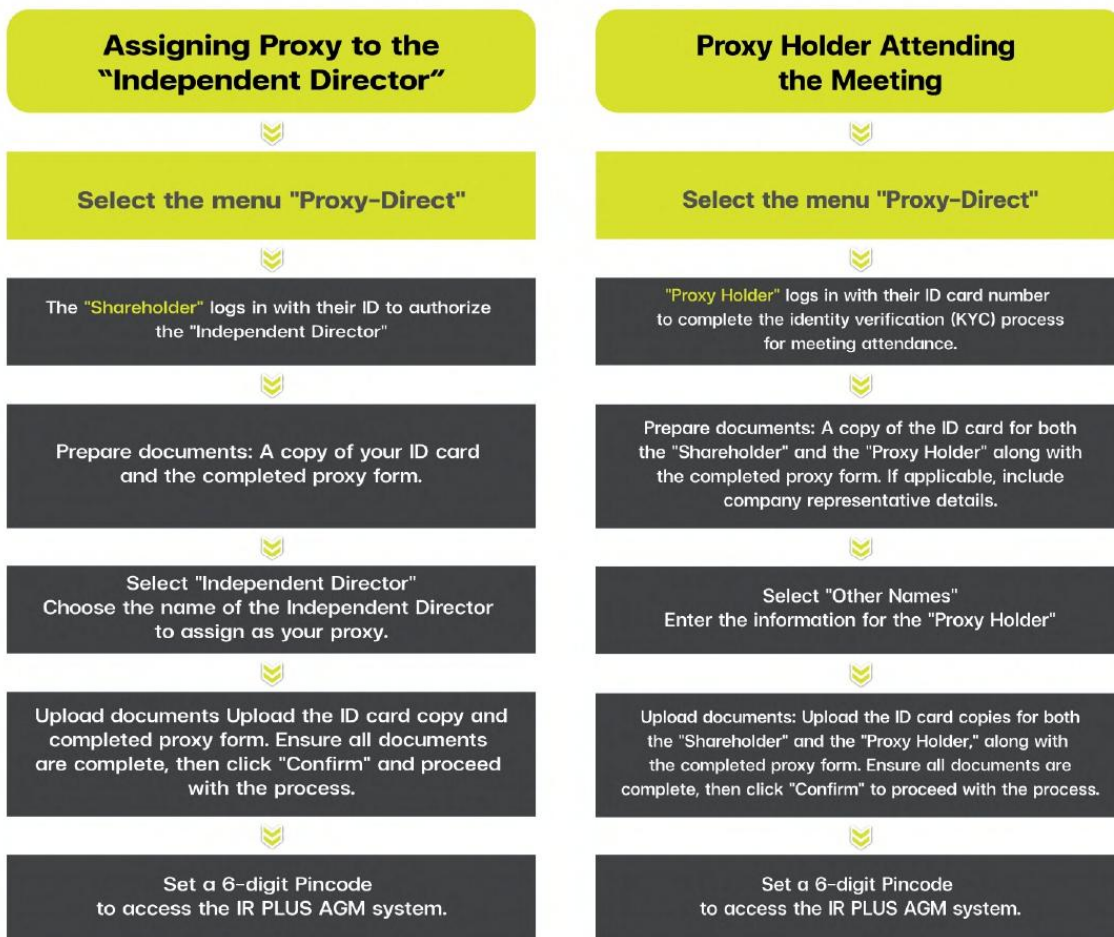
@irplusagm

SCAN QR Code

Call center : 02-023-8800 ext 2
e-mail : irplus.agm@irplus.in.th



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



On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.

 <p>Download the Application IR PLUS AGM iOS system ver. 15 or higher</p>	 <p>Download the Application IR PLUS AGM Android system ver. 9 or higher</p>	 <p>User Manual IR PLUS AGM system TH and ENG</p>	 <p>Meeting on Web App "webagm.irplus.in.th"</p>
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Contact Us
Add us on Line



@irplusagm

SCAN QR Code

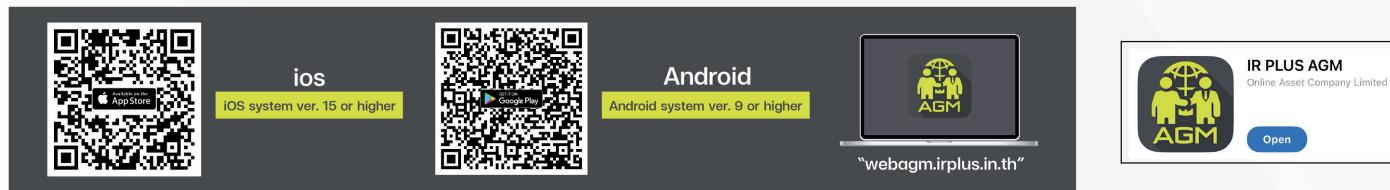
Call center : **02-023-8800 ext 2**
e-mail : irplus.agm@irplus.in.th

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.

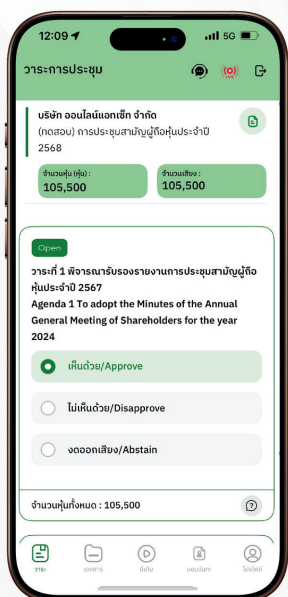
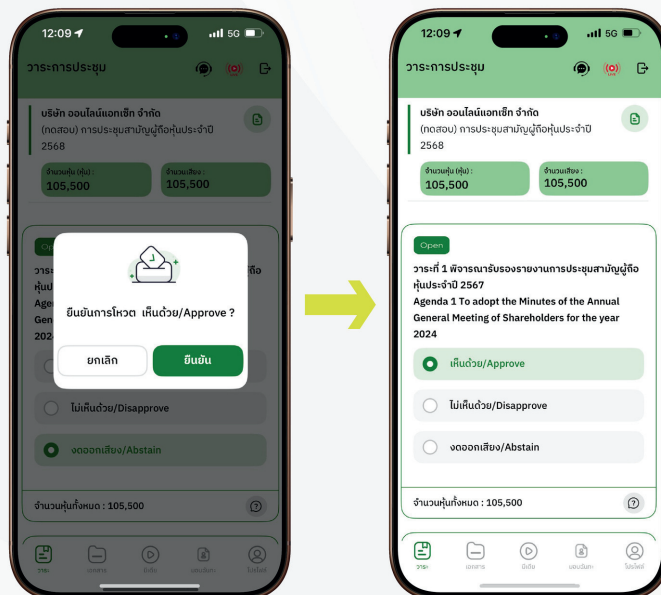
2. Identity verification process (KYC)

- 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 : 02-023-8800 ext. 2 Office hours : 09:00 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.