



Ref: NEP003-2018

January 18, 2018

Subject : Resolutions of the Extraordinary General Meeting of the Shareholders No. 1/2018

To : President
The Stock Exchange of Thailand

Whereas NEP Realty and Industry Public Company Limited ("The Company") convened the Extraordinary General Meeting of the Shareholders No. 1/2018 on Thursday, January 18, 2018 at Arnoma Grand Room, 3rd Floor, Arnoma Hotel, Rajdamri Road, Pathumwan, Bangkok. There were 275 shareholders present at the meeting either in person or by proxy, totally 753,878,943 shares or equal to 40.41% of total paid-up shares of the Company. The Company would like to report the resolutions adopted at the said meeting as follows:

1. Adopted the minutes of the 2017 Annual General Meeting of Shareholders was held on Friday, April 21, 2017. The Meeting certified this resolution with majority votes of the shareholders attending the Meeting and casting their votes as follows::

Approved	875,898,839	shares	equivalent to 100%
Disapproved	0	shares	equivalent to 0%
Abstained	0	shares	Not constituted as vote
Voided Ballot	0	shares	Not constituted as vote
Total	875,898,839	shares	equivalent to 100%

(Note: For this agenda item, an additional shareholder with 122,019,896 shares was present.)

2. Approve the reduction of registered capital of the Company from Baht 2,896,834,342 to Baht 2,348,135,754 by cancelling 548,698,588 shares at a par value of Baht 1.00 per share. The Meeting approved this resolution with affirmative votes of not less than three-fourths of the shareholders attending the Meeting and eligible to vote as follows:

Approved	876,408,382	shares	equivalent to 100%
Disapproved	0	shares	equivalent to 0%
Abstained	0	shares	equivalent to 0%
Voided Ballot	0	shares	equivalent to 0%
Total	876,408,382	shares	equivalent to 100%

(Note: For this agenda item, an additional shareholder with 509,543 shares was present.)

3. Approve the amendment of Clause 4. of the Memorandum of Association of the Company to be accordance with the reduction of the registered share capital. The Meeting approved this resolution with

affirmative votes of not less than three-fourths of the shareholders attending the Meeting and eligible to vote as follows:

Approved	876,445,404	shares	equivalent to 100%
Disapproved	0	shares	equivalent to 0%
Abstained	0	shares	equivalent to 0%
Voided Ballot	0	shares	equivalent to 0%
Total	876,445,404	shares	equivalent to 100%

(Note: For this agenda item, an additional shareholder with 37,022 shares was present.)

4. Approve the increasing of registered capital of the Company from Baht 2,348,135,754 to Baht 2,808,135,754 by issuing 460,000,000 new ordinary shares with par value of Baht 1.00 per share for the allotment to VAVA PACK Company Limited under the private placement scheme. The Meeting approved this resolution with affirmative votes of not less than three-fourths of the shareholders attending the Meeting and eligible to vote as follows:

Approved	880,365,586	shares	equivalent to 100%
Disapproved	0	shares	equivalent to 0%
Abstained	0	shares	equivalent to 0%
Voided Ballot	0	shares	equivalent to 0%
Total	880,365,586	shares	equivalent to 100%

(Note: For this agenda item, an additional shareholder with 3,920,182 shares was present.)

5. Approve the amendment of Clause 4. of the Memorandum of Association of the Company to be accordance with the increasing of the registered share capital. The Meeting approved this resolution with affirmative votes of not less than three-fourths of the shareholders attending the Meeting and eligible to vote as follows:

Approved	880,425,876	shares	equivalent to 100%
Disapproved	0	shares	equivalent to 0%
Abstained	0	shares	equivalent to 0%
Voided Ballot	0	shares	equivalent to 0%
Total	880,425,876	shares	equivalent to 100%

(Note: For this agenda item, an additional shareholder with 60,290 shares was present.)

6. Approve the allotment of 460,000,000 newly issued ordinary shares with par value of Baht 1 per share to VAVA PACK Company Limited ("VAVA") under the private placement scheme, at the offering price of Baht 0.405 per share, in the total sum of Baht 186,300,000 which the offering price is not deemed as a price of less than 90% of the market price. In addition, the Meeting has authorized the Board of Directors and/or the Executive Committee and/or Managing Director and/or the person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Managing Director which in the level of Senior Executive Vice President up shall be authorized to perform various tasks related to the allocation and offering of newly issued ordinary shares to VAVA as follows:

- (1) To determine and amend any other details related to the issuance and allotment of newly issued ordinary shares to VAVA under the private placement scheme, the offering period and the offering price including the conditions and other relevant details as deemed appropriate to accomplish. This is subject to the scope approved by the Board of Directors and the EGM.
- (2) To undertake any acts relating to or necessary for, as deemed fit, effecting the issuance and offer, and/or allotment of the newly issued ordinary shares, including but not limited to, to negotiate, execute, sign and/or amend any applications and/or documents necessary for or relating to the issuance, sale or allotment of the newly issued ordinary shares, submission of the application in relation to private placement with the SEC, the registration of capital reduction, capital increase and amendment of the Articles of Association of the Company with the Ministry of Commerce and/or the listing of the Company's newly issued ordinary shares on the SET.
- (3) To liaise with government authorities or related regulators, such as the SEC, the MOC and the SET and any related person or organizations.

The Meeting approved this resolution with affirmative votes of not less than three-fourths of the shareholders attending the Meeting and eligible to vote as follows:

Approved	817,246,609	shares	equivalent to 100%
Disapproved	0	shares	equivalent to 0%
Abstained	0	shares	equivalent to 0%
Voided Ballot	0	shares	equivalent to 0%
No right to Vote	63,187,700	shares	Not constituted as vote
Total	880,434,309	shares	equivalent to 100%

(Note: For this agenda item, an additional shareholder with 8,433 shares was present.)

Please be informed accordingly and kindly disseminate the information herein to the public investors.

Yours sincerely,

(Mr. Vee Worasakyotin)
Managing Director