



Ref: NEP 133-2018

December 13, 2018

Subject: Appointment of the Independent Director and Member of the Audit Committee
To: President
The Stock Exchange of Thailand
Enclosure: Form to Report on Names of Members and Scope of Work of the Audit Committee (F24-1)

NEP Realty and Industry Public Company Limited (“the Company”) would like to inform that the Board of Directors’ Meeting no.11/2018 held on 13 December 2018 has passed the resolutions to appoint Mr.Pairoj Sanyadechakul to be the Independent Director and Member of the Audit Committee, replacement of Gen.Sa-Ngiam Sawangkawat who has resigned. Therefore Member of the Audit Committee are as follows:

- | | |
|-----------------------------|---------------------------------|
| 1) Mr.Narong Phaholvej | Chairman of the Audit Committee |
| 2) Mrs.Chantira Srimoungpan | Member of the Audit Committee |
| 3) Mr.Pairoj Sanyadechakul | Member of the Audit Committee |

The appointment will be effective from 13 December 2018 onwards.

Please be informed accordingly.

Yours sincerely,

Mr. Nipit Arunvongse Na Ayudhya
Acting Managing Director

Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting/~~shareholders meeting~~ of ...NEP Realty and Industry Public Company Limited... No. ...11/2018..... held on13 December 2018..... resolved the meeting's resolutions in the following manners:

- Appointment of the audit committee/~~Renewal for the term of audit committee~~:
- Chairman of the audit committee Member of the audit committee

As follows:

(1)Mr.Pairoj Sanyadechakul.....
 , the appointment/~~renewal~~ of which shall take an effect as of13 December 2018.....

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

.....
 , the determination/change of which shall take an effect as of(date).....

The audit committee is consisted of:

1. Chairman of the audit committee Mr.Narong Phaholvej remaining term in office 1 year 4 months
 2. Member of the audit committee Mrs.Chantira Srimoungpan remaining term in office 1 year 4 months
 3. Member of the audit committee Mr.Pairoj Sanyadechak remaining term in office 2 years 4 months
- Secretary of the audit committeeMr.Pirun Panchitti Internal Audit Officer.....

Enclosed hereto is a copy of the certificate and biography of the audit committee. The audit committee number 2 has adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

- 1) Review the company's financial reporting process to ensure that it is accurate and adequate.
- 2) Review to ensure that the company has appropriate and efficient internal control and internal audit systems. Also consider the independence of internal audit unit, approve an appointment, transfer, or termination of the head of internal audit unit, or any other units in charge of an internal audit.
- 3) Review to ensure the company is compliance with SEC's laws, SET's regulations, and other related business laws.
- 4) Consider, select, and nominate independent persons to act as auditor, suggest the remuneration, and attend non-management meeting with the auditor at least once a year.
- 5) Consider the connected transactions or the transactions that may cause conflicts of interests, making them in line with the laws and SET's regulations. This is to ensure such transactions are reasonable and for the highest benefit of the company.
- 6) Prepare an audit committee's report and disclose it in the company's annual report. The report must be signed by the audit committee's chairman and consist of at least following information:
 - 6.1) Opinion on the accuracy, completeness, and reliability of the company's financial reports
 - 6.2) Opinion on the adequacy of the company's internal control system
 - 6.3) Opinion on the compliance with SEC's laws, SET's regulations, or any other related business laws
 - 6.4) Opinion on the suitability of the auditor
 - 6.5) Opinion on transactions which may cause conflicts of interests
 - 6.6) Number of the audit committee meetings, and attendance of such meetings by each audit committee member
 - 6.7) Opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter
 - 6.8) Other transactions which should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the board of directors
- 7) Review Anti-Corruption Practice and Policy as Thai Private Sector Collective Action Coalition against Corruption
- 8) Other operations as assigned by the board of directors, and approved by the audit committee

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed Chairman of the Board

(Pol.Gen. Somchai Vanichsenee)

(Seal)

Signed Director

(Mr.Nipit Arunvongse Na Ayudhya)