

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

The Board of Directors meeting of NEP Realty and Industry Public Company Limited No. 1/2020 held on January 27, 2020 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)

(2)

, the appointment/renewal of which shall take an effect as of.....

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

.....Amend the audit committee charter by adding the scope of duties and responsibilities of the audit committee detailed as below.....

, the determination/change of which shall take an effect as of ...January 27, 2020.....

The audit committee is consisted of:

1. Chairman of the audit committee, Mr.Narong Phaholvej , remaining term in office 2 years 3 months
2. Member of the audit committee, Mrs. Chantira Srimoungpan, remaining term in office 2 years 3 months
3. Member of the audit committee, Mr. Pairoj Sanyadechakul, remaining term in office 3 months

Secretary of the audit committee Ms. Sasithorn Singkaew, Internal Auditor

The audit committee No.2 has/have 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, nominate and dismissal the independent persons to be 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 an 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. Review the process for receiving clues from employees regarding inappropriate financial statements or other issues and must ensure the whistle-blower that there are independent investigation processes and proper tracking actions.
9. Other operations as assigned by the board of directors, and approve 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

Pol.Gen. Director
(Somchai Vanichsenee)

(Seal)

..... Director
(Mr. Nipit Arunvongse Na Ayudhya)

