



Ref.NEP008/2020

February 26, 2020

Subject: Schedule of the 2020 Annual General Meeting of Shareholders, No Dividend Payment, and the Registered Capital Decrease

To: President

The Stock Exchange of Thailand

NEP Realty and Industry Public Company Limited (“the Company”) would like to inform the resolutions passed by the Board of Directors Meeting no. 2/2020 held on February 26, 2020. The resolutions are as follows:

1. Approved the statement of financial position and statement of comprehensive income for the fiscal year 2019 ended December 31, 2019 which were audited by the Company’s auditors and proposed to the Shareholders’ Meeting for further consideration and approval.
2. Resolved to propose to the Shareholders’ Meeting for no dividend payment for the year 2018 because the Company had loss in 2019.
3. Resolved to propose to the Shareholders’ Meeting to approve the re-election of the directors namely, 1) Lt.Gen. Chirapat Malai 2) Mr. Pairoj Sanyadechakul 3) Ms. Nipha Lamchiekdes 4) Ms. Orayaporn Karnchanachari, to be directors for another term.
4. Resolved to propose to the Shareholders’ Meeting to approve the director remuneration for the year 2020 according to the recommendation of the Nomination and Remuneration Committee that the compensation should be paid in form of monthly compensation and meeting allowance in the amount of Baht 6 million and no bonus payment for 2019 shall be made to the board members.
5. Resolved to propose to the Shareholders’ Meeting to appoint Mr. Chutinant Kopraserthaworn CPA License No. 9201 or Ms. Chotima Kitsirakorn CPA License No. 7318 or Ms. Wannisa Ngambuathong CPA License No. 6838 of Dharmniti Auditing Co., Ltd. will be the auditors of the Company for the year 2020 with the auditors’ remuneration of Baht 1,150,000.
6. Resolved to propose to the Shareholders’ Meeting to approve the decrease of the Company’s registered capital from the current registered capital of Baht 2,808,135,754 to Baht 2,325,380,588 by cancelling the remaining 482,755,166 shares at a par value of Bath 1 per share and approve the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the decrease of registered capital
7. Resolved to call the 2020 Annual General Meeting of Shareholders on April 21, 2020 at 10.30 a.m. at Arnoma Grand Room, 3<sup>rd</sup> Floor, Arnoma hotel, Rajdamri Road, Pathumwan, Bangkok with the agenda as follows:
  - Agenda 1 The matter to be informed by the chairman of the board of directors
  - Agenda 2 To adopt the minutes of the 2019 Annual General Meeting of Shareholders



- Agenda 3 To acknowledge the operating results of the Company for the year 2019
- Agenda 4 To approve the statement of financial position and statement of comprehensive income for the fiscal year 2019 ended December 31, 2019
- Agenda 5 To approve the omission of dividends for the year 2019
- Agenda 6 To approve the election of directors replacing those who retired by rotation
- Agenda 7 To approve the fixing of the remuneration of directors for the year 2020
- Agenda 8 To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2020
- Agenda 9 To consider and approve the capital decrease from the current registered capital of Baht 2,808,135,754 to be the new registered capital of Baht 2,325,380,588 by cancelling the remaining 482,755,166 shares with a par value of Baht 1 per share
- Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of registered capital
- Agenda 11 To consider other matters (if any)
8. Resolved to schedule the record date for the right of shareholders to attend the 2020 Annual General Meeting of the Shareholders on March 12, 2020.

Please be informed accordingly.

Yours sincerely,

Pol. Gen. Somchai Vanichsenee  
Chairman of the Board of Directors