



Ref: NEP035-2018

March 14, 2018

Subject: Invitation to attend the 2018 Annual General Meeting of Shareholders

To: All Shareholders

NEP Realty and Industry Public Company Limited

- Attachments:
1. Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018
 2. Annual Report 2017 in CD-ROM
 3. Information of directors to be elected as directors to replace those retiring by rotation and new director
 4. Proxy Form A and B
 5. Independent Director's Profile as Proxies from Shareholders
 6. Definition of Independent Director
 7. Document for the rights to attend the meeting and vote
 8. The Company's articles of association regarding to Annual General Meeting of Shareholders
 9. Map of the venue of the 2018 Annual General Meeting of Shareholders

The Board of Directors of NEP Realty and Industry Public Company Limited ("the Company") has resolved that the 2018 Annual General Meeting of Shareholders will be held on Thursday, April 26, 2018 at 10.30 hrs. at Arnoma Grand, 3rd Floor , Arnoma Hotel, Rajdamri Road, Pathumwan, Bangkok in order to consider the following agenda:

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

Background Information: The matters informed to the meeting by chairman about its business.

Board of Directors' Resolution: View as proper to shareholders should be acknowledged the matter informed to the meeting by chairman.

Note: This agenda is for information. Thus, no vote for this agenda.

Agenda 2 To adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018

Background Information: The Extraordinary General Meeting of Shareholders No.1/2018 was held on Thursday, January 18, 2018 was recorded correctly which viewed as proper to consider to adopt the minutes which distributed to all shareholders together with invitation letter to attend this meeting. (Attachment 1)

Board of Directors' Resolution: The minutes were recorded correctly and completely. It is agreed to propose the shareholders' meeting to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018.

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

Agenda 3 To acknowledge the operating results of the Company for the year 2017

Background Information: The Company summarized the operational results and significant changing during 2017, as stated in the 2017 Annual Report which distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 2)

Board of Directors' Resolution: It is agreed to report the operating results of the Company for the year 2017 to the shareholders' meeting for acknowledgement.

Note: This matter is for acknowledgement. The resolution is not required.

Agenda 4 To approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2017

Background Information: The statement of financial position and statement of comprehensive income for the year ended on December 31, 2017 which has been audited by the auditors and approved by the Board of Directors. (Attachment 2)

Board of Directors' Resolution: It is agreed to propose the shareholders' meeting to approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2017.

Note: 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 dividend for the year 2017

Background Information: The Company's policy is to pay dividends at 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.

According to the Public Company Limited Act Section 115 specify 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 Act.

Board of Directors' Resolution: As the reason above, it is agreed to propose the shareholders' meeting to consider withhold dividend payment for operating results the year 2017.

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

Agenda 6 To approve the election of directors replacing those who retired by rotation

Background Information: According to the Company's Article of Association Section 16, specifies that in every Annual General Meeting, one third of the directors must retire from duty. If the number is divided into three does not match then the number nearest to one third of the directors must retire. However, through retirement rotation, directors may be reelected to presume duty.

The directors who have to be retired by rotation in the 2018 Annual General Meeting of Shareholders are as follows:

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| 1) Pol.Gen. Somchai Vanichsenee | Vice Chairman of the Board/Chairman of the Nomination and Remuneration Committee |
| 2) General Sa-Ngiam Sawangkawat | Independent Director/ Member of Audit Committee /Member of Nomination and Remuneration Committee |
| 3) Mr.Nipit Arunvongse Na Ayudhya | Director/ Member of Nomination and Remuneration Committee |
| 4) Mr.Vee Worasakyotin | Director/Managing Director |
| 5) General Narunath Kampanathsanyakorn | Independent Director |

The Board of Directors had considered the matter and suggested that

1. According to General Narunath Kampanathsanyakorn has resigned from Company's Director, the committee agreed to appoint Lieutenant General Chiraphat Malai to be an Independent Director as replacement.

2. The Committee agreed to propose 4 directors who retired by rotation, namely 1) Pol.Gen. Somchai Vanichsenee 2) General Sa-Ngiam Sawangkawat 3) Mr.Nipit Arunvongse Na Ayudhya 4) Mr.Vee Worasakyotin should be re-elected to continue their term

All nominated are fully qualified in the Public Company Act, Notification of the Office of the Securities and Exchange Commission and the Article of the company. Besides, General Sa-Ngiam Sawangkawat and Lieutenant General Chiraphat Malai, the independent directors, are considered by the Board of Directors that they are the person who can provide independent opinion according to the related regulations.

Therefore, the directors who retired in this term did not attend and vote on this agenda in the board of directors meeting.

The biography of the directors distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 3)

Board of Directors' Resolution: It is agreed to propose the shareholders' meeting to appoint Lieutenant General Chiraphat Malai to be an Independent Director as replacement. And elect these 4 directors who retired by rotation, namely 1) Pol.Gen. Somchai Vanichsenee 2) General Sa-Ngiam Sawangkawat 3) Mr.Nipit Arunvongse Na Ayudhya 4) Mr.Vee Worasakyotin should be re-elected to continue their term

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

Agenda 7 To consider and approve the appointment of new director

Background Information: In conformity with the Article of Associates of the Company, Article 15 that an election of directors shall be made during the Annual General Meeting of Shareholders and due to expand the company's business in the present day, the board of directors has considered that it was appropriate to add 1 new director of the company from previous total number of 11 persons to be 12 persons. After consideration of qualification, knowledge, capability and experience with recommendation of the Nomination and Remuneration Committee, the board of directors agreed to propose Miss Orayaporn Karnchanachari to the Shareholder's Meeting for considering and appointing as a new Director (Attachment 3)

Board of Directors' Resolution: The board of directors has recommended proposing to the meeting to add 1 new director of the Company from previous total number of 11 persons to be 12 persons, the name of new director has been propose by the board as Miss Orayaporn Karnchanachari.

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

Agenda 8 To approve fixing of the remuneration of directors for the year 2018

Background Information: 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 2017 total amount Baht 6 million and no bonus payment shall be made to the board members since the Company has suffered loss from its business operation.

Board of Directors' Resolution: The board of directors deems it expedient to propose shareholders' meeting to determine the remuneration of directors for the year 2018 by fixing the compensation, meeting allowance and permanent remuneration of directors to be Baht 6 million and no bonus payment shall be made to the board members.

Note: The resolution of the agenda must be approved by not less than two-thirds of the shareholders who attend the meeting and exercise their voted.

Agenda 9 To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2018

Background Information: The Audit Committee selected the Company's auditor due to its high standard, expertise, and good working record. The Audit Committee has considered proposing to the board of directors to propose to the shareholders' meeting to appoint the auditor from Dharmniti Auditing Co., Ltd. to be auditor for 2018 with details as follows:

<u>Names</u>	<u>CPA License No.</u>	<u>Year of Auditing for the Company</u>
1) Mr. Peradate Pongsathiansak	4752	3
2) Ms. Wannisa Ngambaonthong	6838	0
3) Mr. Thanawut Piboonsawat	6699	0

or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2018. 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. To consider to specify remuneration for auditor of 2018 to be Baht 1,130,000 with details set out as follows:

Description	2018 (Current Proposal)	2017
Review fee for quarterly financial statements (170,000 Baht/quarter x 3 Quarter)	510,000	510,000
Audit fee for annual financial statements	620,000	600,000
Non audit fees	-	-
Total	1,130,000	1,130,000

Nava Nakorn Public Co.,Ltd., an associated company, appointed auditors from KPMG Phoomchai Audit Ltd. The auditors have confirmed that they can prepare financial statements by deadline.

Board of Directors' Resolution: It is deemed expedient to propose the shareholders' meeting to appoint Mr. Peradate Pongsathiansak, CPA License no. 4752 or Ms. Wannisa Ngambaonthong, CPA License no. 6838 or Mr. Thanawut Piboonsawat, CPA License no. 6699 or the other person that Dharmniti Auditing Co., Ltd., is responsible, to be auditor for 2018 and considered to specify remuneration for auditor of 2018 to be Baht 1,130,000.

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

Agenda 10 To consider other matters (if any)

Please be invited to attend the meeting at the time and place as mentioned. The Company will allow the shareholders to register from 8.30 hrs. Shareholders can either attend the meeting themselves or appoint representatives who are of juristic age to attend and cast vote on their behalf. If the shareholders unable to attend the meeting, shareholders can appoint an independent director, the profile as stated in attachment 5, as shareholders' proxy to attend and vote on their behalf. In order to register conveniently and quickly, shareholders or the proxy holder attending the meeting on behalf of the shareholders are request to bring evidence(s) as stated in the attachment 4 and 7 and show it for the rights to attend the meeting. The Record Date shall be March 28, 2018, for the right to attend the meeting and exercising votes at the 2018 Annual General Meeting of Shareholders.

Yours sincerely,



Mr. Vee Worasakyothin

Managing Director