



Ref.NEP030-2017

February 24, 2017

Subject: Schedule of the 2017 Annual General Meeting of Shareholders, Appointment of director, No Dividend Payment, and Capital Reduction

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. 2/2017 held on February 24, 2017.

The resolutions are as follows:

1. Approved to appoint Mr. Vee Worasakyathin to be Director in the replacement of Mr. Pongkran Hongskul who resigned, and appoint to be acting on the behalf of Managing Director ,effective on February 24, 2017.
2. Approved to change names and numbers of director who are authorized to sign on behalf of the Company shall be;  
"Gen. Akaradej Sasaprapha, Pol. Gen. Somchai Vanishsenee, Mr. Nipit Arunvongse Na Ayudhya, Mr. Vee Worasakyothin; any two of four directors jointly sign with the Company's seal affixed"
3. Approved the statement of financial position and statement of comprehensive income for the fiscal year 2016 ended December 31, 2016 which were audited by the Company's auditors and proposed to the Shareholders' Meeting for further consideration and approval.
4. Resolved to propose to the Shareholders' Meeting for no dividend payment for the year 2016 because the Company had loss in 2016.
5. The directors who have to be retired by rotation are 1) Mr. Narong Phaholvej 2) Mrs. Chantira Srimoungpan 3) Mrs. Pornkamol Prayoosin 4) Dr. Warotai Kosolpisitkul. The Board of Directors resolved to propose to the Shareholders' Meeting to elect these directors as names appear above to be directors for the next term.
6. Resolved to propose to the Shareholders' Meeting to approve the director remuneration for the year 2017 according to the recommendation of the Remuneration Committee that the compensation, meeting allowance and permanent remuneration of each board member to



be at total amount of Baht 6 million and no bonus payment shall be made to the board members.

7. Resolved to propose to the Shareholders' Meeting to approve the decrease of the Company's registered capital from the existing registered capital of Baht 3,397,024,487 to Baht 2,896,834,342 by cancelling the remaining 500,190,145 ordinary shares at a par value of Baht 1 and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of registered capital.
8. Resolved to call the 2017 Annual General Meeting of Shareholders on April 21, 2017 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 Extraordinary General Meeting of Shareholders No. 1/2016
  - Agenda 3 To acknowledge the operating results of the Company for the year 2016
  - Agenda 4 To approve the statement of financial position and statement of comprehensive income for the fiscal year 2016 ended December 31, 2016
  - Agenda 5 To approve the omission of dividends for the year 2016
  - 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 2017
  - Agenda 8 To approve the appointment of the Company's auditor and the auditor's remuneration for the year 2017
  - Agenda 9 To consider and approve the capital decrease by reducing the registered share capital of Baht 500,190,145 from the current registered capital of Baht 3,397,024,487 to be the new registered capital of Baht 2,896,834,342 by cancelling the remaining 500,190,145 ordinary shares at a par value of Baht 1



- Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the decrease of registered capital
- Agenda 11 To consider and approve the amendment of the Articles of Association of the Company and Company's Objective
- Agenda 12 To consider other matters (if any)
9. Resolved to schedule the shareholder register book for the right to attend the 2017 Annual General Meeting of Shareholder shall be recorded on March 13, 2017. On March 14, 2017 shall be the book closing date on which the shareholder list as specified in section 225 of The Securities and Exchange Act B.E. 2535 shall be complied.

Please be informed accordingly.

Yours sincerely,

Mr. Vee Worasakyothin

Authorized person to Disclose Information