NC GROUP
รู้จักบ้าน รู้ใจคุณ

Notice of the 2018 Annual General Shareholders' Meeting

N.C. Housing Public Company Limited
on April 20, 2018 at 14.30 hours at
the Magic 3 Room of the Miracle Grand Convention Hotel
at 99 Vibhavadee Rangsit Rd., Kwaeng Laksi,
Ked Don Muang, Bangkok 10210

N.C. Housing Public Company Limited Registration No.0107546000385
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Ref. NCH 010 / 2018

March 16, 2018

Subject : Notice of the 2018 Annual General Shareholders' Meeting

To : Shareholders

N.C. Housing Public Company Limited

Attachments:

1. The minutes of the 2017 AGM
2. The Annual Report and Sustainability Report of the year 2017 (CD Rom)
3. Profile of the directors who retired by rotation and proposed for re-election
4. Comparison table for amendment to Article 36 of the NCH's Articles of Association
5. Profiles of Independent Directors Designated as Proxy Voters
6. Definition of Independent Directors of the Company
7. Proxy form B
8. The Company's Articles of Association Relating to the Shareholders' Meeting
9. Documents required for presentation at the 2018 AGM
10. Guidelines for attending the 2018 AGM
11. Map of the Meeting place of the 2018 AGM

N.C. Housing Plc.'s Board resolution is to hold its 2018 Annual General Shareholders' Meeting (AGM) on April 20, 2018 at 14.30 hours at the Magic 3 Room of the Miracle Grand Convention Hotel located at 99 Vibhavadee Rangsit Rd., Kwaeng Laksi, Ked Don Muang, Bangkok 10210 to consider a number of issues to be put forth for shareholder consideration and approval.

Agenda 1 <u>To consider and certify the Minutes of the 2017 Annual General Shareholders' Meeting</u>

<u>Consideration</u>: The 2017 Annual General Shareholders' Meeting was held on April 21, 2017 for which the minutes have been attached. (The details are as show in attachment 1)

Board's opinion: The Board recommends that the Minutes of the 2017 Annual General Shareholders' Meeting, be certified.

Required votes

Majority votes of the shareholders who attend the meeting and cast their votes

Agenda 2 **To acknowledge the Company's operating result for fiscal year 2017**

Consideration: Both the Board of Directors' Report and the Company's operating result have been included in the Company's 2017 Annual Report, which has been sent via postal mail along with the Letter of Notice for the Company's 2018 AGM. (The details are as show in attachment 2)

Board's opinion: Shareholders should be informed of the Company's fiscal year 2017 performance along with the Board of Directors' Report.

Required votes

No vote for agenda to be informed

Agenda 3 **To consider and approve the Company's financial statements for the year ended December 31, 2017**

Consideration: The Company's year-end fiscal 2017 audited financial statements have been included in the Company's Annual Report sent via postal mail along with the Letter of Notice for the Company's 2018 AGM. (The details are as show in attachment 2)

Board's opinion: Shareholder approval should be sought for the Company's fiscal year 2017 audited financial statements.

Required votes

Majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 **To consider and approve the allocation of the Company's net profit and the abstaining of dividend payment for the fiscal year 2017**

Consideration: As per Article 116 of the Public Limited Company's Act B.E. 2535 and in accordance with Article 51 of the Company's Articles of Association, the Company needs to set aside 5% of net profit less any retained loss (if any), for legal reserves until the Company's retained earnings is at least 10% of total registered capital unless there is another article or law that supersedes the above guideline.

The resulting 2017's financial performance, the Company alone net profit THB 28,256,257.13 therefore, the Company's Board of Directors is submitting for consideration and approval allocate 1.1 million baht to legal reserve for 2017's financial performance. By making additional contribution to the Company's legal reserve, the balance remains at THB 69,150,000.00 or is 5.55% of the Company's registered capital (the Company's registered capital is THB 1,245,284,305.00).

The Company has a policy to pay dividend of not less than 40% of its consolidated net profit after tax and legal reserves. Factors to be considered when paying dividend are operational performance, financial status, liquidity, business expansion plans, and other matters related to management of the Company given that such operation must be beneficial to the Company as well as to its shareholders. With the Company's consolidate financial performance for 2017 earning a net profit of THB 24,012,124.31.

The Company's Board of Directors is submitting for shareholder consideration and approval no pay dividend for the fiscal year ending 2017 because the company is required to use the money to be working capital to finance its operations.

	2017 (THB)	2016 (THB)
Net profit (Consolidate)	24,012,124.31	20,393,705.92
Less legal reserve	1,100,000.00	1,300,000.00
Net Profit after legal reserves	22,912,124.31	19,093,705.92
(1,245,283,691 of Issued and paid-up share capital)		
Total dividend payments	-	-
Dividend payment per Share	-	-
Dividend payment per Net profit	-	-

Boards' opinion: Deems appropriate to submit for shareholder consideration and approval for the Company allocate 1.1 million baht to legal reserve and no pay dividend for the fiscal year ending 2017.

Required votes

Majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 **To approve the appointment of the directors who retire by rotation for the year 2018**

Consideration : According to the Public Limited Companies Act B.E. 2535 and the Company's 18th Article, at every Annual General Shareholders' Meeting, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. There must be a drawing by lots to determine the directors retiring on the first and second years following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. Directors whose terms expire in this year have also been nominated to be voted back into office are as follows:

1)	Mr. Wichian	Silapacharanan	Director
2)	Mr. Rungsarn	Nuntakawong	Director
3)	Mr. Somnuek	Tanthathoedtham	Director

The Nomination Committee, not including Board members that have conflicts of interest, have reviewed and assessed the qualifications of the 3 Board members who have retired by rotation to conform to all applicable guidelines. Each of the 3 individuals possesses knowledge and capability which has and will benefit the Company in its operations. As such, the Nomination Committee deems appropriate the submission the names of the 3 nominees to the Company's Board of Directors which is then to be submitted for shareholder approval of re-appointment. (Profile of the directors who retired by rotation and proposed for re-election are as show in attachment 3)

The scope of duties of each committee can be found in the Annual Report 2017

Additionally, to comply with the policy to promote good governance, company offered an opportunity as a company practice, for shareholders to nominate in advance the persons to represent them as Director, from September 26, 2017 – December 30, 2017 and the Company received no proposal.

Boards' opinion: Board members, not including those with conflicts of interest, concur with the nomination of the 3 retiring Board members to be re-appointed to the Board.

Required votes

Majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 6 **To approve the directors' remuneration for the year 2018**

Consideration: According to the company's regulations article 34, it states that members of the Company's Board of Directors are entitled to remuneration in the amount and form as

stipulated in the Company's Articles of Association or are approved by shareholders. Such remuneration may be in fixed or as a guideline, which is determined from time to time or such terms are fixed until shareholders approve otherwise. Members of the Board are also entitled to Company benefits as stipulated in the Company's guidelines.

The Remuneration Committee considered the guidelines for providing remuneration for Directors and suitable for the responsibilities and tasks of members of the Board. Such remuneration is at level that is comparable to peers and sufficient to retain Board members with the desired qualifications. The Remuneration Committee deems it appropriate to submit the proposed remuneration structure to the Company's Board of Directors which is then to be submitted for shareholder approval. Remuneration details 2018 are same the 2017 as follows:

1. Meeting allowance for the Board of Director
   - Chairman THB 50,000/meeting
   - Member THB 20,000/meeting
2. Annual remuneration for the Board of Director
   - Chairman THB 440,000/person/year
   - Member -None-
3. Meeting allowance for the Audit Committee
   - Chairman THB 30,000/meeting
   - Member THB 20,000/meeting
4. Annual remuneration for the Audit Committee
   - Chairman THB 200,000/person/year
   - Member THB 200,000/person/year
5. Meeting allowance for the Nomination and Remuneration Committee
   - Chairman THB 30,000/meeting
   - Member THB 20,000/meeting
6. Financial performance' bonus and other benefits -No-

Boards' opinion: The Board of Directors also concurs with the proposed remuneration structure by the Remuneration Committee, which are to be submitted for shareholder consideration and approval and is applicable for Board member's remuneration in 2018.

Required votes

No less than two-third (2/3) of the shareholders who attend the meeting and cast their votes.

Agenda 7 **To approve the appointment of the auditor of the Company, and the determination of the audit fee for the year 2018**

Consideration: In accordance with Article 120 of the Public Limited Companies Act B.E. 2535, the Company's financial auditor and the auditing fee must be approved by the shareholders at the Annual General Shareholders' Meeting every year. The Audit Committee has been mandated to screen and select along with determining the appropriate auditing fee that is to be submitted for the Board of Directors' consideration to seek approval from the Company's shareholders. For the fiscal year 2018, Dharmniti Auditing Co., Ltd by

1. Mr. Peeradate Phongsathainsak auditor license 4752 who was appointed in the year 2015 to 2017 (for 3 years) or
2. Miss. Wannisa Ngambuathong auditor license 6838 who was appointed in the year 2011 to 2017 (for 7 years) or
3. Mr. Pojana Asavasontichai auditor license 4891 who was appointed in the year 2006 to 2008 and 2015 to 2017 (for 6 years) or
4. Mr. Suwat Maneekanoksakul auditor license 8134 who was appointed in the year 2018 are submitted for appointment as the Company's financial auditors.

Dharmniti Auditing Co., Ltd. is a recognized financial auditor by the Securities and Exchange Commission, having extensive auditing experience for publicly listed companies and has extensive knowledge of the industry in which the Company operates. Dharmniti Auditing Co., Ltd. and its 4 financial auditors do not have any conflicts of interest with the Company.

The determined audit fee of THB 1,190,000 which was decreased from the previous year. In the fiscal year 2017 the Company paid Dharmniti Auditing Co., Ltd. THB 1,250,000 in auditing expense and another THB 37,693 in out of pocket expenses.

However, Dharmniti Auditing Co., Ltd. serves as financial auditor for all two of the Company's subsidiaries namely N.C. Property Management Co., Ltd., and Quality Living Management Co., Ltd. The total auditing fee paid to Dharmniti Auditing Co., Ltd. for all 2 Companies totaled THB 96,000 with an additional THB 3,025 in out of pocket expense.

Audit Committee's opinion: Based on actual experience in having worked with the Company's financial auditor, independence of the financial auditor and the proposed audit fee, the Audit Committee is submitting for the Company's Board of Directors to consider the appointment of Mr.Peeradate Phongsathainsak or Miss.Wannisa Ngambuathong or Mr.Pojana Asavasontichai

or Mr.Suwat Maneekanoksakul of Dharmniti Auditing Co., Ltd. as the Company's financial auditors for fiscal year 2018 and remuneration is to be set at THB 1,190,000.

Board's opinion: Upon review, the Board submits for shareholder approval the appointment of Mr.Peeradate Phongsathainsak auditor license 4752 or Miss.Wannisa Ngambuathong auditor license 6838 or Mr.Pojana Asavasontichai auditor license 4891 or Mr.Suwat Maneekanoksakul auditor license 8134 of Dharmniti Auditing Co., Ltd. as the Company's financial auditors for fiscal year 2018 and remuneration is to be set at THB 1,190,000.

Required votes

Majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 8 **To approve the amendment to Article 36 of the NCH's Articles of Association**

Consideration: The proposed amendment to the NCH Articles of Association is to be in line with Section 100 of the Public Limited Companies Act B.E.2535 (1992), which is amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation. (The details are as show in attachment 4)

Board's opinion: The Board found it appropriate for the Meeting to approve amendment to Article 36 of the NCH Articles of Association to be in line with Section 100 of the Public Limited Companies Act B.E.2535 (1992), which is amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 as mentioned.

Required votes

No less than three-fourths (3/4) of the shareholders who attend the meeting and cast their votes

Agenda 9 **Other matters (if any)**

Consideration: Shareholders are entitled to raise additional issues other than the ones put forth by the Company. As per the guidelines set forth by the authorities under Article 105 section 2 of the Public Limited Companies Act B.E. 2535, post deliberation of all issues put forth by the Company, shareholders with at least one third shareholding of total paid-up capital may raise additional issues for the AGM to vote.

Board's opinion: Shareholders are free to raise any pending issues that shareholders may have. Guidelines set forth in Article 105 section 2 of the Public Limited Companies Act B.E. 2535 is applicable for the case where additional issues are brought up for consideration and voting.

As the Stock Exchange of Thailand has given an option for listed companies to produce the Annual Report in the CD-ROM format, the Company has therefore produced the 2017 Annual Report and the 2017 Sustainability Report in the CD-ROM format and sent it to the shareholder together with Invitation to AGM of Shareholder 2018. However, shareholder wishing to obtain the 2017 Annual Report and the 2017 Sustainability Report in hard copy may send to

Investor Relations Department
N.C. Housing Public Company Limited
1/765 Moo 17, Soi Amporn, Phaholyothin Rd. Km 26,
Tambol Kookhot, Umpher Lumlookka, Pathumthani 12130
Tel : 0-2993-5080-7 Ext. 403 and 401 Fax : 0-2993-5089
E-Mail : ir@ncgroup.co.th

The Company would like to take this opportunity to invite all its shareholders to attend the AGM but should you not be able to attend the meeting, shareholders are entitled to proxy votes to a third person or to Mr. Piboon Limpraphat, Ph.D. or Mr. Kobsak Pongponrat or Mr. Vichit Vichaisarn who are the Company's Independent Directors to vote accordingly on their behalf. Please fill in the proxy form which has been provided along with this document and present the form to the Company prior to the AGM's commencement.

Sincerely yours,

(Mr.Sudham Chatwalwong)
Chairman

N.C. Housing Public Company Limited

Investor Relations Department
Tel. 0-2531-5533, 0-2993-5080-7 Ext. 403 and 401

Attachments 1

(Translation)

Minutes of the 2017 Annual General Shareholders' Meeting

N.C. Housing Public Company Limited

Date, Time, and place of the meeting

The meeting was held on April 21, 2017 at 14.30 -15.36 hours at the Magic 3 Room, Miracle Grand Convention Hotel, 99 Vibhavadi Rangsit Rd., Laksi, Donmuang, Bangkok.

Board Members present

1.	Mr. Sudham Chatvalvong	Chairman
2.	Mr. Piboon Limpraphat, Ph.D.	Independent Director, Chairman of the Audit Committee, Chairman of the Nomination Committee and Chairman of the Remuneration Committee
3.	Mr. Kobsak Pongponrat	Independent Director, Audit Committee Member and Nomination Committee Member
4.	Mr. Vichit Vichaisarn	Independent Director, Audit Committee Member and Remuneration Committee Member
5.	Mr. Somchao Tanthathoedtham	Director, Chief Executive Officer, Remuneration Committee Member and Managing Director
6.	Mr. Wichian Silapacharanan[/1]	Director, Executive Director, Deputy Managing Director (Administration) and Chief Executive Finance Officer
7.	Mr. Rungsarn Nuntakawong	Director, Executive Director, and Deputy Managing Director (Operation 1)
8.	Mr. Somnuek Tanthathoedtham	Director, Nomination Committee Member, Executive Director, and Deputy Managing Director (Operation 2)

Remark : 1. [/1] Mr. Wichian Silapacharanan is the CFO

2. Percentage of Directors who have attended 100% of all directors

Auditor present:

1.	Mr.Peeradate Phongsathainsak	Certified Public Accountant No. 4752 Dharmniti Auditing Co., Ltd.
2.	Miss.Chotima kitsirakorn	Assistant Auditor Dharmniti Auditing Co., Ltd.

3. Miss.Konwipha Yotkham — Assistant Auditor, Dharmniti Auditing Co., Ltd.

AGM Commenced at 14.30 hours

A total of 16 self shareholders attended the meeting, a total of 70,446,739 outstanding common shares and a total of 39 proxy shareholders attended the meeting, a total of 885,700,743 outstanding common shares which total number of 956,147,482 outstanding common shares constituting 76.78% of total outstanding common shares. (total issued and paid-up shares is 1,245,283,691 shares) Such representation constitutes a quorum as per the Company's guidelines. Mr. Sudham Chatwalwong, Chairman made his opening remarks and appointed Mr. Somchao Tanthathoedtham, the Company's Chief Executive Officer (CEO) to conduct the AGM.

Prior to going into the various issues pending for shareholder notification and approval, the CEO made the following announcements.

1. Voting will be based on a 1 share : 1 vote basis and for which the Company has provided shareholders with the necessary voting sheets have been given to shareholders upon registration. Space has been made available for shareholders to indicate approval, disapproval or abstinence on each voting sheet. The Company's staff will go around and pick up the voting sheet post each issue that has been raised for consideration. Votes will be counted based on the submitted voting sheets and will be kept as future reference.

To expedite the voting process, the disapproved and abstained votes are to be counted and deducted from the total shares present and entitled to vote at the AGM to determine approved votes. Proxy votes have already been input into the computer system in accordance with the shareholders' request.

2. To facilitate the process of the AGM, shareholders are requested to state their full name and their status as a shareholder or a proxy. In case of a proxy, please also state the full name of the person who gave the proxy followed by the question(s) and/or comment(s) each person may have that relates to the particular issue being proposed for consideration and/or approval.

3. In accordance with good corporate governance guidelines related to shareholders' rights, the Company provided shareholders the opportunity to propose issues to be considered and/or approved at the 2017 AGM along with the nomination of qualified persons to be considered to be elected to the Company's Board of Directors (December 22, 2016 to February 9, 2017). All the relevant information was posted on both the Stock Exchange of Thailand's and that of the Company's web sites. However, the Company did not receive any proposals on issues to be considered and/or approved and no nominations of potential candidates were made to be considered for a Board seat.

Agenda 1 **To consider and certify the Minutes of the 2016 Annual General Shareholders' Meeting**

The CEO opened the floor for shareholders to review, consider and approve the minutes to the 2016 AGM held on April 21, 2016 as per the document sent via postal mail along with the letter of invitation to attend the AGM.

Shareholders approved the minutes to the 2015 AGM without requiring any medications and no questions or concerns were posed for clarification.

Resolution: A unanimous vote was reached to approve the minutes to the Company's 2016 AGM that was held on April 21, 2016. Details of votes are as follows:

Approve	956,192,807	votes	percentage	99.9923
Disapprove	-	votes	percentage	-
Abstain	73,500	votes	percentage	0.0077
Total	956,266,307	votes	percentage	100.0000

Agenda 2 **To acknowledge the Company's operating result for fiscal year 2016 and the Board of Directors' Report**

The CEO asked the Meeting to acknowledge the operating results of 2016 and the annual report of the Board as per details in the annual report, which was sent to the shareholders along with the notice of meeting before the meeting as summarized below.

- Annual sales volume: The company and its subsidiaries' posted a sales of 2,334 million baht for the year 2016, which accomplished the established target as compared to a sales of 2,523 million baht posted in the year 2015, which was decreased of 7%.
- Transfer of ownership: The company and its subsidiaries' posted a transfer of ownership of 1,402 million baht for the year 2016, as compared to a transfer of ownership of 2,107 million baht posted in the year 2015, which was decreased of 33%
- In 2016, the Company invested in the new project : NC on Green Charm Project consisting of 109 detached houses units, amounting to 1,017 million baht in total. Which received good feedback from customers
- Goal for 2017 business operations: the Company aimed to achieve the sales of 2,750 million baht and transfers of 1,700 million baht. It will also invest in four new projects, amounting to 3,700 million baht in detached houses with three project for houses of less than 5 million, amounting to 2,600 million baht in total and a project for houses of more than 5 million, amounting to 1,100 million baht in total

- In regard to the progress of our participation in the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), the Company has declared our determination to be part of Thailand's private sector's coalition against corruption on 25 December 2014.

The Company realizes and gives high precedence to the Collective Action Coalition of Thailand's private sector against corruption. Not only strictly abided by the policy on corruption since 2006 and has continued to strengthen, but the Company has also encouraged and fostered employees of all levels to have an anti-corruption sense in all aspects. Additionally, a spirit of responsibility has been nurtured among employees to perform their duty with integrity, ethics and morale by which will lead to sustainable growth. The Board of Directors has determined the anti-corruption and prevention policy together with the code of business conduct to which employees of all levels have to strictly oblige.

In 2017, the Company has continued to work toward the evaluation of self-assessment on anti-corruption measures with our utmost endeavors. In addition, support has been provided to directors to participate in the ELP 7/2017 Course, which was specifically designed for directors by IOD (The Thai Institute of Directors Association) as guidelines for the prevention of workplace corruption. The course also embraces essential roles on the determination of policy, designation and implementation with regard to achieve transparent business operations that will assure long-term sustainability of the Company.

Furthermore, the Company has allocated a complaint channel with the corresponding procedures that are timely and fair. Employees are expected to cooperate in the monitoring of operations according to the good governance principle and code of business conduct.

In 2016, no complaint or whistle blowing was made on any case against corruption, corporate governance and business ethics. No issue or misconduct involving prosecution on corruption in any sort was directly or indirectly made.

- Additionally, the anti-corruption policy has been disclosed to the shareholders and general public via the Company's website, Annual Report and Sustainability Report.

There were one shareholders expressing opinions and making more queries as follows:

1) Ms. Kanya Boonsupaporn, representing the Thai Investors Association, inquired as follows: 1. Operating results of the Company was lower than the previous year, particularly the inventories which increased from 400 million baht in the previous year to 600 million baht. Is there any improvement plan? 2. Profits of each business needed re-evaluation as there are 3 businesses that encountered loss, such as rental business, contracting business, etc. Is there any improvement plan? and 3. Liabilities in the financial statements are questionable. Interest-bearing liabilities totaled 2.1 billion baht, whereas short-term liabilities and long-term liabilities accounted for 1.5 billion baht and 600 million baht, respectively. Meanwhile, there have been signs of interest rate increase. Have the Company prepared for this?

Chairman of the Board responded to the aforementioned questions as follows: Majority of inventories was from Natureza Condominium Project in Pattaya, which was recently completed and currently undergoing sales procedures and transfers of ownership.

Previously, the Company designated a contractor, which is one of our associated companies, to rent and handle construction for customers and coordinate with other companies to complete other construction projects. Consequently, loans from parent company and outstanding payment have caused the Company indebtedness with pending liabilities, resulting in increased loss. Nevertheless, the Company is currently working toward the resolution. Our rental business has stemmed from investment made in the renovation of apartments for rent. Even though the cost is considered high, the location is strategic and customers have gradually to pour in. As a result, income has been generated, whereas depreciation has shrunk and profits have eventually grown.

In the past year, the Company's short-term liabilities are rather high but the Company successfully negotiated with the bank to convert short-term liabilities into long-term liabilities, totaling 800 million baht. Therefore, the difficulty has now improved. At the present, the Company has a policy to dissolve inventories with regard to lift the burden on interest costs. It is expected that our liabilities will be reduced by 500-600 million baht this year.

No further questions, thoughts or comments were put forth by shareholders.

Resolution: Shareholders considered and acknowledged the Company's 2016 operating performance along with the annual Board of Director's report.

Agenda 3 **To consider and approve the Company's financial statements for the year ended December 31, 2016**

The CEO submitted for shareholder review and approval the Company's fiscal 2016 audited financial statements ending December 31, 2016.

Dharmniti Auditing Co., Ltd. has conducted an audit of the annual financial statement of 2016 ending on 31th December 2016 in compliance with the Generally Accepted Audit Standard and recommended that, *"The financial statement displayed the financial situation, overall operation, changes of stakeholders' equities, and cash flow being in compliance with the significant requirements of the financial reporting standards."* Details include;

1. Information in Financial Statement
2. Information in Comprehensive Income Statement
3. Summary of financial ratio

There were one shareholders expressing opinions and making more queries as follows:

No further questions, thoughts or comments were put forth by shareholders.

Resolution There was majority vote to approve the Company's 2016 financial statements ending December 31, 2016 as submitted for approval with the following vote count:

Approve	955,815,807	votes	percentage	99.9529
Disapprove	73,500	votes	percentage	0.0077
Abstain	377,000	votes	percentage	0.0394
Total	956,266,307	votes	percentage	100.0000

Agenda 4 **To consider and approve the allocation of legal reserve and abstaining dividend payment for the fiscal year 2016**

The CEO submitted for consideration and approval the allocation of legal reserve and abstaining dividend payment for the fiscal year 2016.

As per Article 116 of the Public Limited Company's Act B.E. 2535 and in accordance with Article 51 of the Company's Articles of Association, the Company needs to set aside 5% of net profit less any retained loss (if any) for legal reserves until the Company's retained earnings is at least 10% of total registered capital unless there is another article or law that supersedes the above guideline.

The resulting 2016's financial performance, the company alone net profit THB 25,361,119.53 therefore, the Company's Board of Directors is submitting for consideration and approval allocate 1.3 million baht to legal reserve for 2016's financial performance. By making additional contribution to the Company's legal reserve, the balance remains at THB 68,050,000.00 or is 5.46% of the Company's registered capital (the Company's registered capital is THB 1,245,284,305.00)

The Company has a policy to pay dividend of not less than 40% of its consolidated net profit after tax and legal reserves. Factors to be considered when paying dividend are operational performance, financial status, liquidity, business expansion plans, and other matters related to management of the Company given that such operation must be beneficial to the Company as well as to its shareholders. With the Company's consolidate financial performance for 2016 earning a net profit of THB 20,393,705.92.

The Company's Board of Directors is submitting for shareholder consideration and approval to defer making dividend payment on the fiscal 2016 operations because the company needs to retain sufficient cash flow for its operations.

No further questions, thoughts or comments were put forth by shareholders.

Resolution: There was majority vote of total shares represented at the AGM with voting rights to make contribution to legal reserves and no pay dividend for the fiscal year ending 2016 as proposed by the Board of Directors. Details of votes are as follows:

Approve	956,172,807	votes	percentage	99.9902
Disapprove	73,500	votes	percentage	0.0077
Abstain	20,000	votes	percentage	0.0021
Total	956,266,307	votes	percentage	100.0000

Agenda 5 **To consider and approve the appointment of the Company's financial auditors and to determine the financial auditors' remuneration for fiscal year 2017**

The CEO is submitting for shareholder consideration and approval the appointment of the Company's financial auditor and the accompanying remuneration package for fiscal 2017.

To abide by the Section 120 of the Public Limited Company's Act, which requires that the Company's financial auditor and the auditing fee must be approved by the shareholders at the Annual General Shareholders' Meeting every year, along with recommendation made from the Audit Committee, the Company's Board of Directors is submitting for consideration and approval the appointment of **Mr.Peeradate Phongsathainsak auditor license 4752 or Miss Wannisa Ngambuathong auditor license 6838 or Mr. Pojana Asavasontichai auditor license 4891 of Dharmniti Auditing Co., Ltd. to be the Company's financial auditor for fiscal 2017**. In case that the auditor is unable to fulfill its responsibilities, Dharmniti Auditing Co., Ltd. will find an alternate qualified financial auditor to perform financial audit for the Company in its stead.

Dharmniti Auditing Co., Ltd. is a recognized financial auditor by the Securities and Exchange Commission, having extensive auditing experience for publicly listed companies and has extensive knowledge of the industry in which the Company operates. Dharmniti Auditing Co., Ltd. and the three financial auditors do not have any conflicts of interest with the Company.

The determined audit fee of THB 1,250,000 is is same the previous year.

No further questions, thoughts or comments were put forth by shareholders.

Resolution: There was unanimous vote to appoint the Company's financial auditor and remuneration for fiscal 2017 as submitted for shareholder approval. Details of votes are as follows:

Approve	955,815,807	votes	percentage	99.9529
Disapprove	73,500	votes	percentage	0.0077
Abstain	377,000	votes	percentage	0.0394
Total	956,266,307	votes	percentage	100.0000

Agenda 6 **To consider and approve the appointment of directors replacing those retiring by term**

The CEO submitted for shareholder consideration and approval of the appointment of Board members in place of those that are retiring by term for fiscal 2017. In accordance with the Company's 18th

guideline, at least one third of the members of the Board must retire by rotation or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office Board members to retire by term for 2017 are

1. Dr. Piboon Limprapat Director, Independent Director
2. Mr. Kobsak Pongponrat Director, Independent Director
3. Mr. Somchao Tanthathoedtham Director

The Nomination Committee has reviewed the qualifications and accomplishments of each individual candidate and has determined such individuals to possess qualifications as per related legal guidelines. Each individual possesses knowledge and capabilities which will be of benefit to the Company. Therefore, the Company's Board of Directors based on the review and based on the Nomination Committee's recommendation is submitting for shareholder approval the re-appointment of the 3 outgoing Board members back as the Company's Board member for another term.

No further questions, thoughts or comments were put forth by shareholders.

Resolution: The AGM approved the re-appointment of the 3 outgoing members of the Board of Directors for another term. These include 1) Dr.Piboon Limprapat Director and Independent Director 2) Mr. Kobsak Pongponrat Director and Independent Director 3) Mr. Somchao Tanthathoedtham Director, Details of votes are as follows:

1) Dr. Piboon Limprapat Director and Independent Director

Approve	956,172,282	votes	percentage	99.9902
Disapprove	74,025	votes	percentage	0.0077
Abstain	20,000	votes	percentage	0.0021
Total	956,266,307	votes	percentage	100.0000

2) Mr. Kobsak Pongponrat Director and Independent Director

Approve	956,172,282	votes	percentage	99.9902
Disapprove	74,025	votes	percentage	0.0077
Abstain	20,000	votes	percentage	0.0021
Total	956,266,307	votes	percentage	100.0000

3) Mr. Somchao Tanthathoedtham Director

Approve	932,760,117	votes	percentage	97.5419
Disapprove	73,500	votes	percentage	0.0077

Abstain	23,432,690	votes	percentage	2.4504
Total	956,266,307	votes	percentage	100.0000

Agenda 7 **To consider and approve the determination the directors' remuneration for fiscal year 2017**

The Chairman of Executive Board then asked the Meeting to consider and approve the remunerations for directors in 2017 by informing the Meeting that according to Article 34 of the Company's Articles of Association, directors are entitled to remunerations from the Company in the forms of gratuities, meeting allowances, rewards, bonuses or other nature of interests pursuant to the Articles of Association or the consideration of the shareholders meeting, provided such remuneration may be fixed or specified from time to time according to the regulation laid out, or let it remain effective until there is a change. Moreover, a director is also entitled to a per diem and any fringe benefits according to the regulations of the Company.

The Board of Directors, with approval of the Remuneration Committee, agreed to ask the shareholders' meeting to approve the meeting allowances and directors' remunerations for the year 2017 at the same rate as 2016 as per details below.

1. Chairman's meeting allowance	THB 50,000 / meeting
2. Directors' meeting allowance	THB 20,000 / meeting
(No annual remuneration for directors)	
3. Chairman of the Audit Committee's meeting allowance	THB 30,000 / meeting
4. Audit Committee members' meeting allowance	THB 20,000 / meeting
5. Annual remuneration for Chairman	THB 440,000 / year
6. Annual remuneration for Audit Committee members	THB 200,000 / person / year
7. Chairman of the Nomination Committee's meeting allowance	THB 30,000 / meeting
8. Nomination Committee members' meeting allowance	THB 20,000 / meeting
9. Chairman of the Remuneration Committee's meeting allowance	THB 30,000 / meeting
10. Remuneration Committee members' meeting allowance	THB 20,000 / meeting
11. Financial performance' bonus	-No-
12. Other benefits	-No-

There were one shareholders expressing opinions and making more queries as follows:

1) Ms. Kanya Boonsupaporn, representing the Thai Investors Association, made a suggestion as follows: the Company should include the yearly remuneration on Page 55 of the Annual Report for the year 2016

No further questions, thoughts or comments were put forth by shareholders.

Resolution: There was unanimous vote to approve remuneration for the Company's Board of Directors for 2017 as proposed. Details of votes are as follows:

Approve	955,815,807	votes	percentage	99.9529
Disapprove	430,500	votes	percentage	0.0450
Abstain	20,000	votes	percentage	0.0021
Total	956,266,307	votes	percentage	100.0000

Agenda 8 **Other issues for consideration**

The CEO opening the floor for shareholders to ask questions and/or make comments,

At the meeting during agenda, there were additional shareholders attending the meeting, amounted of 19 self-shareholder attendants, a total of 70,550,739 outstanding common shares and amounted of 40 proxy shareholder attendants, a total of 885,715,568 outstanding common shares, summed up total 956,266,307 shares (accounted for 76.79% of company's overall shares sold)

With no other questions, thoughts or comments put forth, the Chairman closed the AGM.

AGM ended at 15.36 hours.

Signature _____ Chairman

(Mr. Sudham Chatvalvong)

Minutes Approved by _____

(Mr. Wichian Silapacharanan)

Minutes Recorder by _____

(Mrs. Nampetch Tantawiriya)

Attachments 3

Profile of the directors who retired by rotation and proposed for re-election

Name-Surname	:	Mr. Wichian Silapacharanan
Type of director proposed for election	:	Executive Director
Present Position	:	Director Executive Director and Senior Executive Vice President (Administration)
Date of Birth	:	February 1, 1961
Age	:	57 years
Nationality	:	Thai
Education	:	● Master of Business Administration, Finance, Chulalongkorn University
Director Training Courses with Thai Institute of Directors (IOD)	:	● Director Certification Program (DCP 81/2006) ● Director Accreditation Program (DAP 8/2004) ● Board Performance Evaluation 2004
Date of appointed as director	:	November 27, 2003
Year as director	:	14 years 5 months / 7 Terms
Number of NCH Shareholding[1] (As of December 31,2017)	:	0.04%
Legal Dispute	:	● None
Positions held in other listed companies :	:	● None
Positions held in non-listed companies:	:	● None
Positions held in a competing business/ related business that may cause conflict of interest	:	● None
Work Experience	:	● 2017 – Present Director, Executive Director and Senior Executive Vice President N.C. Housing Plc. / Property Development ● 2011 – 2017 Director, Executive Director and

		Senior Executive Vice President (Administration) N.C. Housing Plc. / Property Development ● 2007 – 2011 Director, Member of the Nomination Committee, Executive Director and Senior Executive Vice President (Administration) N.C. Housing Plc. / Property Development ● 2003 – 2007 Director, Executive Director and Senior Executive Vice President (Administration) N.C. Housing Plc. / Property Development ● 1994 – 2003 Deputy Managing Director (Administration) N.C. Housing Co., Ltd. / Property Development
Attendance at 2017 Meeting	:	The Board of Director's Meeting 5 from total 6 times
The Independence of Directors (with reference to the basis of the NCH rule)[2]	:	Non-independent director as being the company's executive and shareholder of NCH.

Remark:

1. Number of NCH shareholding including related persons as defined in 258 Act. spouse, minor children, and juristic person held over 30%
2. Definitions of the independent directors of NCH as stated in Enclosure 6.
3. **Reason for proposing to the Annual General Meeting of Shareholders to re-elect an independent director, who has been director for more than nine years:**

   The Board of Directors agreed with the Nomination Committee As recommendation that Mr. Wichian Silapacharanan was qualified to be a director in accordance with related laws. He is well-known and highly regarded for his extensive knowledge and experience in real estate and financial institutions, which is so important for business of the company. During his term, Mr. Wichian Silapacharanan always provided insightful comments and valuable suggestions which benefited the Company. In this regard, the Board of Directors would like to propose to the Annual General Meeting of Shareholders that Mr. Wichian Silapacharanan is retained as a director for another term.

Profile of the directors who retired by rotation and proposed for re-election

Name-Surname	:	Mr. Rungsarn Nuntakawong
Type of director proposed for election	:	Executive Director
Present Position	:	Director Executive Director Senior and Executive Vice President (Operation 1)
Date of Birth	:	October 3, 1961
Age	:	57 years
Nationality	:	Thai
Education	:	• Master of Regional Planning, Chulalongkorn University
Director Training Courses with Thai Institute of Directors (IOD)	:	• Director Certification Program (DCP 116/2009) • Raising the Awareness of Corporate Fraud in Thailand, 2005 • Director Accreditation Program (DAP 8/2004)
Date of appointed as director	:	November 27,2003
Year as director	:	14 years 5 months / 7 Terms
Number of NCH Shareholding[1] (As of December 31,2017)	:	• None
Legal Dispute	:	• None
Positions held in other listed companies :	:	• None
Positions held in non-listed companies:	:	• N.C. Property Management Co., Ltd. • Quality Living Management Co., Ltd.
Positions held in a competing business/ related business that may cause conflict of interest	:	• None
Work Experience	:	• 2017 – Present Director, Executive Director, and Senior Executive Vice President N.C. Housing Plc. / Property Development

		• 2003 – 2017 Director, Executive Director, and Senior Executive Vice President (Operation 1) N.C. Housing Plc. / Property Development • 1998 – Present Managing Director N.C. Property Management Co., Ltd. / Project Management • 1998 – Present Director and Managing Director Quality Living Management Co., Ltd. / Community Management to housing residential and Condominium • 2008 - 2011 President of Property Management Association of Thailand Property Management Association of Thailand. (PMA.) / Association • 1994 – 2003 Deputy Managing Director (Operation 1) N.C. Housing Co., Ltd. / Property Development
Attendance at 2017 Meeting	:	The Board of Director's Meeting 6 from total 6 times
The Independence of Directors (with reference to the basis of the NCH rule)[2]	:	Non-independent director as being the company's executive.

Remark:

1. Number of NCH shareholding including related persons as defined in 258 Act. spouse, minor children, and juristic person held over 30%
2. Definitions of the independent directors of NCH as stated in Enclosure 6.
3. **Reason for proposing to the Annual General Meeting of Shareholders to re-elect an independent director, who has been director for more than nine years:**

   The Board of Directors agreed with the Nomination Committee As recommendation that Mr. Rungsarn Nuntakawong was qualified to be a director in accordance with related laws. He is well-known and highly regarded for his extensive knowledge and experience in real estate and financial institutions, which is so important for business of the company. During his term, Mr. Rungsarn Nuntakawong always provided insightful comments and valuable suggestions which benefited the Company. In this regard, the Board of Directors would like to propose to the Annual General Meeting of Shareholders that Mr. Rungsarn Nuntakawong is retained as a director for another term.

Profile of the directors who retired by rotation and proposed for re-election

Name-Surname	:	Mr.Somnuek Tanthathoedtham
Type of director proposed for election	:	Executive Director
Present Position	:	Director Member of the Nomination Committee Executive Directors and Senior Executive Vice President (Operation 2)
	:	May 6, 1968
Age	:	49 years
Nationality	:	Thai
Education	:	• Master of Management (SASIN) Chulalongkorn University, 2005
Director Training Courses with Thai Institute of Directors (IOD)	:	• Director Certification Program (DCP 90/2007) • Director Accreditation Program (DAP 8/2004)
Date of appointed as director	:	November 27,2003
Year as director	:	14 years 5 months / 6 Terms
Number of NCH Shareholding[1] (As of December 31,2017)	:	2.38%
Legal Dispute	:	• None
Positions held in other listed companies :	:	• None
Positions held in non-listed companies:	:	• N.C. Property Management Co., Ltd.
Positions held in a competing business/ related business that may cause conflict of interest	:	• None
Work Experience	:	• 2017 – Present Director Member of the Nomination Committee Executive Directors and Senior Executive Vice President N.C. Housing Plc. / Property Development

		• 2011 – 2017 Director Member of the Nomination Committee Executive Directors and Senior Executive Vice President (Operation 2) N.C. Housing Plc. / Property Development • 2003 – 2011 Director, Executive Director and Senior Executive Vice President (Operation 2) N.C. Housing Plc. / Property Development • 1998 – Present Director , N.C. Property Management Co., Ltd. / Project Management • 1994 – 2003 Deputy Managing Director (Operation 2) N.C. Housing Co., Ltd. / Property Development
Attendance at 2017 Meeting	:	The Board of Director's Meeting 6 from total 6 times The Nomination Committee Meeting 2 from total 2 times
The Independence of Directors (with reference to the basis of the NCH rule)[2]		Non-independent director as being the company's executive and shareholder of NCH.

Remark:

1. Number of NCH shareholding including related persons as defined in 258 Act. spouse, minor children, and juristic person held over 30%
2. Definitions of the independent directors of NCH as stated in Enclosure 6.
3. **Reason for proposing to the Annual General Meeting of Shareholders to re-elect an independent director, who has been director for more than nine years:**

   The Board of Directors agreed with the Nomination Committee As recommendation that Mr.Somnuek Tanthathoedtham was qualified to be a director in accordance with related laws. He is well- known and highly regarded for his extensive knowledge and experience in real estate and financial institutions, which is so important for business of the company. During his term, Mr.Somnuek Tanthathoedtham always provided insightful comments and valuable suggestions which benefited the Company. In this regard, the Board of Directors would like to propose to the Annual General Meeting of Shareholders that Mr.Somnuek Tanthathoedtham is retained as a director for another term.

Attachments 4

Comparison table for amendment to Article 36 of the NCH's Articles of Association

The proposed amendment to the NCH Articles of Association is to be in line with Section 100 of the Public Limited Companies Act B.E.2535 (1992), which is amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation.

The Public Limited Companies Act B.E.2535 (1992)	The Articles of Association of NCH	
Section 100 (Amended by the Order of the Head of the National Council for Peace and Order No. 21/2560) One or more shareholders holding shares amounting to **not less than ten percent of the total number of shares sold** may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, **the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.** In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who	Articles 36 (Original) The Company must hold a shareholders' meeting at least once (1) a year, referred to as "Annual General Shareholders' Meeting". Such Annual General Shareholders' Meeting must be held within four (4) months of the fiscal year-end. Other shareholder meetings are to be referred to as "Extraordinary Shareholders' Meeting". The Board of Directors to call an extraordinary general meeting at any time, or **shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold** or shareholders numbering not less than twenty-five (25) persons holding shares amounting to not less than one-	Articles 36 (Amendment) The Company must hold an Annual General meeting. The Annual General Shareholders' Meeting must be held within four (4) months of the fiscal year-end. Other shareholder meetings are to be referred to as "Extraordinary Shareholders' Meeting". The Board of Directors to call an extraordinary general meeting at any time, or **shareholders holding shares amounting to not less than ten percent of the total number of shares sold** may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, **the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such**

subscribe this names or other shareholders holding the number of shares as required may call such meeting within forty-five days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation. In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Section 103, the shareholders as prescribed under paragraph two shall be collectively responsible to the company for expensed arising from such meeting.	tenth (1/10) of the total number of shares hold, may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of **Directors shall proceed to call a meeting of shareholders to be held within one (1) month as from the date of receipt of such request from the shareholders.**	**request from the shareholders.** In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe this names or other shareholders holding the number of shares as required may call such meeting within forty-five days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation. In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Section 36, the shareholders as prescribed under paragraph three shall be collectively responsible to the company for expensed arising from such meeting.

Attachments 5

Profiles of Independent Directors Designated as Proxy Voters

Name : Mr. Piboon Limpraphat, Ph.D.

Position : Director, Independent Director,
Chairman of the Audit Committee,
Chairman of the Nomination Committee and
Chairman of the Remuneration Committee

Date of Birth : April 21, 1940

Age : 78 Years

Nationality : Thai

Address : 89/42 Moo 2, Kwaeng Saensaeb, Khet Minburi, Bangkok

Education Background :

- Ph.D. University of Illinois
- M.A. (ECON) University of Philippines
- Bachelor of Economics, Thammasat University

Attendance of Thai Institute of Directors Association (IOD) Seminar :

- Audit Committee Program (ACP 1/2004)
- Board & CEO Assessment No. 2/2003
- Director Certification Program (DCP 19/2002)
- The Role of the Chairman Program (RCP 3/2001)

Years / Terms serving as a Company's Board :

- 10 Years 11 Months / 4 Terms

Work Experience :

- 2009 – Present Director of the Doctor Program
  North Bangkok University
- 2007 – Present Director , Independent Director, Chairman of the Audit Committee, Chairman of the Nomination Committee and Chairman of the Remuneration Committee, N.C. Housing Plc.

- 2007 – Present Chairman , Chu Kai Plc.
- 2005 – Present Director and Vice Chairman, Asia Medical and Agricultural Laboratory and Research Center Co., Ltd.
- 2004 – Present Director, Ladprao General Hospital

Shareholding : None

Law Suit : None for the past 10 years

Meeting Attendance For fiscal year 2017 :

• Board of Directors' Meetings	6/6	Meetings
• Audit Committee's Meetings	4/4	Meetings
• Nomination Committee's Meeting	2/2	Meeting
• Remuneration Committee's Meeting	2/2	Meeting

Conflicts of interest for any agenda : None

Profiles of Independent Directors Designated as Proxy Voters

Name : Mr. Kobsak Pongponrat

Position : Director, Independent Director,
Member of the Audit Committee
and Member of the Nomination Committee

Date of Birth : May 13, 1949

Age : 69 years

Nationality : Thai

Address : 916 Rama VI Rd., Kwaeng Petchburi Rd., Khet Ratchathewi, Bangkok

Education Background :

- Master of Public Administration, Roosevelt University, Chicago, ILL, USA
- Barrister at Law, No.25, Thai-Bar Association of Thailand
- L.L.B. Thammasart University
- Diploma, National Defense College, (1996)
- Financial Institute for Executive Senior Thai Band Association, (4/1993)

Attendance of Thai Institute of Directors Association (IOD) Seminar :

- Director Certification Program (DCP 53/2005)
- Director Accreditation Program (DAP 7/2004)

Years / Terms serving as a Company's Board :

- 14 Years and 5 Months / 7 Terms

Work Experience :

- 2007 - Present Director ,Independent Director,
  Audit Committee, and Nomination Committee,
  N.C. Housing Plc.
- 2003 - 2008 Senior Executive Vice President,
  Small and Medium Enterprise Development Bank
  of Thailand
- 2003 - 2007 Director , Independent Director and Audit Committee,
  N.C. Housing Plc.

Shareholding : None

Law Suit : None for the past 10 years

Meeting Attendance For fiscal year 2017 :

- Board of Directors' Meetings 6/6 Meetings
- Audit Committee's Meetings 4/4 Meetings
- Nomination Committee's Meeting 2/2 Meeting

Conflicts of Interest for any agenda : None

Profiles of Independent Directors Designated as Proxy Voters

Name : Mr. Vichit Vichaisarn

Position : Director, Independent Director,
Audit Committee and Remuneration Committee

Date of Birth : April 27, 1946

Age : 72 Years

Nationality : Thai

Address : 114 Tambol Bangprog, Amphor Muang, Pathumthani

Education Background :

- The The Executive Master of Business Administration (EMBA)
  Asian Institute of Technology (AIT)
- Master of Arts (Government), Chulalongkorn University
- Bachelor of Arts (Political Science), Chulalongkorn University
- The Senior Executive Development Program, Australia
- Diploma, National Defense College, No. 42
- Colombo Plan Scholarship, Urban Planning and Management Program

Attendance of Thai Institute of Directors Association (IOD) Seminar :

- Director Certification Program (DCP 96/2007)
- Finance for Non-finance Director (FND 38/2007)
- Understanding the Financial Statement (UFS 12/2007)
- Audit Committee Program (ACP 20/2007)
- Monitoring the Quality of Financial Reporting (MRF) No. 2/2008
- IT Governance : A Strategic Part Forward

Years / Terms serving as a Company's Board :

- 10 Years 6 Months / 4 Terms

Work Experience:

- 2007 - Present Director , Independent Director,
  Member of the Audit Committee and

	Member of the Remuneration Committee, N.C. Housing Plc.
• 2006 - 2008	Director, Metropolitan Electricity Authority
• 2004 - 2006	Governor of Suratthani Province
• 2003 - 2004	Governor of Pathumthani Province
• 2001 - 2003	Governor of Satun Province

Shareholding : None

Law Suit : None for the past 10 years

Meeting Attendance For fiscal year 2017 :

• Board of Directors' Meetings	6/6	Meetings
• Audit Committee's Meeting	4/4	Meetings
• Remuneration Committee's Meeting	2/2	Meetings

Conflicts of interest for any agenda : None

Attachments 6

Definition of Independent Directors

Independent Directors refer to Directors who do not have business or activities that bears impact on the decision making process of the Director.

Independent Directors' Qualifications

1. Such person shall hold no more than 1% of the Company's, subsidiaries' or associated companies' paid-up capital. Such holding includes shareholdings by persons related to the Independent Director.
2. Such person shall have no management role and is not a salaried employee of the Company, its subsidiaries, its associated companies or the Company's major shareholders.
3. Such person shall have no direct or indirect financial or management conflicts of interest with the Company, its subsidiaries, its associated companies or the Company's major shareholders.
4. Such person does not bear any relation with the Company's management or the Company's major shareholders or persons related to the Company's management or major shareholders.
5. Such person is not appointed as a person to oversee the interests of Board members or that of the Company's major shareholders or persons related to the Company's major shareholders.
6. Such person is able to independently and freely perform his/her duties and is able to freely provide thoughts and comments, provide updates on activities of responsibility without concern for the Company's management or major shareholders or persons related to such management or shareholders.

This definition is compliance with stipulated by the Stock Exchange of Thailand.

Attachments 7

(Duty Stamp 20 ฿)

Proxy Form B.

Shareholder's Registration No……..

Written at ……

Date ……

(1) I/We……..……Nationality.....

Residing at No……Road ……..…Sub-district .....

District ……..……Province/Country ……..… Postal Code .....

(2) Being a shareholder of N.C. Housing Public Company Limited holding shares at the total amount of…… shares and being entitled to vote with the number of ……..……votes.

(3) I/We hereby appoint (May grant proxy to the Company's Independent Directors of which detailed in AGM invitation letter enclosed)

(1) Mr./Mrs./Miss……..…… Age.....years

Residing at ……..……..…or

(2) Mr./Mrs./Miss…….…… Age.....years

Residing at ……..……..…or

(3) Mr./Mrs./Miss…….…… Age.....years

Residing at ……..…

to be my/our proxy to attend and vote on my/our behalf at the 2018 Annual General Shareholders' Meeting of **N.C. Housing Public Company Limited to be held on April 20, 2018 at 14.30 hours at the Magic 3 Room of the Miracle Grand Convention Hotel** located at 99 Vibhavadee Rangsit Rd., Kwaeng Laksi, Ked Don Muang, Bangkok or such or other date, time and place as the Meeting may be adjourned.

(4) I/We hereby grant my/our proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To consider and certify the Minutes of the 2017 Annual General Shareholders' Meeting

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda 2 To acknowledge the Company's operating result for fiscal year 2017

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2017

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda 4 To consider and Approve the allocation of the Company's net profit and the abstaining of dividend payment for the fiscal year 2017

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda 5 To approve the appointment of the directors who retire by rotation for the year 2018

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ The appointments of all those retired directors.

☐ Agree ☐ Disagree ☐ Abstain

☐ The appointments of certain directors as follows:

1. Mr. Wichian Silapacharanan Director

☐ Agree ☐ Disagree ☐ Abstain

2. Mr. Rungsarn Nuntakawong Director

☐ Agree ☐ Disagree ☐ Abstain

3. Mr. Somnuek Tanthathoedtham Director

☐ Agree ☐ Disagree ☐ Abstain

Agenda 6 To approve the directors' remuneration for the year 2018

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda 7 To approve the appointment of the auditor of the Company, and the determination of the audit fee for the year 2018

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda 8 To approve the amendment to Article 36 of the NCH's Articles of Association

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda 9 Other matters (if any)

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

(5) In case any votes of the proxy are not in accordance with the intention of the grantor specified in this proxy form, such votes are considered incorrect and would not be deemed as the actions performed by myself/ourselves as the shareholder.

(6) In case I/We do not specify the voting intention in any agenda or unclearly specify, or in the case that the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition to any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in this meeting shall be deemed as the actions performed by myself/ourselves in all respects.

Signed .....

Grantor(.....)

Signed .....

Proxy(.....)

Remarks

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and cannot split the number of shares to many proxies for splitting votes.
2. For electing directors, the shareholder can elect all retired directors or only certain directors.
3. In case the meeting considers any matters other than those specified above, the shareholder may mark additional statement in the continued list of proxy form B. as attached.

NC GROUP
รู้จักบ้าน รู้ใจคุณ

Supplemental Proxy Form B.

The proxy granted on behalf of the shareholder of N.C. Housing Public Company Limited

For the **2018 Annual General Sharehoders' Meeting of N.C. Housing Public Company Limited to be held on April 20, 2018 at 14.30 hours at the Magic 3 Room of the Miracle Grand Convention Hotel** located at 99 Vibhavadee Rangsit Rd., Kwaeng Laksi, Ked Don Muang, Bangkok 10210 or such or other date, time and place as the Meeting may be adjourned.

Agenda.....Subject.....

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda.....Subject.....

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda.....Subject.....

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda.....Subject.....

☐ (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The proxy shall vote according to my/our intention as follows:

☐ Agree ☐ Disagree ☐ Abstain

Agenda … Appointment of Directors

☐ **The appointments of all those retired directors.**

☐ Agree ☐ Disagree ☐ Abstain

☐ **The appointments of certain directors as follows:**

Mr. / Mrs. / Ms. ……..

☐ Agree ☐ Disagree ☐ Abstain

Mr. / Mrs. / Ms. ……..

☐ Agree ☐ Disagree ☐ Abstain

Mr. / Mrs. / Ms. ……..

☐ Agree ☐ Disagree ☐ Abstain

Mr. / Mrs. / Ms. ……..

☐ Agree ☐ Disagree ☐ Abstain

I/We certify that statements in this Supplemental Proxy Form are correct, complete and true in all respects

Signed ……

Grantor (……..)

Signed ……

Proxy (……..……....)

Attachments 8

The Company's Articles of Association
Relating to the Shareholders' Meeting

Directors

No. 15 The Company's Board of Directors must constitute at least 5 persons and the group of directors must vote and select one individual to serve as the Company's Chairman. A Vice Chairman may be chosen along with other positions as deemed appropriate by the Board of Directors. At least half of the board members must be of Thai nationality.

No. 16 A person serving as the Company's director does not have to be the Company's shareholder.

No. 17 The election of Directors will be voted at the shareholders' meeting under the following guidelines:

1) The number of individual's vote equals to the number of shares s/he is holding.

2) Shareholders may vote in whole all shares held to elect one or more persons to serve as a member of the Company's board. However, in case of electing more than one board member partial voting is not allowed.

3) Candidates with the most votes in descending order are to be appointed to the Company's Board of Directors in the number positions available. Should there be an equivalent vote count for candidates to fill the last available board seat, the Chairman's decision is the final determinant of the candidate to fill the last position.

No. 18 At least the number closest to one third of the board members must retire at every Annual General Shareholders' Meeting.

For the first 2 years of becoming a publicly listed company, the directors to be retired are to be selected via a random selection process. For succeeding years, board members with the longest tenure are to retire. Those that are retiring can be re-elected to continue serving as the Company's board member.

No. 34 Board member remuneration is to be set and approved by shareholders at the Annual General Shareholders' Meeting.

Members of the Company's Board of Directors are entitled to remuneration in the amount and form as stipulated in the Company's Articles of Association or are approved by shareholders. Such remuneration may be in fixed or as a guideline, which is determined from time to time or such terms are fixed until shareholders approve otherwise. Members of the Board are also entitled to Company benefits as stipulated in the Company's guidelines.

The above clause must not impact employees' and staffs' rights who are selected to become a Board Member in regards to such employee or staff stipend and benefits. Remuneration as stipulated in clause one and two must not violate the legal guidelines set forth in regards to the status of an independent director.

Shareholders' Meetings

No. 35 The venue of the shareholders' meeting shall be held either at the Company's head office, in any nearby province or other locations as the Board of Directors may consider.

No. 36 The Company must hold a shareholders' meeting at least once (1) a year, referred to as "Annual General Shareholders' Meeting". Such Annual General Shareholders' Meeting must be held within four (4) months of the fiscal year-end.

Other shareholder meetings are to be referred to as "Extraordinary Shareholders' Meeting."

The Board of Directors to call an extraordinary general meeting at any time, or shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders numbering not less than twenty-five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares hold, may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within one (1) month as from the date of receipt of such request from the shareholders.

No. 37 The notice of letter of invitation for a shareholders' meeting must clearly state the venue, date, time and issues to be deliberated and applicable information regarding such issues must be sent to shareholders. Each issue must be clearly identified as an issue "just for information," for "approval" or for "consideration" along with the Board's view on such issues. Such documents must be provided to shareholders and the registrar via postal mail seven (7) days prior to the set shareholders' meeting. The announcement of such shareholder meeting must also be placed in a leading newspaper for 3 consecutive days at least 3 days prior to the meeting.

No. 38 Attendance of shareholders and proxy holders at each shareholder meeting shall be no less than 25 persons or no less than half of the total number of shareholders and must have an aggregate of at least one third of total outstanding voting shares to qualify as constituting a quorum.

In the event that there is insufficient number of shareholders or votes being represented one hour past the designated shareholder meeting time, if such meeting was called by shareholders, the meeting can be cancelled. However, in the case that such meeting was convened by the Company, the meeting shall be rescheduled and a notice of a letter of invitation is to reach shareholders 7 days prior to the rescheduled meeting date. For such reschedule meeting there is no requirement for a quorum.

No. 39 Shareholders may appoint a proxy to vote on their behalf. A letter of proxy with the shareholder's signature must be prepared in compliance with the registrar's guidelines. The proxy must be given to either the Chairman of the Board or a designee of the Chairman at the venue of the shareholders' meeting prior to the commencement of such meeting consisting at least of the following items:

a. The number of shares held by the proxy
b. Name of the person receiving the proxy (grantee)
c. Specify the specific meeting for which the grantee is to attend

No. 40 The shareholders' meeting will consider and vote on issues submitted for shareholder approval in sequence except for a resolution to change the sequence of such issues with a vote of no less than two thirds of all shareholders attending the meeting.

Upon obtaining resolutions for issues proposed for shareholder approval, the combined shareholding of one third of the total outstanding shares can put forth additional issues for the shareholders' meeting for consideration.

In case that the issues put forth for consideration and/or additional issues raised requires additional time to determine resolution, the shareholders' meeting should determine the venue, date, time for the shareholders' meeting to reconvene. Shareholders must receive the necessary documents relating to the pending issue(s) for resolution 7 days prior to the set meeting date. The Company must also make announcements of the date for the shareholders' meeting to reconvene in a newspaper for 3 consecutive days at least 3 days prior to the meeting.

No. 41 The Chairman of the Board is the Chairman of the shareholders' meeting but should the Chairman be absent or is unable to fulfill his/her responsibilities, the Vice Chairman is designated to be the next Chairman of the shareholders' meeting. However, should the Vice Chairman also not be available or is unable to fulfill his/her responsibilities, shareholders can vote on any shareholder present at the shareholders' meeting to be the Chairman of the meeting.

No. 42 Each shareholder has 1 voting right per share held.

In case that a shareholder has conflicts of interest on a particular issue being voted upon, the shareholder does not have the right to vote on that particular issue except in the case of voting for an appointment of a board member.

No. 43 For any issue voted upon at the shareholders' meeting must receive majority vote of vote able shares present at the meeting unless otherwise stated or legal guidelines stipulate differently. As for the following case, a vote of three quarters of the votes present is required.

a. The sale or the transfer of, in whole or in part, the Company's key businesses to a third party
b. The purchase or the transfer of other public company's businesses or non-listed businesses into the Company
c. Contracting, amending or nullifying contracts related to the leasing of Company's key businesses in whole or in part, the enabling of a third party to manage the Company's operations or the entering of a joint venture
d. Making amendments to the Company's Memorandum or Articles of Association
e. Raising or reducing the Company's capital

f. Issuance of corporate debenture

g. Merger, acquisition or the dissolution of the Company

Dividend and Legal Reserves

No. 48 No dividend payment can be made unless receiving shareholder approval or a resolution by the Board of Directors for an interim dividend payment.

Notice of dividend payment must be made in writing and sent to shareholders. Such notice must also be printed and advertised in a leading newspaper for 3 consecutive days and payment of such dividend must be made within 1 month of the resolution for such disbursement.

No. 49 Upon determining that the Company has earned sufficient profitability, the Board of Directors may make occasional interim dividend payment. Upon payment of such interim dividend, shareholders must be notified at the following shareholders' meeting.

No. 50 Dividend payment shall be equal for all shares except otherwise stipulated for prefer shares.

No. 51 The Company must set aside at least 5% of net profit less any retained loss as legal reserve for the fiscal year until the Company's retained earnings is not less than 10% of its registered capital.

Other than the legal reserves, the Board of Directors may propose for shareholder approval additional reserves if it is deemed to be appropriate in the course of normal operations.

If the Company has any other retained loss, the Company can use other reserves, legal reserves and premium paid on shares (in that sequence) to write-off such retained loss.

Accounting and Financial Auditing

No. 53 The Company's fiscal year begins January 1st and ends December 31st of each year.

No. 54 The Board of Directors must ensure the integrity of the data collection and storage process and the adherence to generally accepted accounting principles

No. 55 The Board of Directors must ensure that a comprehensive balance sheet and profit and loss statement be prepared in a 12 month cycle, which constitutes a fiscal year.

No. 56 The Board of Directors must have the Company's financial auditor(s) prepare the Company's fiscal year-end balance sheet and profit and loss statements to be submitted for shareholder approval at the Annual General Shareholders' Meeting. The financial statements have to be audited by the Company's financial auditor(s) prior to submitting for shareholder approval.

No. 57 The Board of Directors must post mail the following documents to shareholders along with the notice of the letter of invitation to attend the Annual General Shareholders' Meeting.

(1) A copy of the Company's audited financial statements with a copy of the Company's financial auditor's report.

(2) Board of Directors' report and documents supporting such report.

No. 58 The Company's Board of Directors is required to appoint a person to oversee registration of Board attendance, prepare and ensure integrity of the minutes of the Company's Board meetings, shareholder meetings and all resolutions reached at these meetings. These documents are to be kept at the Company's head office or at a facility in a nearby province and a person must be appointed to be responsible for keeping these documents. However, in storing these documents off site, the registrar must be notified of the storage location.

No. 59 Shareholder approval to appoint the Company's financial auditor must be sought every Annual General Shareholders' Meeting and the outgoing auditor(s) may be re-elected to serve as the Company's financial auditor for another one year term.

No. 60 Shareholders should determine the remuneration for the Company's financial auditor(s).

No. 61 No person employed directly or indirectly by the Company can be selected to be the Company's financial auditor.

No. 62 The Company's financial auditor is required to attend every shareholder meeting which involves the review of the Company's financial statements and issues that related to the Company's accounting process to provide clarification for the Company's shareholders. All necessary documents to be sent to shareholders must also be delivered to the Company's financial auditor(s).

Attachments 9

Documents Required for Presentation at the Annual General Shareholders' Meeting (AGM)

In accordance with the Stock Exchange of Thailand's guidelines issued on February 19, 1999 for the purpose of ensuring integrity, transparency and credibility for all shareholders and stakeholders, the Company would like to require such documents to be presented prior to attending the AGM. However, the Company reserves the right to maintain flexibility in such requirement on a case by case basis.

1. Individuals

1.1. Shareholders of Thai nationality

(a) Personal identification card (National, civil servant or state enterprise identification cards)

(b) In case of appointing a proxy, a copy of the shareholders' identification card (proxy grantor) along with the copy of identification card or passport (in case of foreigner) of recipient of the proxy (grantee) must be presented prior to attending the AGM and Proxy form

1.2 Foreign Shareholders

(a) Shareholders' passport

(b) In case of appointing a proxy, a copy of the shareholders' passport (proxy grantor) along with the copy of identification card or passport (in case of foreigner) of recipient of the proxy (grantee) must be presented prior to attending the AGM and Proxy form

2. Company or Corporations

2.1 Company's authorized Director attend the meeting

(a) Copy Company registration form

(b) Copy Personal identification or passport (in case of foreigner) of the Company's authorized Director

2.2 In case of appointing a proxy

(a) Copy company registration form

(b) Copy Personal identification or passport (in case of foreigner) of the Company's authorized Director whose signature appears on the proxy form along with the same documents of the recipient of the proxy (grantee).

(c) Proxy form

Certification (certified by authorized person as genuine) is required for all documents while documents from abroad need to be certified by a notary public.

Shareholders or proxy holders can submit such documents at the reception area of the location where the meeting is to be held starting at 12:30 hours on April 20, 2018.

Note

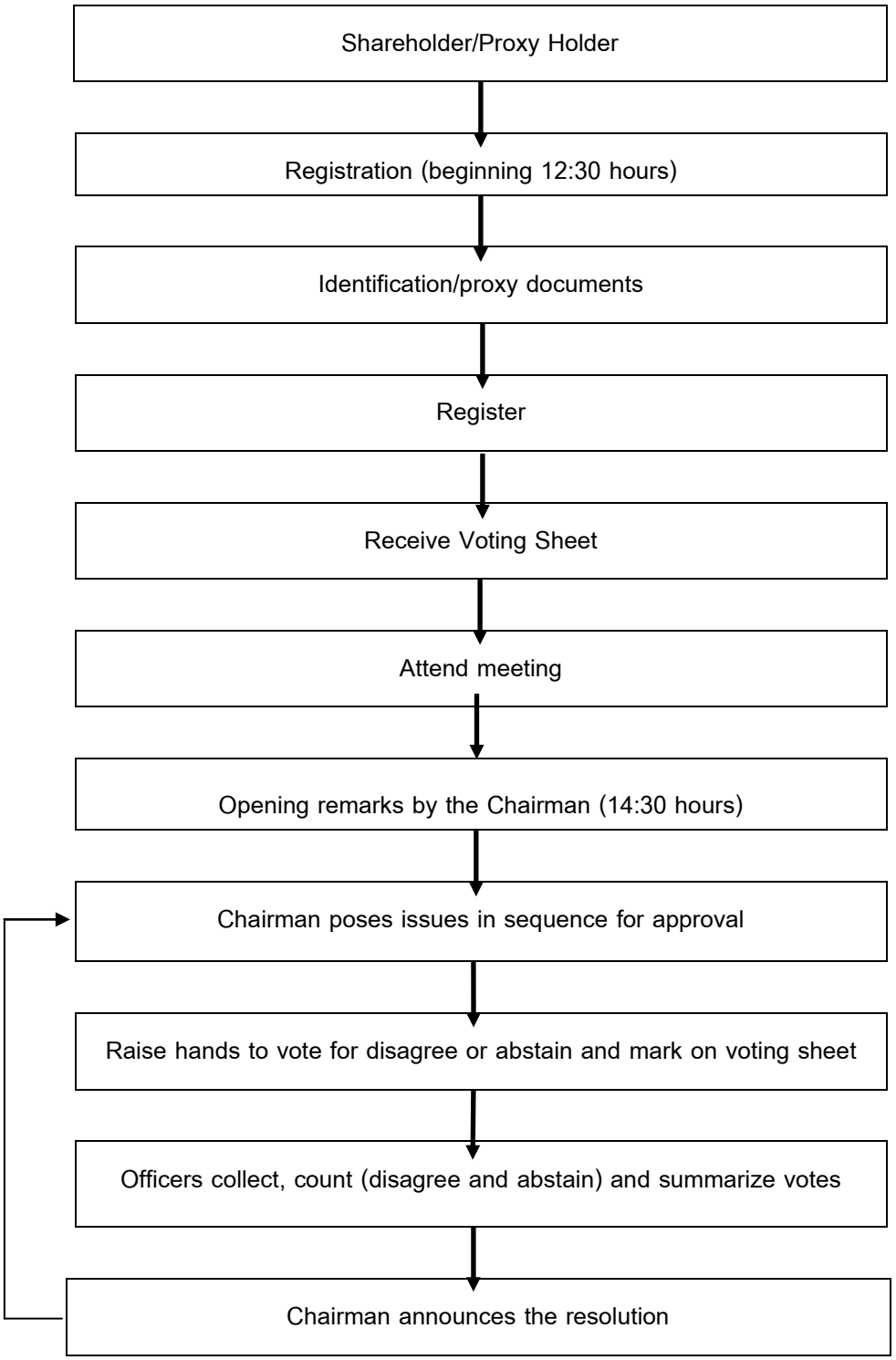
In case shareholders are unable to personally attend the AGM, proxies can be designated for the Company's independent directors to vote on their behalf in section (3) of the proxy form. Details of the Company's independent directors have been attached

Attachments 10

Guidelines for Attending the 2018 AGM

N.C. Housing Public Company Limited

April 20, 2018

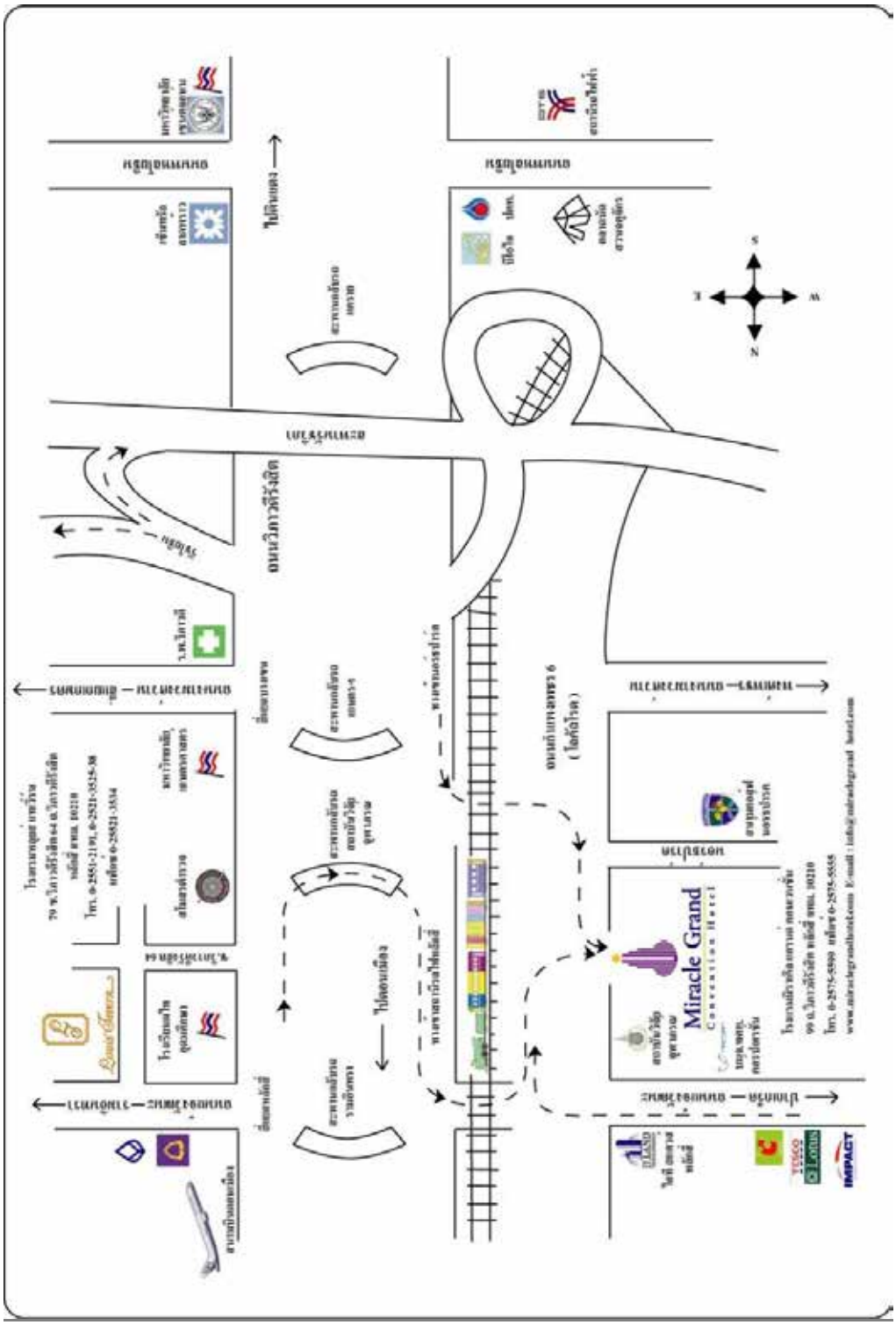


Attachments 11

Map of the Meeting place of the 2018 AGM

Magic 3 Miracle Grand Convention Hotel

99 Vibhavadee Rangsit Rd., Kwaeng Laksi, Ked Don Muang, Bangkok 10210



NC GROUP
รู้จักบ้าน รู้ใจคุณ

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