

## **Minutes of the 2014 Annual General Shareholders' Meeting**

### **N.C. Housing Public Company Limited**

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#### **Date, Time, and place of the meeting**

The meeting was held on April 24, 2014 at 14.30 -15.45 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  
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



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 2014 AGM along with the nomination of qualified persons to be considered to be elected to the Company's Board of Directors (December 17, 2013 to February 14, 2014). 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 2013 Annual General Shareholders' Meeting**

The CEO opened the floor for shareholders to review, consider and approve the minutes to the 2013 AGM held on April 25, 2013 as per the document sent via postal mail along with the letter of invitation to attend the AGM.

Shareholders approved the minutes to the 2013 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 2013 AGM that was held on April 25, 2013. Details of votes are as follows:

Approve	934,421,709	votes	percentage	100.0000
Disapprove	-	votes	percentage	-
Abstain	-	votes	percentage	-
Total	934,421,709	votes	percentage	100.0000

**Agenda 2 To acknowledge the Company's operating result for fiscal year 2013 and the Board of Directors' Report**

The Chairman of Executive Board asked the Meeting to acknowledge the operating results of 2013 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: during the past three years, the Company's sale volumes continued to increase by 19%, 13% and 22% between 2011 - 2013. Our sales volume was the highest last year with the total sales revenue of 3,400 million baht and accomplished the established target.
- Transfer of ownership: the Company also enjoyed a constant growth during the past three years at the rates of 25%, 3% and 7% between 2011 - 2013. Last year, the total value of project transfers was 1,641 million baht, which was the highest in many past years.
- In 2013, the Company invested in three new projects with a total value of 1,996 million baht as follows: (1) Baan Pha Piyarom Lakegrande Project, consisting of 144 units of detached houses, amounting to 693 million baht in total; (2) Baan Pha Piyarom Terre Project, consisting of 456 units of townhouses, amounting to 713 million baht in total; and (3) Natureza North Pattaya (Phase 2) Project, consisting of 406 condominium units, amounting to 590 million baht in total. All projects received good feedback from customers.
- Goal for 2014 business operations: the Company aimed to achieve the sales of 3,200 million baht and transfers of 1,800 million baht. It will also invest in three new projects with a total value of 2,850 million baht, including two horizontal and one vertical. The vertical project is called Diamant, located in Chiangmai and consisting of 227 condominium units, amounting to 530 million baht.

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

**Resolution:** Shareholders considered and acknowledged the Company's 2013 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, 2013**

The CEO submitted for shareholder review and approval the Company's fiscal 2013 audited financial statements ending December 31, 2013.

Dharmniti Auditing Co.,Ltd. has conducted an audit of the annual financial statement of 2013 ending on 31th December 2013 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. Information in Cash Flow Statement
4. Summary of financial ratio

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

**Resolution** There was majority vote to approve the Company’s 2013 financial statements ending December 31, 2013 as submitted for approval with the following vote count:

Approve	934,421,709	votes	percentage	100.0000
Disapprove	-	votes	percentage	-
Abstain	-	votes	percentage	-
Total	934,421,709	votes	percentage	100.0000

**Agenda 4 To consider and Approve the allocation of legal reserve and dividend payment on 2013’s operations**

The CEO submitted for consideration and approval the allocation of legal reserve and dividend payment on 2013’s operations.

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 2013’s financial performance, the company alone net profit THB 106,250,637.90 therefore, the Company’s Board of Directors is submitting for consideration and approval allocate 5.5 million baht to legal reserve for 2013’s

financial performance. By making additional contribution to the Company's legal reserve, the balance remains at THB 54,350,000.00 or is 4.53% of the Company's registered capital (the Company's registered capital is THB 1,200,000,000.00)

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 2013 earning a net profit of THB 105,276,794.81, the Company's Board of Directors is submitting for shareholder consideration and approval pay dividend for the fiscal year ending 2013 to be 0.034 Baht per share, The dividend payments be made on May 19, 2014

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 to make dividend payment on the Company's 2013 financial performance as proposed by the Board of Directors. Details of votes are as follows:

Approve	934,421,709	votes	percentage	100.0000
Disapprove	-	votes	percentage	-
Abstain	-	votes	percentage	-
Total	934,421,709	votes	percentage	100.0000

**Agenda 5 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 2014. In accordance with the Company's 18<sup>th</sup> 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 2014 are:

1. Mr. Piboon Limpraphat, Ph.D Director and  
Independent Director
2. Mr. Somchao Tanthathoedtham Director
3. Mr. Rungsarn Nuntakawong 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. Mr. Somchao Tanthathoedtham and Mr. Rungsarn Nuntakawong are due to retire as per the legal requirement and as the Company's shareholders will refrain from casting votes on this issue.

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) Mr. Piboon Limpraphat, Ph.D 2) Mr. Somchao Tanthathoedtham 3) Mr. Rungsarn Nuntakawong, Details of votes are as follows:

1)	Mr. Piboon Limpraphat, Ph.D	Director and Independent Director			
	Approve	934,421,709	votes	percentage	100.0000
	Disapprove	-	votes	percentage	-
	Abstain	-	votes	percentage	-
	Total	934,421,709	votes	percentage	100.0000
2)	Mr. Somchao Tanthathoedtham	Director			
	Approve	913,447,909	votes	percentage	97.7554
	Disapprove	-	votes	percentage	-
	Abstain	20,973,800	votes	percentage	2.2446
	Total	934,421,709	votes	percentage	100.0000

3)	Mr. Rungsarn Nuntakawong		Director	
	Approve	933,421,709	votes	percentage 99.8930
	Disapprove	-	votes	percentage -
	Abstain	1,000,000	votes	percentage 0.1070
	Total	934,421,709	votes	percentage 100.0000

**Agenda 6 To consider and approve the determination the directors' remuneration for fiscal year 2014**

The Chairman of Executive Board then asked the Meeting to consider and approve the remunerations for directors in 2014 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 2014 at the same rate as 2013 as per details below.

- |   |                             |
|---|-----------------------------|
| 1. Chairman's meeting allowance   | THB 50,000 / meeting        |
| 2. Directors' meeting allowance<br>(No annual remuneration for directors) | THB 20,000 / meeting        |
| 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 THB 20,000 / meeting allowance
9. Chairman of the Remuneration Committee's THB 30,000 / meeting meeting allowance
10. Remuneration Committee members' meeting THB 20,000 / meeting Allowance

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 2014 as proposed. Details of votes are as follows:

Approve	934,416,709	votes	percentage	99.9995
Disapprove	-	votes	percentage	-
Abstain	5,000	votes	percentage	0.0005
Total	934,421,709	votes	percentage	100.0000

**Agenda 7 To consider and approve the appointment of the Company's financial auditors and to determine the financial auditors' remuneration for fiscal year 2014**

The CEO is submitting for shareholder consideration and approval the appointment of the Company's financial auditor and the accompanying remuneration package for fiscal 2014.

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 **Miss Wannisa Ngambuathong auditor license 6838 or Miss. Chanthra Wongsriudomporn auditor license 4996 of Dharmniti Auditing Co., Ltd. to be the Company's financial auditor for fiscal 2014.** 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 two financial auditors do not have any conflicts of interest with the Company.

The determined audit fee of THB 1,070,000 is THB 40,000 more than the previous year.

No further questions, thoughts or comments were put forth for consideration.

**Resolution:** There was unanimous vote to appoint the Company's financial auditor and remuneration for fiscal 2014 as submitted for shareholder approval. Details of votes are as follows:

Approve	934,416,709	votes	percentage	99.9995
Disapprove	-	votes	percentage	-
Abstain	5,000	votes	percentage	0.0005
Total	934,421,709	votes	percentage	100.0000

## **Agenda 8 Other issues for consideration**

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

Opinions and suggestions were proposed by 3 shareholders as follows;

- 1) Mr. Pornsak Chaiwanitchaya, Thai Investors Association, asked a question about the Company's anti-corruption policies and guidelines

Chairman of the Executive Board answered that, with regard to anti-corruption policies and guidelines within the organization, the Company had established the audit and system development department to monitor any acts that might lead to corruption and find the ways to prevent corruption.

Regarding participation in anti-corruption projects with other organizations, the Company would like to discuss this matter with the Board first for further consideration.

- 2) Mr. Natthapoom Chaonuea asked about adoption of technology, such as solar cells and cell phone, to improve the Company's products in the future.

Mr. Rangsan Nanthakawong, Deputy Managing Director for Operations 1 answered that: (1) regarding production process, currently the Company had improved our construction technique by applying prefab structures to construction of townhouses, twin houses and small detached houses and using traditional methods, including bricklaying and plastering, in construction of large detached houses. The Company was confident that its production process was able to meet customers' needs; (2) with respect of safety, the Company had a subsidiary, Quality Living Management Company Limited, which was engaged in the business of management services after customers had moved into the houses. The Company was able to use technology, such as solar cells and cell phone, to serve its customers, but this would depend on the customers' needs.

Chairman of the Executive Board added that the Company cared about improvements and development as well as service options for customers. Concerning application of home technology, the Company had continuously studied and participated in this matter and we used some technology as standard equipment, such as alarm systems. However, some technologies were not actually suitable for Thailand and costly. The Company would continue to study what technologies should be adopted.

- 3) Patchara Matsakulpan asked about rate of return for shareholders, lease business and nature of employment in house construction of the Company.

Chairman of the Executive Board answered that the Company was working hard to improve the rate of return, which might take some time. With respect to lease business, the Company focused on businesses with fast return on investment. Although leased property yielded slow return on investment, the Company might consider make investment in such business in the future.

With regard to the nature of employment in house construction, mostly the Company hired contractors to work on the housing projects, but sometimes we built the houses on our own. In some cases, we would buy construction materials for the contractors because we wanted to control quality of the construction.


At the meeting during agenda, there were additional shareholders attending the meeting, amounted of 73 shareholder attendants, summed up total 934,421,709 shares (accounted for 78.79% of company's overall shares sold)

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

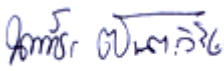
**AGM ended at 15.45 hours.**

Signature  Chairman

(Mr. Sudham Chatvalvong)

Minutes Approved by 

(Mr. Wichian Silapacharanan)

Minutes Recorder by 

(Mrs. Nampetch Tantawiriya)