

**Notice of the 2012 Annual General Shareholders' Meeting**

**on April 25, 2012 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**

- Translation -

Ref. NCH 08 / 2012

February 22, 2012

Subject : Notice of the 2012 Annual General Shareholders' Meeting

To : Shareholders  
N.C. Housing Public Company Limited

Attachments:

1. The minutes of the 2011 AGM
2. The Annual Report of the year 2011 (CD Rom)
3. Attachment for Agenda No. 5
4. Definition of Independent Directors of the Company
5. Proxy form B
6. Documents required for presentation at the 2012 AGM
7. Profiles of Independent Directors Designated as Proxy Voters
8. The Company's Articles of Association Relating to the Shareholders' Meeting
9. Guidelines for attending the 2012 AGM
10. Map of the Meeting place of the 2012 AGM
11. Interactive Voice Response "IVR"

N.C. Housing Plc.'s Board resolution is to hold its 2012 Annual General Shareholders' Meeting (AGM) on April 25, 2012 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 To consider and certify the Minutes of the 2011 Annual General Shareholders' Meeting**

Consideration: The 2011 Annual General Shareholders' Meeting was held on April 21, 2011 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 2011 Annual General Shareholders' Meeting, be certified.

Adoption of resolution : Adoption of the said Minutes by the Shareholder's Meeting requires a resolution passed by a majority of votes of the shareholder attending the meeting and casting votes.

**Agenda 2 To acknowledge the Company's operating result for fiscal year 2011 and the Board of Directors' Report**

Consideration: Both the Board of Directors' Report and the Company's operating result have been included in the Company's 2011 Annual Report, which has been sent via postal mail along with the Letter of Notice for the Company's 2011 AGM. (The details are as show in attachment 2)

Board's opinion: Shareholders should be informed of the Company's fiscal year 2011 performance along with the Board of Directors' Report.

**Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2011**

Consideration: The Company's year-end fiscal 2011 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 2012 AGM. (The details are as show in attachment 2 Report and Consolidated Financial Statement and Separate financial Statement for the year Ended)

Board's opinion: Shareholder approval should be sought for the Company's fiscal year 2011 audited financial statements.

Adoption of resolution : Approved of the Financial Statement for 2011 by the Shareholder's Meeting requires a resolution passed by a majority of votes of the shareholder attending the meeting and casting votes.

**Agenda 4 To consider and Approve the allocation of legal reserve and dividend payment on 2011's operations**

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 2011's financial performance, the Company alone net profit THB 189,175,630.97 therefore, the Company's Board of Directors is submitting for consideration and approval allocate 12.00 million baht to legal reserve for 2011's financial performance. By making additional contribution to the Company's legal reserve, the balance remains at THB 43,750,000.00 or is 3.64% 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 consolidated financial performance for 2011 earning a net profit of THB 192,601,150.95 the Company's Board of Directors is submitting for shareholder consideration and approval pay dividend for the fiscal year ending 2011 to be 0.07 Baht per share. The dividend payments be made on May 18, 2012

|   | <u>2011 (THB)</u> | <u>2010 (THB)</u> * |
|---|-------------------|---------------------|
| Net profit (Consolidate )                               | 192,601,150.95    | 91,819,375.56       |
| <u>Less</u> legal reserve                               | 12,000,000.00     | 4,450,000.00        |
| Net Profit after legal reserves                         | 180,601,150.95    | 87,369,375.56       |
| <br>(1,185,985,052 of Issued and paid-up share capital) |                   |                     |
| Total dividend payments                                 | 83,018,953.64     | 35,579,551.56       |
| Dividend payment per share                              | 0.07              | 0.03                |
| Dividend payment per                                    |                   |                     |
| Net profit after legal reserves                         | 45.9%             | 40.7%               |

Remarks\* Dividend payment in 2010 was considered in accordance with the resolution of the General Meeting of Shareholders for the year 2011 on April 21, 2011 using financial statements in compliance with International Accounting Standard prepared in 2010 (net income from consolidated financial statements for 2010 in compliance with IAS (revised) was THB 70,781,412.43).

Boards' opinion: Deems appropriate to submit for shareholder consideration and approval for the Company allocate 12.00 million baht to legal reserve and pay dividend for the fiscal year ending 2011 to be 0.07 Baht per share. The dividend payments be made on May 18, 2012

Adoption of resolution : Approved of the 2011 dividend payment by the shareholder's meeting requires a resolution passed by a majority of votes of the shareholder attending the meeting and casting votes.

**Agenda 5 To consider and approve the appointment of directors replacing those retiring by term and to determine the directors' remuneration for fiscal year 2012**

Consideration : According to the Public Limited Companies Act B.E. 2535 and the Company's 18<sup>th</sup> 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 2012 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.

The name list of the Board of Directors and their biographies are as show in attachment 3 and the scope of duties of each committee can be found in the Annual Report

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 December 22,2011 – February 15, 2012. No shareholder nominations were received.

Adoption of resolution : According to the company's regulations article 17 (3), it states that the persons receiving the most votes in the respective order of votes shall be elected as directors at the number equal to the number of directors required at that time. In the event that votes among the persons elected in order of respective votes, which number exceeds the required number of directors of the Company at that time, the chairman of the meeting shall be entitled to a second or casting vote.

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 2012 are same the 2011 as follows :**

- |   |                             |
|---|-----------------------------|
| 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<br>meeting allowance                 | THB 30,000/ meeting         |
| 4. Audit Committee members' meeting<br>allowance                          | THB 20,000 / meeting        |
| 5. Annual remuneration for Chairman                                       | THB 440,000 / year          |
| 6. Annual remuneration for Audit Committee                                | THB 200,000 / person / year |

|   |                      |
|---|----------------------|
| members   |                      |
| 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 |

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. 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 2012.

Adoption of resolution: In accordance with Article 90 of the Public Limited Companies Act B.E. 2535, it is required that remuneration for the Company's Board members receive at least two thirds of the votes at the shareholders' meeting.

**Agenda 6     To consider and approve the appointment of the Company's financial auditors and to determine the financial auditors' remuneration for fiscal year 2012**

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 2011, Miss.Wannisa Ngambuathong auditor license 6838 or Mr.Pichai Dachanapirom auditor license 2421 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 2 financial auditors do not have any conflicts of interest with the Company.

The determined audit fee of THB 980,000 is THB 50,000 more than the previous year. In the fiscal year 2011 the Company paid Dharmniti Auditing Co., Ltd. THB 930,000 in auditing expense and another THB 209,824 in out of pocket expenses.

However, Dharmniti Auditing Co., Ltd. serves as financial auditor for all three 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 118,000 with an additional THB 444 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 Miss. Wannisa Ngambuathong or Mr. Pichai Dachanapirom of Dharmniti Auditing Co., Ltd. as the Company's financial auditors for fiscal year 2012 and remuneration is to be set at THB 980,000.

Board's opinion: Upon review, the Board submits for shareholder approval the appointment of Miss. Wannisa Ngambuathong auditor license 6838 or Mr. Pichai Dachanapirom auditor license 2421 of Dharmniti Auditing Co., Ltd. as the Company's financial auditors for fiscal year 2012 and remuneration is to be set at THB 980,000

## **Agenda 7 Consider approving the amendment of article 63 of the company's regulation regarding the company's seal**

### Facts and Reasons

As the company wishes to adopt new company's LOGO for modernization and consistency with the company's business operation in real estate businesses that is stable and growing continuously towards leadership which emphasizes on administration for the greatest satisfaction of customers in terms of product quality and excellent services, as well as quality, society, community, and environment in the happy society housing project called "We Build Your Home with Our Heart".

And, in order to match the company's seal with new company's LOGO, the company's board of directors proposes to amend article 63 of the company's regulation regarding the company's seal by replacing the company's existing seal with the following;



**Monoliths sign:** Conveys business operation of the company in terms of leading real estate, conveys stability based on professionalism that customers trust and count on, as well as being a modern image and continuous development towards leadership in creating happy society housing project.

**Green:** Conveys vision in administration that mainly emphasized on quality, society, and environment. The project's plan is designed for natural feel and family life quality with pleasant and friendly environment.

**Grey and Black:** Conveys strength and stability of business operation, and determination to develop in the direction towards modernization for continuous growth.

### Existing company's seal



Directors' opinions: Approved that the matter shall be presented at shareholders' meeting to consider approving the amendment of article 63 of the company's regulation regarding the company's seal according to the above detail.

Adoption of resolution : According to article 43 of the company's regulation which determines that the amendment of the company's regulation shall be in accordance with shareholders' meeting's resolution which consists of the votes that are no less than three quarters of total votes of shareholders who attend the meeting and have voting right.

**Agenda 8      Other Issues (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.

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 2011 Annual Report in the CD-ROM format and sent it to the shareholder together with Invitation to AGM of Shareholder 2012. However, shareholder wishing to obtain the 2011 Annual 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

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.

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. 401, 403





บริษัท เอ็น.ซี. โฮสติ้ง จำกัด (มหาชน) ทะเบียนเลขที่ บมจ.0107546000385  
1/765 หมู่ 17 ซอยอัมพร ถนนพหลโยธิน กม.26 ตำบลคูคต อำเภอลำลูกกา จังหวัดปทุมธานี 12130  
โทรศัพท์ +66(0) 2993-5080-7 โทรสาร +66(0) 2532-3301-2 www.ncgroup.co.th

(Translation)

**Minutes of the 2011 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 21<sup>st</sup>, 2011 at 14.30-16.45 hours at the Venus Room, Miracle Grand Convention Hotel, 99 Vibhavadi Rangsit Rd., Laksi, Donmuang, Bangkok.

**Board Members present**

1. Mr. Sudham Chatwalwong  
Chairman
2. Mr. Piboon Limphat, 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, Nomination Committee Member, 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, Executive Director, and Deputy Managing Director (Operation 2)

**Auditor present:**

1. Ms.Chotima Kitsirakorn      Certified Public Accountant No. 7318

**AGM Commenced at 14.30 hours**

A total of 72 shareholders attended the Company's Annual General Shareholders' Meeting representing a total of 972,948,576 outstanding common shares constituting 82.04% of total outstanding common shares (total issued and paid-up shares is 1,185,985,052 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 2011 AGM along with the nomination of qualified persons to be considered to be elected to the Company's Board of Directors (from January 2, 2011 to February 15, 2011). 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 2010 Annual General Shareholders' Meeting**

The CEO opened the floor for shareholders to review, consider and approve the minutes to the 2010 AGM held on April 23, 2010 as per the document sent via postal mail along with the letter of invitation to attend the AGM.

Shareholders approved the minutes to the 2010 AGM without requiring any medications and no questions or concerns were posed for clarification.

At the meeting during agenda 1, there were two additional shareholders attending the meeting, amounted of 249,900 shares and totaled 74 shareholder attendants, summed up total 973,198,476 shares (accounted for 82.05% of company's overall shares sold

**Resolution:** A unanimous vote was reached to approve the minutes to the Company's 2010 AGM that was held on April 23, 2010. Details of votes are as follows:

|            |             |       |            |        |
|------------|-------------|-------|------------|--------|
| Approve    | 973,198,476 | votes | percentage | 100.00 |
| Disapprove | -           | votes | percentage | -      |
| Abstain    | -           | votes | percentage | -      |
| Total      | 973,198,476 | votes | percentage | 100.00 |

**Agenda 2**     **To acknowledge the Company's operating result for fiscal year 2010 and the Board of Directors' Report**

The CEO submitted for shareholders consideration and acknowledgement of the Company's 2010 operating result along with the Report of the Company's Board of Directors.

For the 2010 the Company and its subsidiaries' posted a net profit of 92 million baht which was a 64 percent improvement over the previous year revenue from sales 1,241 million baht which was a 51 percent improvement over the previous year and total revenue 1,271 million baht which was a 47 percent improvement over the previous year

### Sales Revenue by Type of Residential Units

In 2010, Sales revenue from single detached houses constituted 67% of total sales revenue while duplexes constituted 26%, townhouses constituted 6%, and other revenue 1% of total sales revenue respectively as compared to the proportion of 72%, 13%, 6% and 9% for the previous year.

### Sales Revenue by Customer's Payment Preference

The proportion of the Company's revenue earned on sales of pre-built, semi-pre-built and by order for 2010 were 71% 14% and 15% respectively while compared to last year's 62%, 10% and 28%, respectively.

### Sale Revenue by Projects

Of the sales revenue, approximately 82% came from the sales of residential units within the Thanyathani Home on Green Village (phase 2), Baan Pha Piyarom (phase10), Baan Pha Green Park Royal Budhamonton Sai 1, Baan Pha Green Park Pracha Uthit, Baan Pha Green Park Rangsit Klong 3 and Baan Pha Piyarom (phase 9) projects

As of December 31, 2010, there were 12 outstanding property development projects, Contacted sale value worth 6,224 million baht (64% of total value of current projects) while 5,731 million baht have transferred to revenue (59% of total value of current projects)

The Company has 3 Sub-committees including the Audit Committee, the Nomination Committee and the Remuneration Committee. Summary of operational Sub-committees as follows.

### **Audit Committee**

1. Reviewed the Company's financial statements for fiscal year 2010.
2. Reviewed and approved the annual internal audit plan and ensured the adherence to the approved audit plan.
3. Reviewed and assessed the effectiveness of the Company's internal control process and sufficiency of the company's internal audit system.
- 4 Reviewed the policies and risk management procedures to ensure confidence that the Company's risks have been minimized to an acceptable level.
- 5 Reviewed the effectiveness of the Company's good corporate governance by ensuring transparent information disclosure and follows the laws as stipulated by the guidelines of the Securities and Exchange Act. along with other guidelines specific to the industry.
- 6 Reviewed and performed a self-assessment in relation to the Audit Committee's Charter.
- 7 Reviewed the re-appointment Consider, select, and propose and 2011 remuneration of the Company's financial auditors.

### **Nomination Committee**

1 Recruited qualified persons and proposed to BOD for their approval to replace retired members of committee.

2 Purpose of the election of the company's secretary, board of director's secretary and sub-committee board's secretary to substitute the secretary's resignation.

3 Considering and reviewing audit charter of Nomination committee.

### **Remuneration Committee**

1. Considered remuneration structure of company's Board of Director, Subcommittee company, Managing Director and Employees and proposed to shareholders for their approval.

2. Considering and reviewing audit charter of remuneration committee.

The company was rewarded the prestige shield of the outstanding real estate operator in 2009-2011 by the Office of Consumer Protection Board and in 2010 the company was named in the group of "excellent company" in the Corporate Governance report by Thai Institute of Directors Association in cooperation with The Stock Exchange of Thailand and Securities and Exchange Commission.

Angsana Na Songkhla, Thai Investor Association, questioned :

Does the higher cost of constructing materials affect the company's profitability, and how?

Rungsarn Nuntakawong, Director, stated :

The company has taken the measures to accommodate the increased cost of the constructing materials constantly either be price guarantee to the contractor or effective construction control plan. It's anticipated that the first half of the year situation will not have a great impact on the company. However, should the constructing material price increases significantly, the company may consider price adjustment for product as deemed reasonable.

Suriya Sapa-asa, a shareholder, questioned :

Does the company has policy on expanding the markets to up-country customers for real estate business, and how?

Somchao Tanthathoedtham, Director, stated that :

"Currently, the company has formulated various strategies to keep the company from the adverse consequences of the competition in the marketplace. In the past, the real estate such as commercial building is situated in appropriate location. However, the company has no policy on commercial building for rent.

Rungsarn Nuntakawong, Director, added :

The company has expansion projects to up-country segment increasingly. The project that closed the selling included Khonkaen Condo, Baan Suan Lalana, Baan Pha Rim Haad Jomthian, Chonburi, and the in-process projects which it's expected of closing selling by this year includes the Green Park Chomthien, Chonburi. The company also investigated on market penetration in Chiangmai province. However, it found that local competitors are more advantageous in marketplace. Nonetheless, the company still furthers expanding the markets and seeks for new prospective groups on prime location continuously. This is to generate the revenues to replace the former projects which selling has been now closed, including improving the competitiveness.

Chainarong Rojawat asked the Board of Directors to explain the project progression in the meeting.

Rungsarn Nuntakawong, Director, stated :

The Royal Green Park Kanchanapisek project was an old project, but it has been newly-developed today. Its prospective targets at hi-class customers, price ranged between 10 million Baht or higher. It's currently opened for sale. However, the explicit figures of sales are expected to grow by the next few months.

Manop Kraothong, a shareholder, asked for the Board of Directors to explain the construction policy which number of units is specified at not exceeding 500 units/a project/phase; this may affect the wastewater treatment factors.

Rungsarn Nuntakawong, Director, explained :

The company embraces the construction management, along together with better quality of life among the residents. The company then figures out the number of not exceeding 500 units/a project/phase which is regarded reasonable appropriately with better quality of life among residents; namely the community and surrounding is absent from crowded and congested state of habitation, and it shall not be an excessive burden to residents for common utility expense. This is a strength in selling that eases the customer's decision on buying house while the company currently provides the standard water quality inspection and control.

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

**Resolution:** Shareholders considered and acknowledged the Company's 2010 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, 2010**

The CEO submitted for shareholder review and approval the Company’s fiscal 2010 audited financial statements ending December 31, 2010, which has been sent via postal mail along with the letter of invitation to attend the AGM to all shareholders.

Angsana Na Songkhla, Thai Investor Association, questioned :

Does the company implement the risk management due to the interest rate fluctuation, and how?

Wichian Silapacharanan, Director, explained that:

The company attempted to control the debt to equity (D/E) ratio at appropriate level. Most loan come from large-scale financial institutions at lower interest rate. In addition, the company focuses on quick re-payment, and it’s expected that interest rate fluctuation would not have significant impact on company.

At the meeting during agenda 3, there were seven additional shareholders attending the meeting, amounted of 69,900 shares and totaled 81 shareholder attendants, summed up total 973,268,376 shares (accounted for 82.06% of company’s overall shares sold)

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

**Resolution** There was majority vote to approve the Company’s 2010 financial statements ending December 31, 2010 as submitted for approval with the following vote count:

|            |             |       |            |        |
|------------|-------------|-------|------------|--------|
| Approve    | 973,268,376 | votes | percentage | 100.00 |
| Disapprove | -           | votes | percentage | -      |
| Abstain    | -           | votes | percentage | -      |
| Total      | 973,268,376 | votes | percentage | 100.00 |

**Agenda 4 To consider and Approve the allocation of legal reserve and dividend payment on 2010’s operations**

The CEO submitted for consideration and approval the allocation of legal reserve and dividend payment on 2010’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 2010's financial performance, the company alone net profit THB 88,802,549.82 therefore, the Company's Board of Directors is submitting for consideration and approval allocate 4.45 million baht to legal reserve for 2010's financial performance. By making additional contribution to the Company's legal reserve, the balance remains at THB 31,750,000.00 or is 2.65% 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 2010 earning a net profit of THB 91,819,375.56 , the Company's Board of Directors is submitting for shareholder consideration and approval pay dividend for the fiscal year ending 2010 to be 0.03 Baht per share, The dividend payments be made on May 20,2011

Shareholders asked the Board of Directors to consider if dividend payment is possible before May 20, 2011.

Wichian Silapacharanan, Director, explained :

For maximum interest on financial management, the company considers it's reasonable to pay the dividend on the said date as previously discussed and in accordance with the SET's requirement. However, for next payment, the company may consider paying the dividend earlier as deemed reasonable in congruence with the shareholders' highest interest.

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 2010 financial performance as proposed by the Board of Directors. Details of votes are as follows:

|            |             |       |            |        |
|------------|-------------|-------|------------|--------|
| Approve    | 973,268,376 | votes | percentage | 100.00 |
| Disapprove | -           | votes | percentage | -      |
| Abstain    | -           | votes | percentage | -      |
| Total      | 973,268,376 | votes | percentage | 100.00 |



**Agenda 5 To consider and approve the appointment of directors replacing those retiring by term and to determine the directors' remuneration for fiscal year 2011**

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 2011. 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 2011 are :

- |                |                   |                                 |
|----------------|-------------------|---------------------------------|
| 1. Mr. Piboon  | Limpraphat, Ph.D. | 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.

The remuneration package is as follows :

- |   |                             |
|---|-----------------------------|
| 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 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

The CEO told shareholders that for this issue, since Mr. Somchao Tanthathoedtham are due to retire as per the legal requirement and as the Company's shareholders will refrain from casting votes on this issue. Shareholdings by the persons are 13,513,000 shares

Shareholders asked the Board of Directors to explain the reasons for increase in the Director's remuneration.

Somchao Tanthathoedtham, Director, stated that :

The Board of Director, under the consent of the Remuneration Committees, considers appropriate to increase the compensation to the Remuneration Committees as previously discussed. Because the remuneration in the past year stills apply the same rate since 2004. The consideration of newly-designated compensation is based on role and responsibility borne by committees, and the remuneration rate is assigned to the same complete level in other industries. This is to retain the qualified committees to further work with the company.

**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. Kobsak Pongponrat and 3) Mr. Somchao Tanthathoedtham Details of votes are as follows:

|    |                              |                                 |       |            |        |
|----|------------------------------|---------------------------------|-------|------------|--------|
| 1) | Mr. Piboon Limpraphat, Ph.D. | Director, Independent Director  |       |            |        |
|    | Approve                      | 973,268,376                     | votes | percentage | 100.00 |
|    | Disapprove                   | -                               | votes | percentage | -      |
|    | Abstain                      | -                               | votes | percentage | -      |
|    | Total                        | 973,268,376                     | votes | percentage | 100.00 |
| 2) | Mr. Kobsak Pongponrat        | Director , Independent Director |       |            |        |
|    | Approve                      | 973,268,376                     | votes | percentage | 100.00 |
|    | Disapprove                   | -                               | votes | percentage | -      |
|    | Abstain                      | -                               | votes | percentage | -      |
|    | Total                        | 973,268,376                     | votes | percentage | 100.00 |

3) Mr. Somchao Tanthathoedtham Director

|            |             |       |            |        |
|------------|-------------|-------|------------|--------|
| Approve    | 959,755,376 | votes | percentage | 98.61  |
| Disapprove | -           | votes | percentage | -      |
| Abstain    | 13,513,000  | votes | percentage | 1.39   |
| Total      | 973,268,376 | votes | percentage | 100.00 |

There was unanimous vote to approve remuneration for the Company's Board of Directors for 2011 as proposed. Details of votes are as follows:

|            |             |       |            |        |
|------------|-------------|-------|------------|--------|
| Approve    | 973,268,376 | votes | percentage | 100.00 |
| Disapprove | -           | votes | percentage | -      |
| Abstain    | -           | votes | percentage | -      |
| Total      | 973,268,376 | votes | percentage | 100.00 |

**Agenda 6 To consider and approve the appointment of the Company's financial auditors and to determine the financial auditors' remuneration for fiscal year 2011**

The CEO is submitting for shareholder consideration and approval the appointment of the Company's financial auditor and the accompanying remuneration package for fiscal 2011.

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 Mr. Pichai Dachanapirom auditor license 2421 of Dharmniti Auditing Co., Ltd. to be the Company's financial auditor for fiscal 2011. 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 930,000 is THB 69,000 more than the previous year

Shareholders asked the Board of Directors to explain the reasons for increase in auditor's remuneration.

Wichian Silapacharanan, Director, explained :

The Board of Director, under the consent of the Auditing Committee, considers appropriate to increase the remuneration for auditors as previously discussed. Major reason for remuneration increment is because of an increased workload and adjustment is made corresponding to the inflation situation.

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 2011 as submitted for shareholder approval. Details of votes are as follows:

|            |             |       |            |        |
|------------|-------------|-------|------------|--------|
| Approve    | 973,268,376 | votes | percentage | 100.00 |
| Disapprove | -           | votes | percentage | -      |
| Abstain    | -           | votes | percentage | -      |
| Total      | 973,268,376 | votes | percentage | 100.00 |

**Agenda 7 Other issues for consideration**

Shareholder questions and comments made upon opening the floor for shareholders to ask questions and/or make comments are as follows:

Shareholders asked the Board of Directors to explain the operation plan for the year 2011.

Somchao Tanthathodtham, Director, explained the company's operation plan 2011 in the meeting as follows.

In 2011, the company targets that sales and recognized incomes will be 20% and 37% grower than the year 2010, respectively. The following 5 new projects will be expanded at total value of 4,000 million baht. 1) The Royal Green Park Kanchanapisek 2) Baan Pha Piyarom Phase 11 3) Thanyathanee Village 3 4) Kanchanapisek Pinklao and lastly 5) Banglamung Chonburi Project.

Shareholders asked for the Board of Directors to explain how the company takes measures to supervise the company's security price.

Somchao Tanthathoedtham, Director, explained :

The company's security price is consistent with the market mechanism. The Board of Directors has neither responsibility to supervise and maintain the company's share price, nor advice on stock transaction. However, the company's directors are aware of the obligation and responsibility on management to generate the profit and the highest interest to all shareholders primarily.

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

**AGM ended at 16.45 hours.**

Sincerely yours,



(Mr.Sudham Chatwalwong)

Chairman

N.C. Housing Public Company Limited

Attachment for Agenda no. 5

Director's Biography

**Name:** Mr. Wichian Silapacharanan  
**Position:** Director  
**Date of Birth:** February 1, 1961  
**Age:** 50 Years  
**Nationality:** Thai  
**Address:** 479/89 Moo 12, Tambon Nong Pru,  
Banglamung, Chonburi.



**Education Background:**

- Master of Business Administration, Finance, Chulalongkorn University
- Bachelor of Science, Statistics, Chulalongkorn University
- Real Estate Management, Chulalongkorn University
- Organization Risk Management No. 4/2005, Listed Companies Association

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

- Director Certification Program (DCP) รุ่นที่ 81/2006
- Director Accreditation Program (DAP) รุ่นที่ 8/2004
- Board Performance Evaluation 2004

**Years / Terms serving as a Company's Board :**

- 8 Years 5 Months / 4 Term

**Work Experience :**

- October 2011 – Present Director, Executive Director and Senior Executive Vice President (Administration) N.C. Housing Plc.
- 2007 – October 2011 Director, Member of the Nomination Committee, Executive Director and Senior Executive Vice President (Administration) N.C. Housing Plc.
- 2003 – 2007 Director, Executive Director and Senior Executive Vice President (Administration) N.C. Housing Plc.
- 1994 – 2003 Deputy Managing Director (Administration) N.C. Housing Plc.

**Shareholding :** Common stocks 500,000 shares or 0.04% of total paid-up shares

**Law Suit :** None for the past 10 years

**Meeting Attendance For fiscal year 2011 :**

- Board of Directors' Meetings 6/6 Meetings
- Nomination Committee's Meeting 1/1 Meeting

**Board Membership and Management Positions in other Firms**

| Public Company |                      | Other Firms<br>(Non-Public Company) |                      | Position Holdings in other firms competed with / related to the Company Business |
|----------------|----------------------|-------------------------------------|----------------------|--|
| No.            | Type of Directorship | No.                                 | Type of Directorship |  |
| -              | -                    | -                                   | -                    | -  |

**Additional Information regarding Related Relationship**

| Type of Relationship in the Company   | Status / Explanation  |
|---|---|
| 1 The Company's shares holding<br>1.1 Number of shares<br>1.2 Percentage of total shares entitled to vote                         | Yes<br><br>500,000 share<br>0.04%                                       |
| 2 Being a close relative of management / majority shareholder of the company or subsidiaries                                      | -   |
| 3 Being a director who take part in the management of the company, employee, staff member, or advisor receiving a regular salary. | Executive Director and Senior Executive Vice President (Administration) |
| 4 Being a professional service provider (i.e., auditor or Legal advisor)  | -   |
| 5 Having business relationship. (i.e., buy-sell materials / products /services or financial support )                             | -   |

**Director's Biography**

**Name:** Mr. Rungsarn Nuntakawong  
**Position:** Director  
**Date of Birth:** October 3, 1961  
**Age:** 50 years  
**Nationality:** Thai  
**Address:** 69/738 Moo. 3, Tambon Buengy Yitho ,  
Thanyaburi, Pathumtani



**Education Background:**

- Master of Regional Planning, Chulalongkorn University
- Bachelor of Arts (Political Science), Public Administration, Ramkhamhaeng University

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

- Director Certification Program (DCP 116/2009)
- Raising the Awareness of Corporate Fraud in Thailand, 2005
- Director Accreditation Program (DAP 8/2004)

**Years / Terms serving as a Company's Board :**

- 8 Years and 5 Months / 4 Terms

**Work Experience :**

- 2003 – Present Director, Executive Director, and Senior Executive Vice President (Operation 1) N.C. Housing Plc.
- 1999 – Present Mayor of Buengy Yitho Town Office of the Buengy Yitho Municipality, Thunyaburi , Patumatani
- 1999 – Present Member of the Sub-committee on Town and Country Planning, Pathumtani Province
- 1998 – Present Managing Director N.C. Property Management Co.,Ltd.
- 1998 – Present Director and Managing Director Quality Living Management Co.,Ltd.
- 2008 - 2011 President of Property Management Association of Thailand Property Management Association of Thailand. (PMA.)
- 1994 – 2003 Director Managing Director (Operation 1) N.C. Housing Plc.

**Shareholding :** Common stocks 1,000,000 shares or 0.08% of total paid-up shares

**Law Suit :** None for the past 10 years

**Meeting Attendance For fiscal year 2011 :**

- Board of Directors' Meetings 6/6 Meetings



### Board Membership and Management Positions in other Firms

| Public Company |                      | Other Firms<br>(Non-Public Company) |  | Position Holdings in other firms competed with / related to the Company Business |
|----------------|----------------------|-------------------------------------|--|--|
| No.            | Type of Directorship | No.                                 | Type of Directorship   |  |
| None           | -                    | 2                                   | Director and Managing Director<br>Quality Living Management Co.,Ltd.<br><br>Managing Director<br>N.C. Property Management Co.,Ltd. | None   |

### Additional Information regarding Related Relationship

| Type of Relationship in the Company   | Status / Explanation  |
|---|---|
| 1 The Company's shares holding  | Yes   |
| 1.1 Number of shares  | 1,000,000 share   |
| 1.2 Percentage of total shares entitled to vote   | 0.08%   |
| 2 Being a close relative of management / majority shareholder of the company or subsidiaries                                      | -   |
| 3 Being a director who take part in the management of the company, employee, staff member, or advisor receiving a regular salary. | Executive Director and Senior Executive Vice President (Operation1) |
| 4 Being a professional service provider (i.e., auditor or legal advisor)  | -   |
| 5 Having business relationship. (i.e., buy-sell materials / products /services or financial support )                             | -   |

**Director's Biography**

**Name:** Mr.Somnuek Tanthathoedtham  
**Position:** Director  
**Date of Birth:** May 6, 1968  
**Age:** 43 years  
**Nationality:** Thai  
**Address:** 2239 Ladprao Road., Wangthonglang, Bangkok



**Education Background:**

- Master of Management (SASIN) Chulalongkorn University
- Bachelor of Engineering, Systems University of Pennsylvania, Philadelphia
- Bachelor of Science (Wharton School), Finance and Management University of Pennsylvania, Philadelphia,
- Professional Development Program for Corporate manager : Condominium / Project Village (1/2010)
- Regional Planning for Executive (1/2008)
- Real Estate Management Chulalongkorn University

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

- Director Certification Program (DCP 90/2007)
- Director Accreditation Program (DAP 8/2004)

**Years / Terms serving as a Company's Board :**

- 8 Years and 5 Months / 4 Terms

**Work Experience :**

- October 2011 - Present Director , Member of the Nomination Committee, Executive Directors and Senior Executive Vice President (Operation 2) N.C. Housing Plc.
- 2003 – October 2011 Director, Executive Director and Senior Executive Vice President (Operation 2) N.C. Housing Plc.
- 1998 – Present Director , N.C. Property Management Co.,Ltd.
- 1994 – 2003 Deputy Managing Director (Operation 2) N.C. Housing Co., Ltd.

**Shareholding :** Common stocks 19,810,800 shares or 1.67% of total paid-up shares

**Law Suit :** None for the past 10 years

**Meeting Attendance For fiscal year 2011 :**

- Board of Directors' Meetings 6/6 Meetings

### Board Membership and Management Positions in other Firms

| Public Company |                      | Other Firms<br>(Non-Public Company) |  | Position Holdings in other firms competed with / related to the Company Business |
|----------------|----------------------|-------------------------------------|--|--|
| No.            | Type of Directorship | No.                                 | Type of Directorship   |  |
| -              | -                    | 1                                   | Director in Subsidiaries Companies<br>- N.C. Property Management Co., Ltd.   | None   |
|                |                      | 6                                   | Director in Related Companies<br>- Sathaporn Homemart (1999) Co., Ltd.<br>- S.C. Construction and Decoration Co., Ltd. (SC)<br>- Sathaporn Wattana Trading Co., Ltd.<br>- Sap Namchai Pattana Co., Ltd.<br>- Namchai Land Development Co., Ltd.<br>- Namchai Property Development Co., Ltd |  |

### Additional Information regarding Related Relationship

| Type of Relationship in the Company  | Status / Explanation   |
|--|--|
| 1 The Company's shares holding   | Yes  |
| 1.1 Number of shares   | 19,810,800 shares  |
| 1.2 Percentage of total shares entitled to vote  | 1.67%  |
| 2 Being a close relative of management / majority shareholder of the company or subsidiaries                                     | Brother of<br>Mr.SomchaoTanthathoedtham*<br>(* Director , Member of the Remuneration Committee , Chief Executive Officer , Managing Director and member of Tanthathoedtham family majority shareholder holding 13,513,000 shares of the N.C. Housing Plc's paid up shares capital) |
| 3 Being a director who take part in the management of the company, employee, staff member, or advisor receiving a regular salary | Executive Director and Senior Executive Vice President (Operation 2)   |
| 4 Being a professional service provider (i.e., auditor or legal advisor)   | -  |
| 5 Having business relationship. (i.e., buy-sell materials / products /services or financial support )                            | -  |

## **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.





(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.....or

to be my/our proxy to attend and vote on my/our behalf at the 2012 Annual General Shareholders' Meeting of **N.C. Housing Public Company Limited to be held on April 25, 2012 at 14.30 hours at the Magic 3 Room of the Miracle Grand Convention Hotel** located at 99 Vibhavadee Rangsit Rd., Kwaeng Lakxi, 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 2011 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 2011 and the Board of Directors' Report**

- (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, 2011**

- (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 legal reserve and dividend payment on 2011's operations**

- (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 consider and approve the appointment of directors replacing those retiring by term and to determine the directors' remuneration for fiscal year 2012**

**Appointment of Directors**

- (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. <b>Mr. Wichian Silapacharanan</b> | Director |         |
| Agree                                | Disagree | Abstain |
| 2. <b>Mr. Rungsarn Nuntakawong</b>   | Director |         |
| Agree                                | Disagree | Abstain |
| 3. <b>Mr. Somnuek Tanthoedtham</b>   | Director |         |
| Agree                                | Disagree | Abstain |

**Directors' Remuneration**

- (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 6**      **To consider and approve the appointment of the Company's financial auditors and to determine the financial auditors' remuneration for fiscal year 2012**

- (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 Consider approving the amendment of article 63 of the company's regulation regarding the company's seal**

- (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 Other business (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( ..... )

Signed .....  
Proxy( ..... )

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.







**Supplemental Proxy Form B.**

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

For the **2012 Annual General Shareholders' Meeting of N.C. Housing Public Company Limited to be held on April 25, 2012 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 ... 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 ( ..... )

Signed .....

Proxy ( ..... )

Signed .....

Proxy ( ..... )

## **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) 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.

#### 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.

### **2. Company or Corporations**

#### 2.1 Companies of Thai Registration

- (a) Company registration issued no more than 30 days by the Ministry of Commerce
- (b) 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).

#### 2.2 Companies of Foreign Registration

- (a) Formal company registration
- (b) 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).

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 25, 2012.**

### **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.

## Profiles of Independent Directors Designated as Proxy Voters

### Director's Biography

**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:** 72 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 :**

- 4 Years 11 Months / 2 Term

### **Work Experience:**

- 2009 - Present Chairman , Chu Kai Plc.
- 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.
- 2005 - Present Director, Ladprao Bilingual School
- 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 2011 :**

- |                                    |     |          |
|------------------------------------|-----|----------|
| • Board of Directors' Meetings     | 6/6 | Meetings |
| • Audit Committee's Meetings       | 5/5 | Meetings |
| • Nomination Committee's Meeting   | 1/1 | Meeting  |
| • Remuneration Committee's Meeting | 1/1 | Meeting  |

**Conflicts of interest for any agenda :** None

## **Profiles of Independent Directors Designated as Proxy Voters**

### **Director's Biography**

**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:** 63 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, 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 :**

- 8 Years and 5 Months / 3 Terms

### **Work Experience :**

- 2007 - Present Director ,Independent Director, Member of the Audit Committee, and Member of the 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 Member of the Audit Committee, N.C. Housing Plc.

**Shareholding :** None

**Law Suit :** None for the past 10 years

### **Meeting Attendance For fiscal year 2010 :**

- |                                  |     |          |
|----------------------------------|-----|----------|
| • Board of Directors' Meetings   | 6/6 | Meetings |
| • Audit Committee's Meetings     | 5/5 | Meetings |
| • Nomination Committee's Meeting | 1/1 | Meeting  |

**Conflicts of Interest for any agenda :** None

## **Profiles of Independent Directors Designated as Proxy Voters**

### **Director's Biography**



**Name:** Mr. Vichit Vichaisarn  
**Position:** Director, Independent Director, Member of the Audit Committee and Member of the Remuneration Committee  
**Date of Birth:** April 27, 1946  
**Age :** 66 Years  
**Nationality :** Thai

**Address :** 114 Tambol Bangprog, Amphor Muang, Pathumthani

#### **Education Background :**

- 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 :**

- 4 Years 6 Months / 2 Term

#### **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 2010 :**

- Board of Directors' Meetings 6/6 Meetings
- Audit Committee's Meeting 5/5 Meetings
- Remuneration Committee's Meeting 1/1 Meetings

**Conflicts of interest for any agenda :** None

**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."

An extraordinary shareholders' meeting can be called by shareholders whose combined shareholding is no less than 20% of all outstanding shares or a group of shareholders of at least 25 persons with a combined shareholding of no less than 10% of total outstanding shares. A letter requesting for an extraordinary shareholders' meeting must be submitted to the Company clearly stating the purpose for such meeting. The Company's Board of Directors are obliged to convene such meeting within one (1) month's time from the date of receiving such letter from 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.

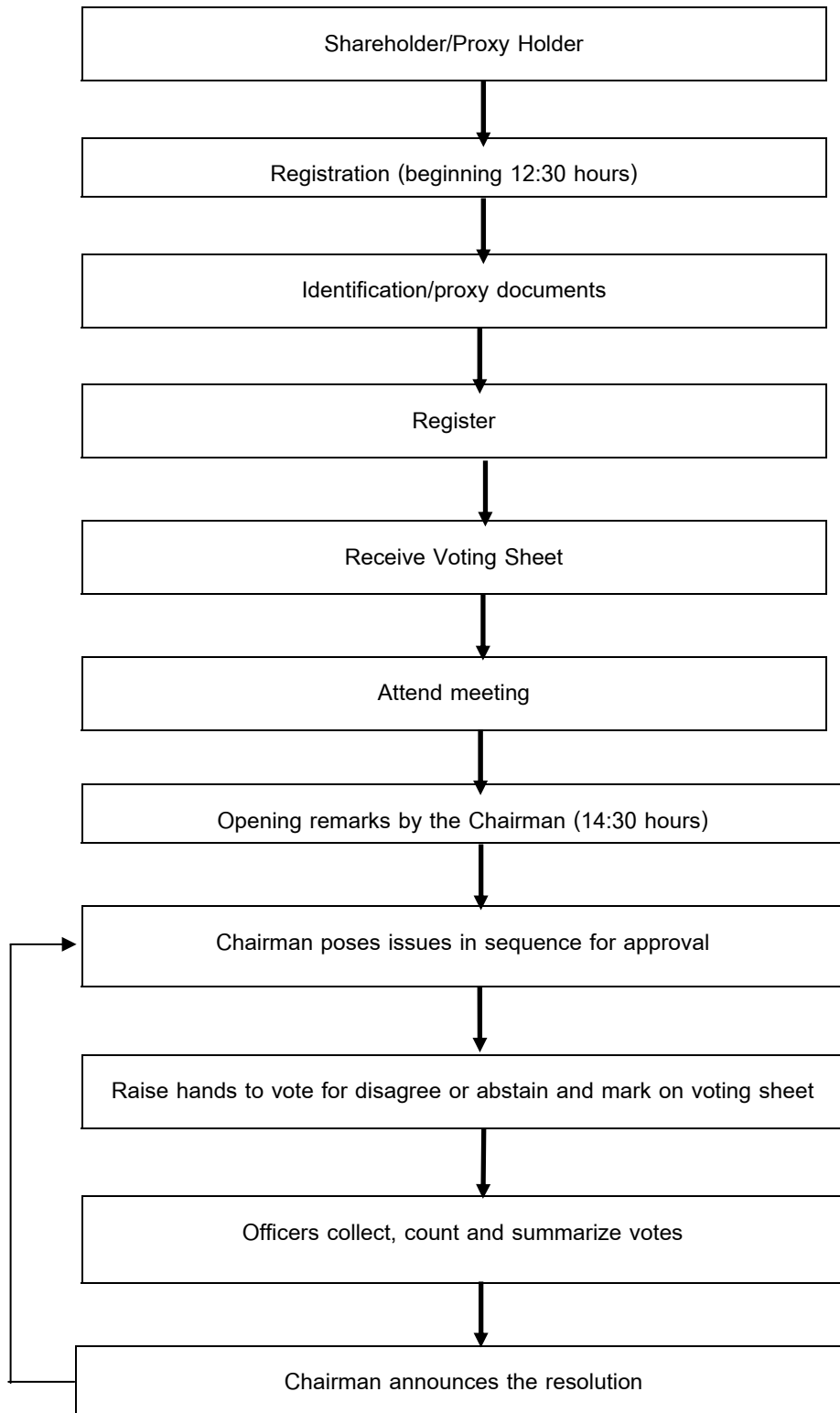
If the Company has any other retained loss, the Company can use other reserves, legal reserves and premium paid on shares (in that sequence) to write-off such retained loss.

## **Accounting and Financial Auditing**

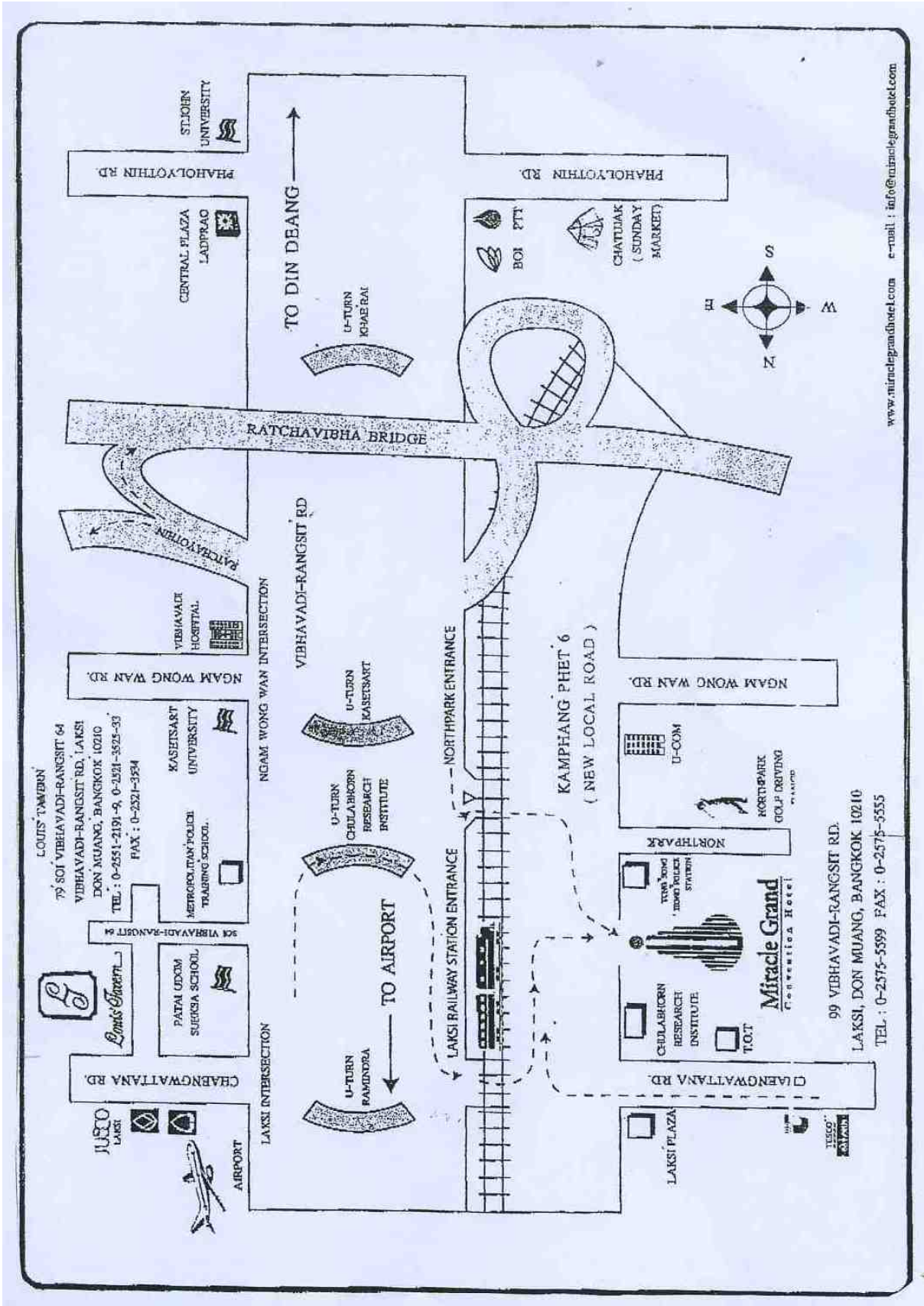
- No. 53 The Company's fiscal year begins January 1<sup>st</sup> and ends December 31<sup>st</sup> of each year.
- No. 54 The Board of Directors must ensure the integrity of the data collection and storage process and the adherence to generally accepted accounting principles
- No. 55 The Board of Directors 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).

## Guidelines for Attending the 2012 AGM

### N.C. Housing Public Company Limited April 25, 2012



**Map of the Meeting place of the 2012 AGM**  
**Miracle Grand Convention Hotel**



**Interactive Voice Response “IVR”**

N.C. Housing Public Company Limited. (“Company”) would like to announce new service offered by Thailand Securities Depository Co., LTD. (“TSD”). The shareholder can confirm attendance of the 2012 Annual General Shareholder’s Meeting by Interactive Voice Response System “IVR” since when shareholder received Notice of Meeting until April 20, 2012 ( At least 3 days before the date of Meeting)

The process for using this service is as follows:

1. Call to TSD Call Center phone 0-2229-2888
2. Select the extension number 7 for “IVR” service
3. Press 14 digit numbers\*
4. Confirm 14 digit numbers
5. Automatically results service.

\* Example : Press 14 digit numbers\*

1. First 4 digits are 0769
2. Next 10 digits from registration number of each shareholder,  
( See on the document address)

|   |
|---|
| N.C. Housing Public Company Limited.<br>To...<br>4 1 1 0 2 2 1 0 0 1 (registration number of shareholder)<br>Mr. / Miss / Mrs..... (Name of Shareholder)<br>Address.....<br>..... |
|---|