

Ref. NCH 006/2018

February 26, 2018

Subject: Abstain from Dividend Payment and Schedule of the 2018 Annual General Meeting  
Shareholders, Appointment of Managing Director and Chief Executive Officer ([Update](#))

Attn : Director and Manager  
The Stock Exchange of Thailand

The Board of Directors of N.C. Housing Public Company Limited ("the Company") held a meeting No.1/2018 on February 26, 2018 with the following resolutions:

1. Approved to propose that the 2018 Annual General Meeting of Shareholders consider and approve the Company's financial statements for the year ended December 31, 2017.
2. To propose for approve the allocation of net profit for legal reserve and approve of abstaining dividend payment for the fiscal year 2017 at the 2018 Annual General Shareholder's Meeting.
3. Concurred with the Audit Committee's recommendation and resolved to propose to the 2018 Annual General Meeting of Shareholders consider and approve the appointment of the auditors from Dharmniti Auditing Co., Ltd. namely; Mr. Peeradate Phongsathainsak auditor license 4752 or Miss. Wannisa Ngambuathong auditor license 6838 or Mr. Pojana Asavasontichai auditor license 4891 or Mr. Suwat Maneekanoksakul auditor license 8134. The remuneration of the said auditors shall be at the rate of THB 1,190,000. This agenda is to be proposed to the 2018 Annual General Meeting of Shareholders for approval.
4. Concurred with the Nominating Committee's recommendation and resolved to propose to the 2018 Annual General Meeting of Shareholders consider and approve the reappointment of 3 following directors whose terms expired by rotation to be the directors of the Company of another term:

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

Regarding the Company invited the Company's shareholders to propose agenda(s) for consideration at the 2018 Annual General Shareholders' Meeting (AGM) and nominate qualified candidates to be considered for selection to the Company's Board of Directors through company website from September 26, 2017 to December 30, 2017 the Company would like to inform that the proposal period is ended and there is no shareholder to propose any additional agenda and name of qualified candidate to be elected.

5. Concurred with the Remuneration Committee's recommendation and resolved to propose to the 2018 Annual General Meeting of Shareholders consider and approve the determination the directors' remuneration for fiscal year 2018 details below.

1. Meeting allowance for the Board of Director

- |            |                    |
|------------|--------------------|
| - Chairman | THB 50,000/meeting |
| - Member   | THB 20,000/meeting |

2. Annual remuneration for the Board of Director

- |            |                         |
|------------|-------------------------|
| - Chairman | THB 440,000/person/year |
| - Member   | -None-                  |

3. Meeting allowance for the Audit Committee

- |            |                    |
|------------|--------------------|
| - Chairman | THB 30,000/meeting |
| - Member   | THB 20,000/meeting |

4. Annual remuneration for the Audit Committee

- |            |                         |
|------------|-------------------------|
| - Chairman | THB 200,000/person/year |
| - Member   | THB 200,000/person/year |

5. Meeting allowance for the Nomination and Remuneration Committee

- |            |                    |
|------------|--------------------|
| - Chairman | THB 30,000/meeting |
| - Member   | THB 20,000/meeting |

6. Approved the convening of the 2018 Annual General Shareholders Meeting of the Company on Friday, April 20, 2018 at 2.30 p.m. at the Magic 3 room, Miracle Grand Convention Hotel No.99 Vibhavadi-Rangsit Road, Kwaeng Laksi, Khet Donmuang, Bangkok

and determined the shareholders' names who will have the right to attend the 2018 AGM on March 14, 2018 (Record Date) to consider the following agenda:

- 1) To consider and certify the Minutes of the 2017 Annual General Shareholders' Meeting
- 2) To acknowledge the Company's operating results for the fiscal year 2017
- 3) To consider and approve the Company's financial statements for the year ended December 31, 2017
- 4) To consider and approve the allocation of the Company's net profit and the abstaining of dividend payment for the fiscal year 2017
- 5) To approve the appointment of the directors who retire by rotation for the year 2018
- 6) To approve the directors' remuneration for the year 2018
- 7) To approve the appointment of the auditor of the Company, and the determination of the audit fee for the year 2018
- 8) To approve the amendment to Article 36 of the NCH's Articles of Association

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

The Public Limited Companies Act B.E.2535 (1992)	The Articles of Association of NCH	
<p><a href="#">Section 100 (Amended by the Order of the Head of the National Council for Peace and Order No. 21/2560)</a></p> <p>One or more shareholders holding shares amounting to <b>not less than ten percent of the total number of shares sold</b> may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, <b>the Board of Directors shall proceed to call a meeting of shareholders to be held</b></p>	<p><a href="#">Articles 36 (Original)</a></p> <p>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".</p> <p>The Board of Directors to call an extraordinary general</p>	<p><a href="#">Articles 36 (Amendment)</a></p> <p>The Company must hold an Annual General meeting. The Annual General Shareholders' Meeting must be held within four (4) months of the fiscal year-end. Other shareholder meetings are to be referred to as "Extraordinary Shareholders' Meeting".</p> <p>The Board of Directors to call an extraordinary general meeting at any time, or <b>shareholders holding shares amounting to not less than ten percent of the total number of shares sold</b> may, by subscribing their names, makes a written</p>

<p>within forty-five days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe this names or other shareholders holding the number of shares as required may call such meeting within forty-five days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Section 103, the shareholders as prescribed under paragraph two shall be collectively responsible to the company for expensed arising from such meeting.</p>	<p>meeting at any time, or shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders numbering not less than twenty-five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares hold, may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within one (1) month as from the date of receipt of such request from the shareholders.</p>	<p>request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe this names or other shareholders holding the number of shares as required may call such meeting within forty-five days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Section 36, the shareholders as prescribed under paragraph three shall be collectively responsible to the company for expensed arising from such meeting.</p>
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9) Other matters (if any)

7. Approved with the Nominating Committee's recommendation to appoint Mr. Somnuek Tanthathoedtham as the Managing Director and Mr. Somchao Tanthathoedtham as the Chief Executive Officer of the Company, effective from April 1, 2018.

Please be informed accordingly.

Sincerely Yours,

N.C. Housing Public Company Limited



(Mr. Wichian Silapacharanan)

Deputy Managing Director

Authorized to sign on behalf of the company

Investor Relations Department

Tel : 0-2531-5533 , 0-2993-5080-7 ext. 403, 401

e-mail : [ir@ncgroup.co.th](mailto:ir@ncgroup.co.th)