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Ref. NCH 07/2020

February 28, 2020

Attn: Director and Manager
The Stock Exchange of Thailand

Re: Notification of the 2020 Annual General Shareholders Meeting and the omission of dividend payment ([Update RD](#))

Whereas, the Board of Directors' Meeting of N.C. Housing Public Company Limited ("the Company") No.1/2020, which was held on February 28, 2020, has passed the important resolutions which can be summarized as follows:

1. After due consideration, the Board found it appropriate to propose to the Annual General Shareholder Meeting ("AGM") to approve the Company's Financial Statements for the year 2019 ended December 31, 2019.
2. [It is appropriate to propose to the AGM to approve the allocation of net profit from the operating results of the fiscal year 2019 for legal reserve and approve to omit the dividend payment. Because the company is required to use the money to be working capital to finance its operations.](#)
3. Concurred with the Nomination and Remuneration and CG Committee ("NRC") recommendation and resolved to propose to the AGM to approve the re-appointment of 3 following directors whose terms expired by rotation to be the directors of the Company for another term:
 1. Mr. Piboon Limpraphat, Ph.D. Independent Director,
Chairman of the Audit Committee
and Chairman of the Nomination and Remuneration and CG Committee

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| 2. Mr. Somchao Tanthathoedtham | Director, Chairman of the Executive Committee, Nomination and Remuneration and CG Committee |
| 3. Mr. Wichian Silapacharanan | Director, Executive Director |

The Company provided individual shareholders with the right to propose additional meeting agenda items and to nominate directors in advance by distributing details via its website from September 19, 2019 to December 27, 2019. However, no item and name were proposed.

4. Concurred with the NRC's recommendation and resolved to propose to the AGM to approve the director remuneration for the year 2020. The directors' remuneration detail shall be as follows:

1. Meeting allowance for the Board of Director

- Chairman	THB 50,000/meeting
- Member	THB 20,000/meeting
2. Annual Retainer fee 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 and CG Committee

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

5. Concurred with the Audit Committee's recommendation and resolved to propose to the AGM to approve the appointment of Miss Chotima Kitsirakorn CPA Registration No. 7318 or Miss Wannisa Ngambuathong CPA Registration No. 6838 or Miss Chutinant Kopraserthaworn CPA Registration No. 9201 or Mr.

Suwat Maneehanoksakul CPA Registration No. 8134 of Dharmniti Auditing Co., Ltd. to be the Auditor of the Company for the fiscal year 2020 ended December 31, 2020 with the total audit fee of Baht 1,230,000.

6. Approved the convening of the 2020 Annual General Shareholders Meeting of the Company on Friday, April 24, 2020 at 2.30 p.m. at the Venus room, Miracle Grand Convention Hotel No.99 Vibhavadi-Rangsit Road, Kwaeng Laksi, Khet Donmuang, Bangkok, to consider the following agenda:
 1. Adoption of the minutes of 2019 Annual General Shareholders' Meeting
 2. Acknowledgement of the Company's operating results for the fiscal year 2019
 3. Approval on the Financial Statements for the year 2019 ended December 31, 2019
 4. Approval on the allocation of net profit from the operating results of the fiscal year 2019 for legal reserve and approve to omit the dividend payment.
 5. Approval on the election of the directors in replacement of the directors whose term will expire by rotation
 6. Approval of the director remuneration for the year 2020
 7. Approval on the appointment of the auditor for the Financial Statements year 2020 and determination of the remuneration
 8. Other business (if any)
7. Determined the shareholders' names who will have the right to attend the 2020 AGM on [March 16, 2020](#) (Record Date).

For the benefits of the shareholders, the Company will disclose the 2020 AGM itinerary and the agenda online at www.ncgroup.co.th prior to the meeting.

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

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