

## The Criteria in Proposing the Agenda for the Annual General Meeting of Shareholders and Nominating Director to be elected in Advance

### 1. Objective

N.C. Housing (Thailand) Public Company Limited (“the Company”) would like to ensure that all shareholders are equitably treated and protected for their basic rights by allowing and promoting minority shareholders to involve in the Shareholders General Meeting. This is a part of the Company’s principles following the conformity of the Good Corporate Governance and assuring the equitable and fairness treatment toward all shareholders. The shareholders are able to propose the agenda items to the Annual General Meeting and director nominee for consideration in advance following to the guidelines related to rules and regulations of the Company.

### 2. The Qualification of Shareholder

The shareholder who wishes to propose agenda or director nominee to the Annual General Meeting must possess the following qualifications:

- \* Being the shareholder of the Company either for one shareholder or combined shareholders.
- \* Holding a minimum of 5 percents of total shares that has been sold ( Total 1,245,283,691 Shares )
- \* Being the shareholder of the Company on the date of meeting agenda propose or director nomination and show proof of share ownership, such as certified letter from securities company or other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. or custodian.

### 3. Proposal for the Annual General Meeting of Shareholders Agenda

#### 3.1 Procedure

3.1.1 The shareholder, who possesses all qualifications as specified by the Company, can propose the agenda by filling in the “Form to Propose the 2018 Annual General Meeting of Shareholders Agenda” and unofficially submitting via electronic mail (E-mail) to [ir@ncgroup.co.th](mailto:ir@ncgroup.co.th) or through Fax No. 0-2993-5089. All original documents have to be delivered to the Company by 30 December 2017 to the address below:

Investor Relations  
N.C. Housing (Thailand) Public Company Limited  
1/765 Moo 17, Soi Amporn, Phaholyothin  
Rd.Km 26, Tambol Kookhot,  
Umoher Lumlookka. Pathumthani 12130

3.1.2 In case many shareholders who possess all qualifications as specified by the Company have unified to propose the agenda item to the Board, they must collaborate the following process:

- 1) The first shareholder fills in “Form to Propose the 2018 Annual General Meeting of Shareholders Agenda” and signs his/her name as evidence.
- 2) For the second and following shareholders fill only section (1) and (2) of “Form to Propose the 2018 Annual General Meeting of Shareholders Agenda” and all of them must sign their names as evidence separately.
- 3) Gather all “Form to Propose the 2018 Annual General Meeting of Shareholders Agenda” and proof of shareholding together with related documents (If any) into one set and submit to the Board by unofficially delivering to the Company following the procedure in 3.1.1.

3.2 The Board reserves its right not to place the following items on the Agenda:

- \* Agenda proposals from shareholders not fully qualified according to criteria No. 2, or submitted beyond the deadline
- \* Agenda matters that violate the laws, rules and regulations of government agencies or agencies , or that are not complied with the objective, the Articles of Association, the Shareholders’ resolution.
- \* Agenda proposals that are beneficial only to specific person or group
- \* Agenda proposals that concern normal business practices of the Company, unless there is indication of irregularity
- \* Agenda proposals for the Company to take action which is beyond the power or control and/or the proposal was submitted to the shareholders’ meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the Company, unless the fact pertaining in the resubmission had significantly changed from that of the previous shareholders’ meeting
- \* Agenda proposals considered by the Board that have no benefit to the Company or the shareholders as a whole.

In case the agenda proposals pass the Board of Directors' resolution, it shall be included in the Agenda together with the Board's opinion for the 2018 Annual General Meeting of Shareholders. In case the Board of Directors refuse to include the agenda proposed, it shall be notified as the matter for information in that shareholders' meeting and the Board of Directors shall specify the reasons for such refusal through the Company's website or any other appropriate information dissemination channels.

#### 4. The nomination of the Director

##### 4.1 The Qualification of the Director

The nominated individual must have qualifications as follows:

- \* Having the qualification according to the specified laws and regulations (the Public Limited Company Act B.E.2535, the Securities and Exchange Act B.E.2551, the Regulations of the Stock Exchange of Thailand, and the Good Governance of the Listed Company B.E 2549, etc.)
- \* Having knowledge, capability and experience that benefit to the Company. Have good intention and ethic in doing business.
- \* Independently give consideration, contribute sufficient time to the Company, and paying attention to his/her responsibilities.

##### 4.2 Procedure

4.2.1 The shareholder, who possesses all qualifications as specified by the Company, can nominate a person by filling in the "Form to Nominate Director" and "Resume of Director Nominee" and unofficially submitting via electronic mail (E-mail) to [ir@ncgroup.co.th](mailto:ir@ncgroup.co.th) or through Fax No. 0-2993-5089 All original documents have to be delivered to the Company by 30 December 2017 to the address below:

<p>Investor Relations N.C. Housing (Thailand) Public Company Limited 1/765 Moo 17, Soi Amporn, Phaholyothin Rd.Km 26, Tambol Kookhot, Umpher Lumlookka, Pathumthani 12130</p>
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4.2.2 In case many shareholders who possess all qualifications as specified by the Company have unified to nominate a person to the Board, they must collaborate the following process:

- 1) The first shareholder fills in “Form to Nominate Director” and “Resume of Director Nominee” then signs his/her name as evidence.
- 2) For the second and following shareholders complete only “Form to Nominate Director” and all of them must sign their names as evidence separately.
- 3) Gather all “Form to Nominate Director” and “Resume of Director Nominee” and proof of shareholding together with related documents (If any) into one set and submit to the Board by unofficially delivering to the Company following the procedure in 4.2.1

The Remuneration Committee will examine the qualification of the nominated persons and give considerations for the Board of Directors and election in the Annual General Meeting of the Shareholders.

The name of nominees approved by the Board together with the Board's opinion will be included in the Agenda for the Director Election. For the director nominees disapproved by the Board, the Company shall inform the shareholders with the reason of the Board's refusal through the Company's website or any other appropriate information dissemination channels.