



**NOTICE OF THE ANNUAL GENERAL
SHAREHOLDERS' MEETING FOR THE YEAR 2023**

NOBLE DEVELOPMENT PUBLIC COMPANY LIMITED

on Thursday, April 27, 2023, at 10.00 a.m.

via electronic means (E-AGM) only

The shareholders who wish to attend the Meeting, please follow the identity verification processes, registration documentation, a manual for registration and attending the shareholders meeting via electronic means, and voting by IR PLUS AGM enclosed to this Notice (Attachment 4).

March 24, 2023

Re: Notice of the Annual General Shareholders' Meeting for the year 2023

To: Shareholders of Noble Development Public Company Limited

Attachment: In the Notice of the Annual General Shareholders' Meeting for the year 2023

1. Copy of the minutes of the Annual General Shareholders' Meeting for the year 2022.
2. Details of the Auditors.
3. Details of the directors who will retire by rotation and are nominated as re-appointed directors.
4. Identity verification processes, registration documentation, a manual for registration and attending the shareholders meeting via electronic means, and voting.
5. Guidelines for attending the Annual General Shareholders' Meeting for the year 2023 via electronic means by IR PLUS AGM (short form).
6. Company's Articles of Association relating to Shareholders' Meeting.
7. Details of independent directors and definition of the independent director.
8. Investors and Shareholders' Privacy Notice.
9. Proxy Form B

Separate from the Notice of the Annual General Shareholders' Meeting for the year 2023.

- QR Code of the Company's Form 56-1 One Report 2022 and the Company's audited financial statements for the fiscal year ended December 31, 2022, and Registration Form

The Board of Directors of Noble Development Public Company Limited ("the Company") resolved to convene the Annual General Shareholders' Meeting for the year 2023 on Thursday, April 27, 2023, at 10:00 a.m. via electronic means (E-AGM) which will be conducted in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other relevant laws and regulations to consider and/or approve the agenda items of the meeting as follow:

Agenda 1 Consideration and certification of the minutes of the Annual General Shareholders' Meeting for the year 2022.

Objective and Rationale: For the Shareholders to certify the minutes of the Annual General Shareholders' Meeting for the year 2022, held on April 28, 2022, details as shown in the Copy of the minutes of the Annual General Shareholders' Meeting for the year 2022. (Attachment 1)

Opinion of the Board: The Board of Directors deemed it appropriate that the Shareholders' Meeting consider and certify the minutes of the Annual General Shareholders' Meeting for the year 2022. The Copy of the minutes of the Annual General Shareholders' Meeting for the year 2022 is enclosed herewith (Attachment 1).

Required Voting: This agenda shall require majority votes of shareholders attending the Meeting and casting their votes.

Agenda 2 Consideration and acknowledgment of the Company's operating performance for the year 2022.

Objective and Rationale: For the Shareholders to acknowledge the Company's financial status and operating performance for the year 2022 as shown in QR Code of the Company's Form 56-1 One Report 2022 (part 1, page 113-130) which has been distributed to the shareholders together with the Notice of the Annual General Shareholders' Meeting.

Opinion of the Board: The Board of Directors deemed it appropriate that the Shareholders' Meeting consider and acknowledge the Company's operating performance for the year 2022 as shown in QR Code of the Company's Form 56-1 One Report 2022 (part 1, page 113-130) which has been distributed to the shareholders together with the Notice of the Annual General Shareholders' Meeting.

Required Voting: Voting for this agenda is not required, to be acknowledged.

Agenda 3 Consideration and approval of the Company's audited financial statements for the fiscal year ended December 31, 2022.

Objective and Rationale: To comply with the Company's Articles of Association and Section 112 of Public Limited Companies Act B.E. 2535, The Board of Directors must prepare the audited financial statements for the fiscal year ended and propose to the Annual General Shareholders' Meeting for approval. Details are as shown in QR Code of the Company's Form 56-1 One Report 2022 (part 3, page 201) which has been distributed to the shareholders together with the Notice of the Annual General Shareholders' Meeting.

Opinion of the Board: The Board of Directors deemed it appropriate that the Shareholders' Meeting consider and approve the Company's audited financial statements for the fiscal year ended December 31, 2022. Details are as shown in QR Code of the Company's Form 56-1 One Report 2022 (part 3, page 201) which has been distributed to the shareholders together with the Notice of the Annual General Shareholders' Meeting.

Required Voting: This agenda shall require majority votes of shareholders attending the Meeting and casting their votes.

Agenda 4 Consideration and approval of the annual dividend payment and the non-allocation of the Company's net profit for the year 2022 to the legal reserve fund.

Objective and Rationale: For the year 2022, the Company's consolidated financial statements reported the net profit of Baht 454,940,440 equivalent to profit per share of Baht 0.33 and the Company's separate financial statements reported the net profit of Baht 610,370,609 equivalent to profit per share of Baht 0.45. In 2022, the Pre-Sales was Baht 17,400 million, a 116.5% increase from the last year, in which more than Baht 14,703 million came from new projects and under construction projects, and more than Baht 2,697 million came from sale from inventory projects.

Moreover, the Company recorded backlog at the end of 2022 amounting to Baht 19,627 million which will be realized within the next 3 years. The Company launched 11 new projects in 2022 with the total project value of Baht 31,550 mm, namely 1) Nue District R9, 2) Nue Mega Plus Bangna, 3) Nue Z-Square Suan Luang Station Phase 1, 4) Nue Evo Ari, 5) Nue Connex Condo Don Mueang, 6) Nue Cross Khukhot Station Phase 1, 7) Noble Curate, 8) Noble Create 9) Nue Cove North-Ratchapruek 10) Noble Curve, and 11) Nue Riverest Ratburana.

As for the year 2023, the Company plans to launch a total of 10 new projects with a project value of Baht 23,300 million, comprising housing projects and low-rise condominium projects and high-rise condominium project which are spread locations for wider coverage in Bangkok's area. In addition, the Company has launched 3 more projects focusing on the Ultra Luxury Segment, namely Noble Aqua Riverfront Ratburana, Chao Phraya riverfront single-detached houses, Noble Terra Rama 9 - Ekamai, single-detached houses in the middle of the CBD Rama 9 - Ekamai, and Noble Away Cha-Am Beachfront, a beachfront wide land in Cha-Am.

Therefore, to return to the shareholders, the Board of Directors' meeting No. 1/2023 held on February 22, 2023, has resolved to approve the dividend payment to the shareholders of Baht 0.20 (Twenty Satang) per share from net profit of 2022 operating result (January 1, 2022, to December 31, 2022), and retained earnings. The Record Date to determine the list of shareholders who are entitled to receive dividend will be on May 10, 2023 and dividend payment will be made on May 25, 2023, the total dividend payment for the year 2022 is approximately Baht 273.88 million, whereby dividend payout ratio is equal to 60.2% of the consolidated financial statements, in compliance with the Company's dividend policy and reflects the Board of Director's commitment to return and pass value to shareholders. The payment of this dividend is entirely created by the Company strong operating cash flow rather than an issuance of new debt or creation of new debt. As of December 31, 2022, the Company's Debt to Equity ratio was 2.79 and Net Interest- Bearing Debt to Equity ratio was 1.83.

The Company has a dividend policy to pay dividend to shareholders Not less than 40% of the net profit in the consolidated financial statement annually after deduction of all reserves as required by law. The dividend policy has to be in line with the law and regulations of the Company. In case of necessity, the dividend payout can be less than the above ratio or omitted as well as taken into consideration of the Company's cash flow, investment plans, business expansion, including other necessity and appropriateness in the future. However, the aforementioned policy shall be in accordance with the resolutions of shareholders' meeting.

	2022 (Proposed Year)	2021
Net Profit of Consolidated Financial Statements (Baht)	454,940,440	931,779,873
Dividend Payout Ratio to Consolidated Financial Statements (%)	60.0	63.2

Additionally, the Company's Articles of Association and Section 116 of Public Limited Companies Act B.E. 2535 specified that the Company must allocate not less than five percent of the net profit to the legal reserve fund, less the accumulated losses brought forward (if any), until the legal reserve fund reaches the amount of not less than 10 percent of the registered capital. As of December 31, 2022, the legal reserve of the Company amounted to Baht 171,176,691, which is not less than 10 percent of the Company's registered capital, reaching the legal requirement. The Board of Directors, therefore, resolved to propose the non-allocation of the 2022's Company net profit to the legal reserve fund.

Opinion of the Board: The Board of Directors deemed it appropriate that the Shareholders' Meeting consider and approve the dividend payment to the shareholders of Baht 0.20 (Twenty Satang) per share from net profit of 2022 operating result and retained earnings. The Record Date to determine the list of shareholders who are entitled to receive dividend will be May 10, 2023, and dividend payment will be made on May 25, 2023, and the non-allocation of the 2022's Company net profit to the legal reserve fund due to the Company's legal reserve fund as of December 31, 2022, reaching the legal requirement.

Required Voting: This agenda shall require majority votes of shareholders attending the Meeting and casting their votes.

Agenda 5 Consideration and appointment of the Company's auditor and approval of the audit fees for the year 2023.

Objective and Rationale: To comply with the Company's Articles of Association and Section 120 of Public Limited Companies Act B.E. 2535, the Audit Committee considered the qualification of the auditors being, Mrs. Anutai Poomsurakul, Certified Public Accountant (Thailand) No.3873, Mr. Krit Chatchavalwong, Certified Public Accountant (Thailand) No.5016 and Mr. Sa-nga Chokenitisawat, Certified Public Accountant (Thailand) No.11251, of PricewaterhouseCoopers ABAS Limited as the Company's and its subsidiaries' auditors, any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Company and its subsidiaries. The proposed auditors have met the qualifications specified by the Office of the Securities and Exchange Commission and the Notification of the Capital Market Supervisory Board No. Tor Jor. 75/2561 (No.14) which has come into force as from January 1, 2019, stipulates that listed companies shall rotate their auditor, in the case that an auditor has performed the work of reviewing or auditing and giving opinion to the financial statement of a company for 7 fiscal years, either consecutively or not, such company may appoint such auditor to be the auditor of the company after the period of 5 consecutive fiscal years has lapsed. Mrs. Anutai Poomsurakul, Certified Public Accountant (Thailand) No.3873, had signed on the financial statements of the Company and its subsidiaries for a total of 3 years, from 2020 to 2022 (that after the effective date of Notification No. Tor Jor. 75/2561 (No. 14) on January 1, 2019), and Mr. Krit Chatchavalwong, Certified Public Accountant (Thailand) No.5016

had signed on the financial statements of the Company and its subsidiaries for a total of 4 years, from 2016 to 2019. The proposed auditors do not have relationship with or conflict of interest to the Company, its subsidiaries, the executive officers, the major shareholders, or others who are related to those, hence, they are independent to conduct the audit and express an opinion on the financial statements of the Company and its subsidiaries. Details of the proposed auditors are enclosed herewith (Attachment 2). The Audit Committee has considered the audit fees of the Company and its subsidiaries for the year 2023, which totalled not exceeding Baht 4,566,000, increased by an amount of Baht 690,000, or 17.8% from the fees of the year 2022. The audit fees of Baht 4,566,000 consisted of the audit fees of the Company totalled of Baht 2,501,000 and the audit fees of its subsidiaries of Baht 2,065,000, no other expenses. Notwithstanding, the auditors of the Company and its subsidiaries are affiliate with the same accounting firm, the Company Board of Directors will ensure that the financial statements are being on time.

Annual Audit Fees	2023 (Proposed Year)	2022	Vary increase (decrease)	
			Amount	%
The Company Audit's Fee	2,501,000	2,361,000	140,000	5.9
The Subsidiaries Audit's Fee	2,065,000	1,515,000	550,000	36.3
Total	4,566,000	3,876,000	690,000	17.8
None Audit Fee Expenses	-	-	-	-
Grand Total	4,566,000	3,876,000	690,000	17.8

Opinion of the Board: The Board of Directors, with recommendation of the Audit Committee, deemed it appropriate that the Shareholders' Meeting consider and appoint Mrs. Anutai Poomsurakul, Certified Public Accountant (Thailand) No.3873, Mr. Krit Chatchawalwong, Certified Public Accountant (Thailand) No.5016 and Mr. Sa-nga Chokenitisawat, Certified Public Accountant (Thailand) No.11251, of PricewaterhouseCoopers ABAS Limited as the Company's and its subsidiaries' auditors, any one of them being authorised to conduct the audit and express an opinion on the financial statements of the Company and its subsidiaries (in the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited, is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Limited to carry out the work); and approve audit fees of the Company and its subsidiaries for year 2023 of not exceeding the total of Baht 4,566,000.

Required Voting: This agenda shall require majority votes of shareholders attending the Meeting and casting their votes.

Agenda 6 Consideration and election of the Company's directors to replace the directors who will retire by rotation.

Objective and Rationale: According to the Company's Articles of Association, at each Annual General Shareholders' Meeting, at least one-third of the members of the Board of Directors shall retire. If the number is not a multiple of three, then the number nearest to one-third shall retire. For this term, directors who are due to retire by rotation are as follows:

- | | |
|------------------------------|---|
| 1. Torboon Puangmaha, Ph.D. | Independent Director, Member of the Audit Committee, Chairman of the Risk Management Committee, Member of the Nomination and Remuneration Committee, and Member of the Corporate Governance Committee |
| 2. Mr. Voraphot Chanyakomol | Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, and Member of the Corporate Governance Committee |
| 3. Mr. Frank Fung Kuen Leung | Director and Member of the Executive Committee |
| 4. Mr. Sira Udol | Director, Member of the Executive Committee, Chairman of the Sustainable Development Committee, and Member of the Risk Management Committee |

After careful consideration, the Board of Directors deemed that Torboon Puangmaha, Ph.D. and Mr. Voraphot Chanyakomol who is nominated to be appointed as independent director of the Company for another term can provide their opinions independently and in accordance with relevant regulations. The Company determines the definition of independent director prescribing in the details of independent directors and definition of the independent director, Attachment 7, herewith more stringent than that stipulated by notifications of the Stock Exchange of Thailand and notifications of the Office of the Securities and Exchange Commission regarding his or her shareholding in the Company, that is, the independent director shall hold shares of the company not exceeding 0.5 percent of the total number of shares with voting rights of the company, its parent company, subsidiaries, affiliates, major shareholders, controlling person or juristic persons which may have conflicts of interest, including the shares held by related persons of the independent director. Hereby, the Board of Directors with the recommendation by the Nomination and Remuneration Committee considered that Torboon Puangmaha, Ph.D., and Mr. Voraphot Chanyakomol are qualified as independent directors in accordance with applicable regulations; they possess experience, knowledge, capabilities, special expertise, independence, time dedication to perform their duties, and have well-performed as the Company's independent directors.

The Company embraces the importance of equitable and fairness treatment to all shareholders. To comply with good corporate governance practice, the Company provides the opportunity for the shareholders to propose qualified candidate to be nominated as the Director for the Annual General

Shareholders' Meeting for the year 2023 through the Company's website and the Stock Exchange of Thailand starting from September 15, 2022, until December 15, 2022. However, there has been no shareholder proposing to the Company subject matters to be included as the agenda, or qualified candidate to be nominated as the director.

To appoint the Company's directors to replace the directors who will retire by rotation, the Nomination and Remuneration Committee considered qualification and suitability as shown in the Company's Form 56-1 One Report 2022 (part 2, page 137-138), i.e. education, experience, knowledge, capabilities, special expertise, independence, time devotion to perform the duty as the director and performance including the result as a director of the Company, in addition, considered the knowledge and particular skill requirement as essential constituents of the board by using the Board Skill Matrix to be consistent with the Company's business strategy which not limited to gender, race, religion and viewed that the four retired directors who were nominated to serve as the Company's directors for another term have been considered in accordance with the Company's specified procedures, qualified in compliance with applicable regulations, seemed proper with regard to business characteristics, in compliance with the Public Company Limited Act B.E.2535, they have knowledge, capabilities, and experience in related business to develop the Company's operation and that they were listed on the Director and Executives Database provided by the Office of the Securities and Exchange Commission. The Board of Directors with recommendation of the Nomination and Remuneration Committee has proposed to re-appoint the four directors who were prudently considered and perpended to serve directorship for another term. Details of the directors who will retire and are nominated as re-appointed directors are in [Attachment 3](#).

Opinion of the Board: The Board of Directors (exception of the directors with a conflict of interest), with recommendation of the Nomination and Remuneration Committee, deemed it appropriate that the Shareholders' Meeting consider and re-appoint the Company's directors who will retire by rotation being, Torboon Puangmaha, Ph.D., Mr. Voraphot Chanyakomol, Mr. Frank Fung Kuen Leung, and Mr. Sira Udol, to serve directorship for another term.

Required Voting: This agenda shall require majority votes of shareholders attending the Meeting and casting their votes (to vote on each nominee individually).

Agenda 7 Consideration and approval of the directors' remuneration for the year 2023.

Objective and Rationale: To ensure that the Company Boards of Directors receive appropriate remuneration, the Nomination and Remuneration Committee has prudently considered according to rules for the directors' remuneration for the year 2023 by comparing with similar industry and business sectors, considering their responsibilities, performance of the Boards and Sub-Committees, business expansions, related performance to the Company's overall operation result. The Board of Directors, with recommendation of the Nomination and Remuneration Committee, deemed it appropriate that the Shareholders' Meeting consider and approve the directors' remuneration for the year 2023 as follows:

Annual Remuneration				
Committee	2023 (Proposed year)	2022		Increase/ Decrease (%)
Board of Directors				
Chairman	220,000	220,000	Baht/Year	-
Director	200,000	200,000	Baht/Person/Year	-
Audit Committee				
Chairman	1,000,000	1,000,000	Baht/Year	-
Member	900,000	900,000	Baht/Person/Year	-
Nomination and Remuneration Committee	-	50,000	Baht/Person/Year	-100
Corporate Governance Committee	-	50,000	Baht/Person/Year	-100
Risk Management Committee	-	50,000	Baht/Person/Year	-100

Meeting Allowance				
Committee	2023 (Proposed year)	2022		Increase/ Decrease (%)
Board of Directors				
Chairman	30,000	25,000	Baht/Time	20
Thai Director	25,000	25,000	Baht/Person/Time	-
Foreign Director*	55,000	55,000	Baht/Person/Time	-
Audit Committee				
Chairman	30,000	25,000	Baht/Time	20
Member	25,000	25,000	Baht/Person/Time	-
Nomination and Remuneration Committee				
Chairman	30,000	-	Baht/Time	100
Member	25,000	-	Baht/Person/Year	100
Corporate Governance Committee				
Chairman	30,000	-	Baht/Time	100
Member	25,000	-	Baht/Person/Year	100
Risk Management Committee				
Chairman	30,000	-	Baht/Time	100
Member	25,000	-	Baht/Person/Year	100

* If foreign directors attend the meeting in person, they will be paid a meeting allowance of 55,000 baht per person per time; however, if they join the meeting via electronic media, they will be paid a meeting allowance of 25,000 baht per person per time.

Thus, the directors' remuneration is a compensation in the form of annual cash compensation. There are no benefits other than those mentioned above.

Opinion of the Board: The Board of Directors, with recommendation of the Nomination and Remuneration Committee, deemed it appropriate that the Shareholders' Meeting consider and approve the directors' remuneration for the year 2023 as follows:

Annual Remuneration		
1. Board of Directors		
Chairman	220,000	Baht/Year
Director	200,000	Baht/Person/Year
2. Audit Committee		
Chairman	1,000,000	Baht/Year
Member	900,000	Baht/Person/Year

Meeting Allowance		
1. Board of Directors		
Chairman	30,000	Baht/Time
Thai Director	25,000	Baht/Person/Time
Foreign Director*	55,000	Baht/Person/Time
2. Audit Committee		
Chairman	30,000	Baht/Time
Member	25,000	Baht/Person/Time
3. Nomination and Remuneration Committee		
Chairman	30,000	Baht/Time
Member	25,000	Baht/Person/Time
4. Corporate Governance Committee		
Chairman	30,000	Baht/Time
Member	25,000	Baht/Person/Time
5. Risk Management Committee		
Chairman	30,000	Baht/Time
Member	25,000	Baht/Person/Time

* If foreign directors attend the meeting in person, they will be paid a meeting allowance of 55,000 baht per person per time; however, if they join the meeting via electronic media, they will be paid a meeting allowance of 25,000 baht per person per time.

Required Voting: This agenda shall require not less than two-thirds (2/3) of the votes of the shareholders attending the Meeting. (The Public Company Limited Act B.E. 2535, Section 90).

Agenda 8 Consideration and approval of the amendment of the Company's Articles of Association.

Objective and Rationale: For the Company's Articles of Association to comply with the Public Limited Companies Act (No. 4), B.E. 2565 (2022) which publish in the Government Gazette on May 23, 2022, and shall come into force on May 24, 2022. The Public Limited Companies Act (No. 4), B.E. 2565 (2022) prescribed that the Board of Directors' meetings and the Shareholders' meeting of the

public limited company shall be proceed by electronic means including sending the letters or documents as well as the proxy of the Shareholders' meeting to facilitate the business operation of the public limited company and the people together with the promotion and elaboration of the country's competitiveness. The Board of Directors deemed it appropriate that the Shareholders' Meeting consider and approve the amendment of the Company's Articles of Association Article 25, Article 28, Article 32, Article 35, Article 36, and Article 37.

Opinion of the Board: The Board of Directors deemed it appropriate that the Shareholders' Meeting consider and approve the amendment of the Company's Articles of Association Article 25, Article 28, Article 32, Article 35, Article 36, and Article 37 to comply with the Public Limited Companies Act (No. 4), B.E. 2565 (2022) which publish in the Government Gazette on May 23, 2022, and shall come into force on May 24, 2022. The Public Limited Companies Act (No. 4), B.E. 2565 (2022) prescribed that the Board of Directors' meetings and the Shareholders' meeting of the public limited company shall be proceed by electronic means including sending the letters or documents as well as the proxy of the Shareholders' meeting to facilitate the business operation of the public limited company and the people to promote and boots the country's competitiveness. The details of amendments are as follows:

Existing Provision	New Provision
<p>Article 25 The Chairman of the Board shall be the person convening the Board of Directors' meeting.</p> <p>If at least two directors request for convocation of the Board of Directors' meeting, the Chairman of the Board or person being assigned by the Chairman shall schedule meeting date within fourteen days from the date of receiving such request.</p>	<p>Article 25 The Chairman of the Board shall be the person convening the Board of Directors' meeting.</p> <p><u>In the event of having a reasonable cause to protect the rights and benefits of the Company,</u> if at least two directors request for convocation of the Board of Directors' meeting <u>which the topic and the reasons for calling such meeting shall be clearly stated in such request,</u> the Chairman of the Board or person being assigned by the Chairman shall schedule meeting date within fourteen days from the date of receiving such request.</p> <p><u>In the event that the Chairman of the Board fails to proceed for the meeting within such period under paragraph two, the requested directors shall jointly call the Board of Directors' meeting and schedule the Board of Directors' meeting date within fourteen days from the expiration date of the period as specified in paragraph two.</u></p>

Existing Provision	New Provision
	<u>In the event of not having the Chairman of the Board for any reason, the First Vice Chairman of the Board shall call the Board of Directors' meeting. In the event that the Frist Vice Chairman of the Board is absent or unable to perform his duty, the Second Vice Chairman shall perform duty on his/her behalf. In the event of not having the Vice Chairman of the Board for any reason, at least two directors shall call the Board of directors' meeting.</u>
Article 28 In summoning the Board of Directors' meeting, the Chairman of the Board or person assigned by the Chairman of the Board shall serve meeting invitation to the directors not less than seven days prior to the meeting date, unless it is an urgent case to protect the rights and benefits of the Company, then the meeting may be convened by other means and the meeting may be scheduled sooner.	Article 28 In summoning the Board of Directors' meeting, <u>the meeting invitation shall be served to the directors not less than three days prior to the meeting date</u> , unless it is an urgent case to protect the rights and benefits of the Company <u>or in the event of the directors having notified their intention or consented to send the meeting invitation by electronic means</u> , the meeting schedule will be notified <u>by electronic means or any other means</u> and the meeting may be scheduled sooner.
Article 32 The meeting of the board of directors must be held at least 3 months at a time. The meeting shall be held in the province where the head office is located or at any nearby province as nominated by the Chairman or any person designated by the Chairman. The Chairman may determine that a meeting of the board of directors be held through electronic media. In this regard, at least one third (1/3) of the quorum shall physically attend the meeting at the same venue and all of the directors attending the meeting shall have their presence in the Kingdom of Thailand at the time during which the meeting is held. The meeting through electronic media under paragraph three (3) shall be conducted with secured information technology procedures and shall have audio, or both audio and video recording, as the case	Article 32 The meeting of the board of directors must be held at least 3 months at a time. The meeting shall be held in the province where the head office is located or at any nearby province as nominated by the Chairman or any person designated by the Chairman. <u>The Board of Directors' meeting may be conducted via electronic means as prescribed in the meeting via electronic means law and the location of the company's head office shall be deemed the venue of such Board of Directors' meeting via electronic means. The meeting via electronic means shall be held in compliance with the standards for maintaining security of meeting via electronic means as prescribed by law.</u>

Existing Provision	New Provision
<p>may be, of every director attending throughout the duration of the meeting. The meeting shall have a system of meeting control as prescribed in Announcement of the Ministry of Information and Communication Technology Re: The Standard for Security of the Meeting through Electronic Media B.E. 2557 (2014) dated 24 November 2014 and/or as to be amended in the future.</p> <p>For a meeting of the board of directors through electronic media, the meeting invitation and documents may be prepared according to the methods and period of time prescribed in the laws and these Articles of Association or may be sent in the form of an electronic mail which shall, nonetheless, comply with the period of time prescribed in the laws and these Articles of Association.</p>	<p>For a meeting of the board of directors through electronic media, the meeting invitation and documents may be prepared according to the methods and period of time prescribed in the laws and these Articles of Association or may be sent in the form of an electronic mail which shall, nonetheless, comply with the period of time prescribed in the laws and these Articles of Association.</p>
<p>Article 35 The Board of Directors shall convene annual ordinary shareholders' meeting within four months from the end of the Company's accounting period.</p> <p>Other shareholders' meeting in addition to the meeting as specified above shall be called extraordinary meeting.</p> <p>The Board of Directors may convene extraordinary shareholders' meeting anytime as it deems appropriate or one or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary 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 forty-five days as from the date the request in writing from the shareholders is received.</p>	<p>Article 35 The Board of Directors shall convene annual ordinary shareholders' meeting within four months from the end of the Company's accounting period.</p> <p>Other shareholders' meeting in addition to the meeting as specified above shall be called extraordinary meeting.</p> <p>The Board of Directors may convene extraordinary shareholders' meeting anytime as it deems appropriate or one or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary 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 forty-five days as from the date the request in writing from the shareholders is received.</p>

Existing Provision	New Provision
<p>In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p>	<p>In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation. <u>In summoning a meeting, the meeting notice may be delivered to the shareholders via electronic means in case of such shareholders having already notified the intention or consent to the company or the Board of Directors.</u></p>
<p>In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by Article 38, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p>	<p>In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by Article 38, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p>
<p>The shareholders' meeting shall be held at the locality of the Company's head office or nearby provinces, or other venues as determined by the Board of Directors.</p>	<p>The shareholders' meeting shall be held at the locality of the Company's head office or nearby provinces, or other venues as determined by the Board of Directors.</p> <p><u>The shareholders' meeting may be conducted via electronic means as prescribed in the meeting via electronic means law and the location of the company's head office shall be deemed the venue of such shareholders' meeting via electronic means. The meeting via electronic means shall be held in compliance with the standards for maintaining security of meeting via electronic means as prescribed by law.</u></p>

Existing Provision	New Provision
<p>Article 36 In summoning the shareholders meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for 3 consecutive days no less than 3 days prior to the meeting.</p>	<p>Article 36 In summoning the shareholders meeting, the Board of Directors shall prepare an invitation notice of the meeting <u>or send a meeting invitation by electronic means in the event of the shareholders having already informed their intention or consented to send the meeting invitation by such method</u> specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven days prior to the meeting. Publication of the meeting invitation shall also be made in a newspaper <u>or through electronic media</u> for three consecutive days at least three days prior to the meeting date.</p>
<p>Article 37 Shareholders may appoint other persons as proxy to vote at the shareholder meetings on their behalf. The proxy shall be made in writing in a form as the Registrar stipulated and it shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.</p>	<p>Article 37 Shareholders may appoint other persons as proxy to vote at the shareholder meetings on their behalf. The proxy shall be made in writing in a form as the Registrar stipulated and it shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting <u>or the proxy provided by the shareholder may be performed by a secure and reliable electronic media instead. In this regard, the granting of a proxy by such electronic means shall be in accordance with the rules prescribed by the Registrar.</u></p>

As well as the authorization of the Co-Chief Executive Officer or a person appointed by the Co-Chief Executive Officer to have the authority to undertake any necessary actions for the registration of the amendment of the Articles of Association and to have the authority to amend the wording of the Articles of Association and related documents in the case that the public limited company registrar orders or advises to amend such wording, in order to comply with what was approved at

the Board of Directors' meeting and the shareholders' meeting without materially affecting the amendments to the Company's Articles of Association as approved.

Required Voting: This agenda shall require not less than three-fourths (3/4) of the votes of the shareholders attending the Meeting. (The Public Company Limited Act B.E. 2535, Section 31).

Agenda 9 Other matters (if any).

According to the principles of good corporate governance, the Board of Directors should allow shareholders to ask questions and/or express their opinions without additional items to the agenda for approval.

The date to determine shareholders' names for the right to attend the Annual General Shareholders' Meeting for the year 2023 is on March 9, 2023. The shareholders are cordially invited to attend **the Annual General Shareholders' Meeting for the year 2023 on Thursday, April 27, 2023, at 10:00 a.m. which will be convened via electronic means (E-AGM) only.**

To get ready for the meeting, the Company will allow shareholders or proxies to register to verify their identity through the IR PLUS AGM from April 12, 2023, at 8:30 a.m. to April 27, 2023, until the end of the E-AGM, shareholders or proxies will be able to log in to the IR PLUS AGM to attend the meeting on April 27, 2023, from 8:00 a.m. onward, according to the processes in Attachment 4 and Attachment 5.

If shareholders have any problem with the software, please contact IR PLUS AGM Call Center: Tel. 02-022-6200 ext. 2 or 626 available during Monday to Friday at 09.00 a.m. to 17.30 p.m. (Specifically excludes holidays and public holidays).

Shareholders may download the Proxy Form A, Proxy Form B and Proxy Form C at the Company's website, www.noblehome.com, under the section "Investor Relations" > "Shareholder Information" > "Shareholder Meetings" > "Annual General Meeting of the Shareholders 2023", or send a request for a printed copy of the Proxy Form by email at corporate.s@noblehome.com within April 12, 2023, by selecting to use only one Proxy Form as specified.

Shareholders or proxies who wish to attend the E-AGM **in person** or **proxy**, please study the identity verification process, registration documentation, a manual for registration and attending the shareholders meeting via electronic means, and voting (Attachment 4) and the Guidelines for attending the Annual General Shareholders' Meeting for the year 2023 via electronic means by IR PLUS AGM (Attachment 5), which enclosed to this Notice.

For shareholders who wish to **appoint the Company's independent director as their proxy**. The appointed director shall vote in each agenda as stated by the shareholder in the Proxy Form or may vote on his or her behalf. Details of the independent directors are set out in Attachment 7. The Company shall prepare stamp duty to be affixed with such Proxy Form to facilitate the shareholders with free of charge. Please submit the proxy form together with required documents as detailed in Attachment 4 to the Company via email at corporate.s@noblehome.com or postal mail to the following address, to arrive at the Company by April 26, 2023, at 17.00 p.m. This will allow the Company's staff time to review the documents.

Company Secretary

Noble Development Public Company Limited

Noble Building, 1035 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

(For shareholders' meeting)

For the utmost benefit from the meeting and shareholders' rights, if the shareholders have any questions or needed clarification concerning the above agenda items, please forward the questions in advance to E-mail: corporate.s@noblehome.com or fax (66 2) 251-9977.

The shareholders, who wish to obtain the document format of the Form 56-1 One Report 2022, please contact Ms. Chansri Umpornsuwan or Ms. Sumeena Musyoh at Noble Development Public Company Limited NOBLE Building, 1035 Ploenchit Road, Pathumwan, Bangkok. Tel. (662) 251-9955 Fax (662) 251-9977 or E-mail: corporate.s@noblehome.com.

Sincerely,

According to Resolutions of the Board of Directors' Meeting



Ms. Punnee Chaikyakul

Chairwoman

Remarks: The Company has posted the invitation letter with supporting documents on the Company's website www.noblehome.com