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**NOTICE OF THE ANNUAL GENERAL  
SHAREHOLDERS' MEETING FOR THE YEAR 2026**

**NOBLE DEVELOPMENT PUBLIC COMPANY LIMITED**

**on Tuesday, April 28, 2026, at 13.00 hrs.**

**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 3).

March 26, 2026

Re: Notice of the 2026 Annual General Meeting of Shareholders

To: Shareholders of Noble Development Public Company Limited

Attachment: Provided with the Notice of the 2026 Annual General Meeting of Shareholders

1. Details of the Auditors.
2. Details of the directors who will retire by rotation and are nominated as re-appointed directors
3. Identity verification processes, registration documentation, a manual for registration and attending the shareholders meeting via electronic means, and voting
4. Guidelines for attending the 2026 Annual General Meeting of Shareholders via electronic means by IR PLUS AGM (short form)
5. Company's Articles of Association relating to Shareholders' Meeting
6. Details of independent directors and definition of the independent director
7. Investors and Shareholders' Privacy Notice
8. Proxy Form B

Provide separately from the Notice of the 2026 Annual General Meeting of Shareholders

- QR Code of the Company's Form 56-1 One Report 2025 and the Company's audited financial statements for the fiscal year ended December 31, 2025, and Registration Form

The Board of Directors of Noble Development Public Company Limited (the "Company") resolved to convene the 2026 Annual General Meeting of Shareholders on Tuesday, April 28, 2026, at 13:00 hrs. via electronic means (e-AGM) only, which will be conducted in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other relevant laws and regulations.

For the determination of the 2026 AGM agenda, the Company provided an opportunity for shareholders to propose subject matters they deemed to be significant to the Company and its best interests through the Company's website from September 1, 2025, to December 1, 2025. However, no shareholder has proposed subject matters for the 2026 AGM agenda to the Company. Therefore, the shareholders are required to consider and/or approve the agenda items of the meeting as follows:

**Agenda 1      Consideration and acknowledgement of the Company's operating performance for the year 2025**

**Objective and Rationale:** For the shareholders to acknowledge the Company's financial status and operating performance for the year 2025 as shown in the QR Code of the Company's Form 56-1 One Report 2025 under the management discussion and analysis section that has been distributed to the shareholders together with the Notice of the Annual General Shareholders' Meeting.

**Opinion of the Board:** It is considered appropriate to propose that the Shareholders' Meeting to acknowledge the Company's operating performance for the year 2025 as shown in the QR Code of the Company's Form 56-1 One Report 2025 under the management discussion and analysis section that has been distributed to the shareholders together with the Notice of the Annual General Shareholders' Meeting.

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

**Agenda 2      Consideration and approval of the Company's audited financial statements for the fiscal year ended December 31, 2025**

**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 the QR Code of the Company's Form 56-1 One Report 2025 under the financial statements section that has been distributed to the shareholders together with the Notice of the Annual General Shareholders' Meeting.

**Opinion of the Board:** It is considered appropriate to propose that the Shareholders' Meeting to consider and approve the Company's audited financial statements for the fiscal year ended December 31, 2025. Details are as shown in the QR Code of the Company's Form 56-1 One Report 2025 under the financial statements section that has been distributed to the shareholders together with the Notice of the Annual General Shareholders' Meeting.

**Required Voting:** Approval of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the voting base.

**Agenda 3      Consideration and approval of the omission of dividend payment and the allocation of the Company's net profit for the year 2025 to the legal reserve fund**

**Objective and Rationale:** For the year 2025, the Company's consolidated financial statements reported a net profit of 593 million baht, primarily supported by the disposal of its investment in the NUE Epic Asok-Rama 9 project. However, the real estate business environment continues to face challenges, driven by both domestic economic pressures and uncertainties in the global economy. Therefore, in consideration of the current business environment, investment obligations, business expansion plans, and the Company's future cash flow requirements, the Company deems it appropriate to retain cash to support its operations and maintain sufficient liquidity to support ongoing operations and manage potential uncertainties. The Board of Directors resolved to propose the Shareholders' Meeting to consider and approve the omission of dividend payment for the year 2025.

The Company has a dividend policy to pay dividends 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 cases of necessity, the dividend payout can be less than the above ratio or omitted, taking into consideration the Company's cash flow, investment plans, business expansion, and other necessities and appropriateness in the future. However, the aforementioned policy shall be in accordance with the resolutions of the shareholders' meeting.

Additionally, the Company's Articles of Association and Section 116 of the Public Limited Companies Act B.E. 2535 specify that the Company must allocate not less than 5% 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% of the registered capital. Thus, to be in compliance with related laws and regulations mentioned above, the Board of Directors resolved to propose the allocation of the 2025 Company net profit

to the legal reserve fund amounting 24,117,481 baht, making the total of the Company's legal reserve fund as of December 31, 2025, amounting 195,294,172 baht.

**Opinion of the Board:** The Board of Directors deemed it appropriate that the Shareholders' Meeting to consider and approve the omission of dividend payment and deemed it appropriate that the Shareholders' Meeting to consider and approve the allocation of the 2025's Company net profit to the legal reserve fund amounting 24,117,481 baht making the total of the Company's legal reserve fund as of December 31, 2025, amounting 195,294,172 baht.

**Required Voting:** Approval of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the voting base.

**Agenda 4**      **Consideration and appointment of the Company's auditor and approval of the audit fees for the year 2026**

**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, Mr. Krit Chatchavalwong, Certified Public Accountant (Thailand) No. 5016, Ms. Nopanuch Apichatsatien, Certified Public Accountant (Thailand) No. 5266, and Ms. Sanicha Akarakittilap, Certified Public Accountant (Thailand) No. 8470, of PricewaterhouseCoopers ABAS Limited ("PWC") as the Company's auditors, any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Company. 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 of 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. Mr. Krit Chatchavalwong, Certified Public Accountant (Thailand) No.5016 had signed on the financial statements of the Company for a total of 5 years, from 2016 to 2019 and 2025. The Audit Committee deemed that the proposed auditors are independent, competent in auditing, experienced, and proficient in the Company's business, as well as do not have a relationship with or conflict of interest with 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. Details of the proposed auditors are enclosed herewith in Attachment 1. The Audit Committee has considered the Company's audit fees for the year 2026 in the amount of not exceeding 3,140,000 baht at the same level as for the year 2025, however, this is excluding non-audit fees. The Audit Committee had opined that the proposed fee was reasonable in terms of quality and scope of audit work, and it was deemed appropriate to table it with the Board of Directors for further proposal at the 2026 Annual General Meeting of Shareholders for consideration and approval of the determination of the Company's audit fee for the year 2026. The details are as follows:

Annual Audit Fees	2026 (Proposed Year)	2025
Audit Fee (Only for The Company and excluding the audit fee of subsidiaries and associated companies)	3,140,000	3,140,000
Non-audit Fee	None	None

The Company's subsidiaries, except for offshore companies, have appointed the same accounting firm, which is PricewaterhouseCoopers ABAS Limited. The audit fee will be 3,760,000 baht, excluding the non-audit fee. Notwithstanding that the audit fees of its subsidiaries are affiliated with the same accounting firm, the Company's Board of Directors will ensure that the financial statements are on time.

**Opinion of the Board:** The Board of Directors, with the recommendation of the Audit Committee, considered it appropriate to propose that the Shareholders' Meeting to consider and appoint Mr. Krit Chatchavalwong, Certified Public Accountant (Thailand) No.5016, Ms. Nopanuch Apichatsatien, Certified Public Accountant (Thailand) No. 5266, and Ms. Sanicha Akarakittilap, Certified Public Accountant (Thailand) No. 8470, of PricewaterhouseCoopers ABAS Limited as the Company's auditors, any one of them being authorised to conduct the audit and express an opinion on the financial statements of the Company (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 the Company's audit fees for the year 2026 in the amount of not exceeding 3,140,000 baht, excluding the non-audit fee.

**Required Voting:** Approval of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the voting base.

**Agenda 5      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. Mr. Thongchai Busrapan                      Director, First Vice Chairman of the Board of Directors, and Chairman of the Executive Committee
2. Torboon Puangmaha, Ph.D.                      Independent Director, Chairman of the Risk Management Committee, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, and Member of the Corporate Governance Committee
3. Mr. Voraphot Chanyakomol                      Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, and Member of the Corporate Governance Committee

4. Mr. Sira Udol Director, Chairman of the Sustainable Development Committee, Member of the Risk Management Committee, Member of the Executive 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 6](#), 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% 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 it is qualified as an independent director in accordance with applicable regulations.

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 2025 under the nomination of directors section, 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 and the Board of Directors 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 the recommendation of the Nomination and Remuneration Committee, has proposed re-appointing the four directors who were prudently considered and perpended to serve directorships for another term. Details of the directors who will retire and are nominated as re-appointed directors are in [Attachment 2](#).

The Company embraces the importance of equitable and fair treatment for all shareholders. To comply with good corporate governance practices, the Company provides the opportunity for the shareholders to propose a qualified candidate to be nominated as the Director for the Annual General Shareholders' Meeting for the year 2026 through the Company's website and the Stock Exchange of Thailand, starting from September 1, 2025, until December 1, 2025. However, there has been no shareholder proposing to the Company subject matters to be included on the agenda or a qualified candidate to be nominated as the director.

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

**Required Voting:** Approval of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the voting base. (to vote on each nominee individually)

**Agenda 6 Consideration and approval of the directors' remuneration for the year 2026**

**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 2026 by comparing with similar industry and business sectors, considering their responsibilities, performance of the Boards and Sub-Committees, business expansions, and related performance to the Company's overall operation result, in order to ensure competitiveness and provide appropriate incentives. The proposed remuneration has been submitted to the Board of Directors for consideration. Accordingly, the Board of Directors, with the recommendation of the Nomination and Remuneration Committee, deemed it appropriate that the Shareholders' Meeting consider and approve the directors' remuneration for the year 2026 to be maintained at the same level as for the year 2025 as follows:

Details	2026 (Proposed year)	2025
<b>1. Annual Remuneration (Baht/person/year)</b>		
1.1 Board of Directors		
- Chairman	220,000	220,000
- Director	200,000	200,000
1.2 Audit Committee		
- Chairman	1,000,000	1,000,000
- Director	900,000	900,000
<b>2. Meeting Allowance (Baht/person/time)</b>		
2.1 Board of Directors		
- Chairman	30,000	30,000
- Thai Director	25,000	25,000
- Foreign Director*	55,000	55,000
2.2 Audit Committee		
- Chairman	30,000	30,000
- Director	25,000	25,000
2.3 Nomination and Remuneration Committee		
- Chairman	30,000	30,000
- Director	25,000	25,000
2.4 Risk Management Committee		
- Chairman	30,000	30,000
- Director	25,000	25,000

Details	2026 (Proposed year)	2025
2.5 Corporate Governance Committee		
- Chairman	30,000	30,000
- Director	25,000	25,000
<b>3. The other benefits</b>	None	None

\* 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 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 the recommendation of the Nomination and Remuneration Committee, considered it appropriate to propose that the Shareholders’ Meeting to consider and approve the directors’ remuneration for the year 2026 at the same level as last year.

**Required Voting:** Approval of this agenda item requires a vote of no less than two-thirds (2/3) of the total votes of shareholders present at the meeting, with abstentions included in the voting base. (in accordance with Section 90 of the Public Limited Companies Act, B.E. 2535 (1992)).

**Agenda 7**

**Consideration and approval of the amendment to the Articles of Association of the Company.**

**Objective and Rationale:** To facilitate flexibility in management and effectiveness, the Board of Directors deemed it appropriate that the Shareholders’ Meeting consider and approve the amendment to the Company’s Articles of Association, Article 33.

**Opinion of the Board:** The Board of Directors deemed it appropriate that the Shareholders’ Meeting consider and approve the amendment to the Company’s Articles of Association Article 33 to facilitate flexibility in management. The details of the amendments are as follows:

Existing Provision	New Provision
<p>“<b>Article 33</b> The number or names of directors authorized to sign and legally bind the Company shall require two directors to jointly sign and affix the Company’s seal.</p> <p>The Board of Directors has the authority to determine and amend the names of directors who are authorized to sign and bind the Company.”</p>	<p>“<b>Article 33</b> The number or names of directors authorized to sign and legally bind the Company shall require two directors to jointly sign and affix the Company’s seal, <b>except in the following cases, any one director may sign and affix the Company’s seal:</b></p> <p>(1) <b>Signing to attend the general meeting of the co-owners of a condominium,</b></p> <p>(2) <b>Signing to attend the general meeting of members of a housing estate.</b></p> <p>The Board of Directors has the authority to determine and amend the names of directors who are authorized to sign and bind the Company.”</p>

Including 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 to 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, with abstentions included in the voting base. (in accordance with Section 31 of the Public Limited Companies Act, B.E. 2535 (1992)).

**Agenda 8 Consideration and approval of the amendment to the directors’ authority.**

**Objective and Rationale:** As the Shareholders' Meeting has been proposed to approve the amendment to the Company’s Articles of Association under Agenda 7 above, the Board of Directors deemed it appropriate that the Shareholders’ Meeting to consider and approve the amendment to the directors’ authority in compliance with the Company’s Articles of Association.

**Opinion of the Board:** The Board of Directors deemed it appropriate that the Shareholders’ Meeting to consider and approve the amendment to the directors’ authority in compliance with the Company’s Articles of Association. The details of the amendments are as follows:

Existing Provision	New Provision
<p>“The names and number of directors authorized to sign on behalf of the Company are</p> <p><u>Group A</u> Directors : Mr. Thongchai Busrapan and Mr. Frank Fung Kuen Leung;</p> <p><u>Group B</u> Directors : Mr. Sira Udol and Ms. Thippawan Karoonsatitchai</p> <p>Two directors from Group A jointly sign; or one director from Group A jointly signs with one director from Group B, together with the affixation of the Company’s official seal.”</p>	<p>“The names and number of directors authorized to sign on behalf of the Company are</p> <p><u>Group A</u> Directors : Mr. Thongchai Busrapan and Mr. Frank Fung Kuen Leung;</p> <p><u>Group B</u> Directors : Mr. Sira Udol and Ms. Thippawan Karoonsatitchai</p> <p>Two directors from Group A jointly sign; or one director from Group A jointly signs with one director from Group B, together with the affixation of the Company’s official seal. <b>Except in the following cases, one director from Group A or one director from Group B may sign and affix the Company’s seal:</b></p> <p>(1) Signing to attend the general meeting of the co-owners of a condominium,</p> <p>(2) Signing to attend the general meeting of members of a housing estate.”</p>

Including 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 directors' authority and to have the authority to amend the wording of the Company Affidavit 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 directors' authority as approved.

**Required Voting:** Approval of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the voting base.

#### **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 2026 Annual General Meeting of Shareholders is March 26, 2026. The shareholders are cordially invited to attend **the 2026 Annual General Meeting of Shareholders on Tuesday, April 28, 2026, at 13:00 hrs., 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 10, 2026, at 8:30 hrs. to April 28, 2026, 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 28, 2026, from 11:00 hrs. onward, according to the processes in Attachment 3 and Attachment 4.

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

Shareholders can download Proxy Form A, Proxy Form B, and Proxy Form C at the Company's website, [www.noblehome.com](http://www.noblehome.com), under the section "Investor Relations" > "Shareholder Information" > "Shareholder Meetings" > "Annual General Meeting of the Shareholders 2026", or send a request for a printed copy of the Proxy Form by email at [corporate.s@noblehome.com](mailto:corporate.s@noblehome.com) within April 10, 2026, by selecting to use only one Proxy Form as specified.

Shareholders or proxies who wish to attend the e-AGM **in person** or **by proxy**, please study the identity verification process, registration documentation, a manual for registration and attending the shareholders meeting via electronic means, and voting (Attachment 3) and the Guidelines for attending the Annual General Shareholders' Meeting for the year 2026 via electronic means by IR PLUS AGM (Attachment 4), which enclosed to this Notice.

For shareholders who wish to **appoint the Company's independent director as their proxy**. The appointed director shall vote on 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 6. The Company shall prepare stamp duty to be affixed with such Proxy Form to facilitate the shareholders' free of charge. Please submit the proxy form together with the required documents as detailed in Attachment 3 to the Company via email at [corporate.s@noblehome.com](mailto:corporate.s@noblehome.com) or postal mail to the following address, to arrive at the Company by April 27, 2026, at 17.00 hrs. 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 need clarification concerning the above agenda items, please forward the questions in advance to E-mail: [corporate.s@noblehome.com](mailto:corporate.s@noblehome.com) or fax (66 2) 251-9977.

To promote environmental sustainability and reduce paper consumption, the Company has adopted a policy not to print the 2025 Form 56-1 One Report in a hard copy. Shareholders may download the 2025 Form 56-1 One Report from the Company's website, [www.noblehome.com](http://www.noblehome.com), under the section "Investor Relations" > "Publications" > "Form 56-1 One Report".

Sincerely,

According to Resolutions of the Board of Directors' Meeting



Ms. Punnee Chaiyakul

Chairwoman

Remarks: The Company has posted the Notice of the Annual General Shareholders' Meeting for the year 2026 with supporting documents on the Company's website [www.noblehome.com](http://www.noblehome.com)