



N.C. Housing Public Company Limited Registration No.0107546000385
1/765 Moo 17, Soi Amporn, Phaholyothin Rd.Km 26, Tambol Kookhot,
Umpher Lumlookka, Pathumthani 12130
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Ref. NCH 003 / 2021

February 1, 2021

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2021

To: Shareholders

N.C. Housing Public Company Limited

Attachments:

1. Copy of the Minutes of the 2020 Annual General Meeting of Shareholders
2. Profiles of the Independent Directors who is proposed to be a proxy of shareholders in case of proxy granting
3. Definition of Independent Director of the Company
4. Proxy form B
5. The Articles of Associations of the Company relating to Shareholders' Meeting
6. Documents and evidences required for attending the Meeting
7. Guidelines for attending the 1/2021 EGM
8. Map of the Meeting place of the 1/2021 EGM

The Board of Directors of N.C. Housing Public Company Limited (the "**Company**") invites you to attend the Extraordinary General Meeting of Shareholders No.1/2021 (the "**Meeting**") on February 15, 2021 at 14.30 hrs. at The Head office of N.C. Housing Public Company Limited, 1/765 Moo 17, Soi Amporn, Phaholyothin Road Km.26, Tambol Kookhot, Lumlookka District, Pathumtani 12130 to consider the following agenda.

Agenda 1 To consider and certify the Minutes of 2020 Annual General Meeting of Shareholders, held on April 24, 2020

Consideration: The 2020 Annual General Meeting of Shareholders was held on April 24, 2020 for which the minutes have been attached. (Attachment 1)

Board's opinion: The Board recommends that the Minutes of the 2020 Annual General Meeting of Shareholders be adopted.

Required votes

Majority votes of the shareholders who attend the meeting and entitled to vote.

Agenda 2 To consider and approve the amendment of the Company's objectives

Consideration: The Board of Directors' Meeting of the Company No.1/2021, held on January 11, 2021, resolved to grant approval to propose to the Shareholders' Meeting to consider and approve the amendment of the Company's objectives to cover the transaction with the government authority and further business expansion on the wellness business. Therefore, it is deemed appropriate to propose the Shareholder's Meeting to consider and approve the amendment of the Company's objectives from 53 clauses to be 55 clauses, as follows:

Clause 54 To give, to grant, or to donate, land or any other immovable property to government agencies, state enterprises, for use in any other business, for the benefit of the Company and the public interest.

Clause 55 Engaging in healthcare service, health care services for elderly or dependent, provide overnight residential and non-overnight for take care, therapy, restoration, improving health, physical therapy, exercises, and etc., health consultation, organizing or providing organizing service of activities, leisure, and any other entertainment activities for individuals, juristic persons, government agencies, and state entities in Thailand and overseas.

Board's opinion: It is deemed appropriate to propose the Shareholders' Meeting to approve the amendment of the Company's objectives as per proposed details in all respects, and it is deemed appropriate to propose the Shareholders' Meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to proceed with the registration of the amendment of the Company's objectives with the Department of Business Development, Ministry of Commerce, and to take necessary actions to comply with the Registrar's order to complete the registration.

Required votes

Majority votes of the shareholders who attend the meeting and entitled to vote.

Agenda 3 To consider and approve the amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives

Consideration: In order to be in line with the amendment of the Company's objectives according to Agenda 2 above, the Board of Directors' Meeting No. 1/2021 held on January 11, 2021, resolved to grant approval to propose the Shareholders' Meeting to consider and approve the amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives, as per the following details:

“Clause 3. The Company's objectives are concluded in 55 clauses, as per the details in the attached Form BorMorJor. 002.”

Board's opinion: It is deemed appropriate to propose the Shareholders' Meeting to approve the amendment of Clause 3 of the Memorandum of Association of the Company as per proposed details in all respects and it is deemed appropriate to propose the Shareholders' Meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to proceed with the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take necessary actions to comply with the Registrar's order to complete the registration.

Required votes

Not less than three-fourths of the total number of votes of shareholders who attend the meeting and entitled to vote.

Agenda 4 Other business (if any)

Consideration: Shareholders are entitled to raise additional issues other than the ones put forth by the Company. As per the guidelines set forth by the authorities under Article 105 section 2 of the Public Limited Companies Act B.E. 2535, post deliberation of all issues put forth by the

Company, shareholders with at least one third shareholding of total paid-up capital may raise additional issues for the meeting to vote.

Board's opinion: Shareholders are free to raise any pending issues that shareholders may have. Guidelines set forth in Article 105 section 2 of the Public Limited Companies Act B.E. 2535 is applicable for the case where additional issues are brought up for consideration and voting.

The Company would like to take this opportunity to invite all its shareholders to attend the meeting but should you not be able to attend the meeting, shareholders are entitled to proxy votes to a third person or to Mr. Piboon Limpraphat, Ph.D. or Mr. Vichan Amornrojnavong or Mr. Worakarn Thepchalerm who are the Company's Independent Directors to vote accordingly on their behalf. Please fill in the proxy form (Attachment 4) which has been provided along with this document and present the form to the Company prior to the meeting's commencement.

Sincerely yours,



(Mr. Trairat Jarutat)

Chairman

N.C. Housing Public Company Limited

Investor Relations Department

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