

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021  
N.C. Housing Public Company Limited

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**Date, Time, and place of the meeting**

The meeting was held on Monday, February 15, 2021 at 14.30 hours at N.C. Housing Public Company Limited, 1/765 Moo 17, Soi Amporn, Phaholyothin Rd. Km. 26, Kookhot Sub District, Lumlookka District, Pathumtani Province. 12130

**Directors present at the Meeting**

1. Mr. Trairat Jarutat, Asst. Prof. Chairman
2. Mr. Piboon Limpraphat, Ph.D. Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration and CG Committee
3. Mr. Vichan Amornrojanavong Independent Director, Audit Committee Member and Nomination and Remuneration and CG Committee Member
4. Mr. Worakarn Thepchalerm Independent Director, Audit Committee Member and Nomination and Remuneration and CG Committee Member
5. Mr. Vikrom Sriprataks Independent Director
6. Mr. Somchao Tanthathoedtham Director, Chairman of the Executive Committee, Nomination and Remuneration and CG Committee Member and Chief Executive Officer
7. Mr. Somnuek Tanthathoedtham Director, Executive Director and Managing Director

**Executives present at the Meeting**

1. Mr. Walatchanat Rujidasirisakul<sup>1</sup> Finance Manager and Acting Chief Finance Officer (CFO)

Remarks:

1. Mr. Walatchanat Rujidasirisakul is the serving as Acting Chief Finance Officer (CFO)
2. The Company has seven directors and there are seven directors attending the Meeting or equivalent to 100% of the total Board of Directors.

**Legal Advisor from Kudan & Partners Ltd. : Mr. Kongkoch Yongsavasdikul**

**Meeting commenced at 14.30 hrs.**

Implementing this meeting, Miss. Natnamon Sarunthatchawong, welcomed all shareholders to the Extraordinary General Meeting of Shareholders No. 1/2021 of N.C. Housing Public Company Limited and informed the meeting that 37 shareholders attended the meeting both in person and by proxy. The total number of shares was 888,819,283 shares from the total of 1,245, 283, 691 shares, representing 71.3748 percent of the total issued shares of the Company. This was considered a quorum in accordance with the Company's Article of Associations, Article 38.

Before starting the agenda, the meeting moderator explained the procedures for voting in the meeting which are summarized as follows:

1. The shareholders could vote for agreeing, disagreeing, or abstaining from voting in the ballots received at the registration.
2. The votes would be counted one share equaling to one vote.
3. When the Chairman notified the shareholders to vote on each agenda, the Chairman would ask in every agenda whether anyone made the objection or abstention or not. If no objection or abstention were proposed, the Chairman would summarize the votes in such agenda. If there was any objection or abstention, the person was asked to vote on the ballot provided by the Company and raise his/her hand up in order that the staffs could pick the ballots to be recorded, deducted from the total number of shareholders attending the meeting, and summarize the result for the meeting.
4. For the proxy forms with meeting agendas already filled by the shareholder, the attended proxy does not need to fill in the ballot in the meeting. The Company will count votes according to such forms, and the chairman will announce voting results for each agenda in the meeting.

5. On the meeting day, the Company kindly request shareholders, who wish to ask questions, to write down and submit the question at the registration counter or in the meeting room instead of speaking through microphone. Paper note and pen shall be provided for convenience. The meeting will be efficiently held to control the meeting time. The opinion and question could be proposed and answered by Chairman on the Agenda 4 to consider other business. For the questions that are not addressed during the meeting, the Company will post the answers on the website as soon as possible.

Shareholders can submit the authorization documents or ask questions about the meeting regulations starting 22 January 2021 until 8 February 2021 at the Investor Relations Department per the company's address. However, no questions were proposed.

Mr. Trairat Jarutat, Asst. Prof., Company's chairman of the Board acting as the meeting chairman, gave the opening statements of the Extraordinary General Meeting of Shareholders No. 1/2021 as well as welcoming the shareholders attending the meeting and invited Miss. Natnamon Sarunthatchawong, MC to continue operating the meeting following the agenda.

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

The Chairman asked the meeting to approve the Minutes of the Annual General Meeting of Shareholders for the year 2020 which was held on April 24, 2020, according to the copy already sent to the shareholders along with the notice of this meeting.

No change was proposed. The Chairman proposed the meeting to approve such minutes.

**Voting required to pass the resolution**

This agenda had to be determined by the Majority votes of the shareholders who attend the meeting and entitled to vote.

**Meeting Resolution**

The Meeting adopted a resolution to certify the minutes of the Annual General Meeting of Shareholders for the year 2020 with all the votes of shareholders / proxies attending the Meeting and entitled to vote.

Approved	888,819,783	votes or	100.0000	percent
Disapproved	0	votes or	0.0000	percent
Abstained	0	votes or	0.0000	percent
Void	0	votes or	0.0000	percent
Total	888,819,783	votes or	100.0000	percent

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

The MC notified the meeting that 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.*

The Board of Director requested 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.

### Voting required to pass the resolution

This agenda had to be determined by the Majority votes of the shareholders who attend the meeting and entitled to vote.

### Meeting Resolution

The Meeting adopted a resolution 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 with all the votes of shareholders / proxies attending the Meeting and entitled to vote.

Approved	888,819,783	votes or	100.0000	percent
Disapproved	0	votes or	0.0000	percent
Abstained	0	votes or	0.0000	percent
Void	0	votes or	0.0000	percent
Total	888,819,783	votes or	100.0000	percent

### **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**

The MC notified the meeting that 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.”

The Board of Director requested 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.

**Voting required to pass the resolution**

This agenda had to be determined by not less than three-fourths of the total number of votes of shareholders who attend the meeting and entitled to vote.

**Meeting Resolution**

The Meeting adopted a resolution 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 with all the votes of shareholders / proxies attending the Meeting and entitled to vote.

Approved	888,819,783	votes or	100.0000	percent
Disapproved	0	votes or	0.0000	percent
Abstained	0	votes or	0.0000	percent
Void	0	votes or	0.0000	percent
Total	888,819,783	votes or	100.0000	percent

**Agenda 4 To consider other business (if any)**

The Chairman informed that the Company opened an opportunity for shareholders to ask questions and/or make comments.

**Khun Supatra Sitthichai**, a shareholder, has the following questions (written in a piece of paper provided by the company).

1. Request the management to explain the reasons and necessity in expanding the company's Objectives as stated?
2. Whether the company has regular income or only from selling housing projects?
3. What are the company's innovations with regards to its residential housing projects?
4. What is the management's forecast of real estate markets in the next 2-3 years?
5. Will there be any inflation?

**Mr. Trairat Jarutat, Asst. Prof., Chairman, explained that** the company operates real estate development business and has launched more major projects requiring comprehensive utilities system to meet customers' requirements. By amending the company's Objectives, the company could donate lands to concerned government's agency which in turn utilizes such lands as water reservoir for additional pressure that eventually benefits the company greatly.

**Mr. Somnuek Tanthathodtham, The Managing Director explained as follows.**

1. We have entered an era of aging society about which the company has yet any clear objectives hence it must amend the Objectives in case of, in the future, there are opportunities to embark on new kinds of businesses. By adding the no. 55 objective, the company shall be able to operate nursing home business for senior citizens to augment to its regular income thereby enhancing financial stability.

2. The company has created new innovations via cooperation with business partners e.g. Smart CEO, Smart Care such that the products marketed by the company have energy saving features thereby improve the customers' health and lifestyles via incorporating various systems and, by providing good after-sales services, the customers have been satisfied and speak positively about the company. The house and interior design is created to cater to customers of all age groups (all generation) via 'new normal' experience. This is delivered under a new brand, the so-called 'All From Home' that improves on the previous generation which is more sustainable leading to a happier lifestyles under 5 new concepts i.e. Live, Work, Shop, Learn and Play.

**Mr. Piboon Limpraphat, Ph.D., Chairman of the Audit Committee,** commented on the inflationary outlook i.e. it should not be excessive and remain at an acceptable level.


**Mr. Trairat Jarutat, Asst. Prof., Chairman, added that** the overall outlook of real estate industry in the next 2-3 years may not be as good as expected due to the Covid-19 pandemic which is still on-going, however, owing to the company's business being concentrated in the city's outskirts

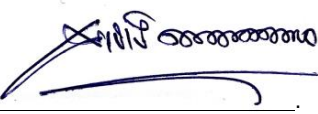
coupled with being low-rise residential projects the company should not be severely impacted. Moreover, the company has developed diverse product lines which are more and more in sync with modern residential lifestyles of the present.

During the meeting, there were not additional shareholders attending the meeting, amounted of 42 shareholders attended the meeting both in person and by proxy. The total number of shares was 888,819,783 shares from the total of 1,245,283,691 shares representing 71.3749 percent of the total issued shares of the Company.

As there were no other matters, the Chairman thanked the shareholders for dedicating valuable time to attend the meeting today and thanked for their cooperation and support, the Chairman closed the EGM.

The Meeting adjourned at 15.00 hours.

Signature  Chairman  
(Mr. Trairat Jarutat, Asst. Prof.)

Minutes Approved by .  
(Mr. Somchao Tanthathodtham)

Minutes Recorder by .  
(Miss. Porn Tippa Cheewaruangroj)