

4 April 2023

**Subject: Invitation to the Annual General Meeting of Shareholders for the year 2023**

To: Shareholders of Nova Empire Public Company Limited

Enclosures:

Documents accompanying Agenda

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 (Document accompanying Agenda Item no. 1)
2. Form 56-1 or "One Report," together with the Financial Statements of the Company for the financial year ended 31 December 2022 in the form of a QR Code appearing on the Registration Form (Document accompanying Agenda Item nos. 2 and 3)
3. Profiles of candidates nominated for election as directors of the Company (Document accompanying Agenda Item no. 5)
4. Profiles of candidates nominated for election as auditors of the Company (Document accompanying Agenda Item no. 8)

Documents accompanying the Meeting

5. Registration Form (Please see the separate document)
6. Meeting Registration Procedure
7. Proxy Forms B and C
8. Profiles of an independent director to serve as a proxy of the shareholders
9. Articles of Association of the Company concerning shareholders' meeting
10. Details of participation in meetings by electronic means

The Board of Directors of Nova Empire Public Company Limited (the "Company") would like to invite you to attend the 2023 Annual General Meeting of Shareholders (the "Meeting") on Wednesday, 26 April 2023 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, to consider the following agenda:

**Agenda 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022**

**Opinion of the Board of Directors:** The Board of Directors considers and deems it appropriate to propose to the Meeting to adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 27 December 2022 because they were accurately recorded. A copy of the said minutes is set out in Enclosure 1. The Company has published the said minutes on the Company's website and announced them through the Stock Exchange of Thailand on 9 May 2022.

**Voting:** To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

## Agenda 2 To acknowledge the report of the Company's business operation for the year 2022

**Opinion of the Board of Directors:** The Board of Directors deems it appropriate to propose to the shareholder's meeting to acknowledge the Company's business operations for 2022 as details set out in Form 56-1 or One Report for the year 2022 Enclosure 2.

**Voting:** This matter is for acknowledgement. Therefore, voting is not required.

## Agenda 3 Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2022

**Opinion of the Audit Committee:** The Audit Committee has reviewed the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2022, which has been audited and signed by a certified public accountant under EY Office Company Limited. It is deemed appropriate to present to the Board of Directors to propose to the shareholders' meeting to consider the Financial Statements for the year ended on 31 December 2022.

**Opinion of the Board of Directors:** The Board of Directors deems it appropriate to propose to the meeting to consider and approve the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2021, as details are shown in Form 56-1 or One Report for the year 2022 in the form of QR Code. (Enclosure no.2)

A key summary of the same in comparison with the previous year is as follows:

### Summary of Operating Result

Unit: Million Baht

for the year ended 31 December	Consolidated financial statements		Change	
	2022	2021	Increase/(Decrease)	%
Sale of electricity	833.61	44.02	789.59	1,794%
<b>Gross Profit</b>	<b>536.91</b>	<b>7.38</b>	<b>529.53</b>	<b>7,175%</b>
Gain on change in status of investment	59.89	-	59.89	100%
Gain on bargain purchase	6.04	-	6.04	100%
Gain on fair value of derivative instrument	6.25	-	6.25	100%
Other income	10.69	6.34	4.35	69%
Administrative expenses	(65.41)	(46.14)	19.27	42%
<b>Operating profit (loss)</b>	<b>554.37</b>	<b>(32.42)</b>	<b>586.79</b>	<b>1,810%</b>
Share of profit from investment in associate	9.69	144.08	(134.39)	(93%)
Finance cost	(119.23)	(12.49)	(106.74)	855%
Income tax benefit (expenses)	0.22	(0.78)	1.00	128%
<b>Profit for the year from continued operation</b>	<b>445.05</b>	<b>98.39</b>	<b>346.66</b>	<b>352%</b>

for the year ended 31 December	Consolidated financial statements		Change	
	2022	2021	Increase/(Decrease)	%
Profit for the period from discontinued operation	-	69.73	(69.73)	(100%)
Profit for the year	445.05	168.12	276.93	165%
Total comprehensive income for the year	431.73	172.49	259.24	150%
<b>Profit attributable to:</b>				
Equity holders of the Company	240.30	168.11	72.19	43%
Non-controlling interests of the subsidiaries	204.75	-	204.75	100%

#### **Summary of Financial Position**

Unit: Million Baht

	Consolidated		Change	
	31 December 2022	31 December 2021	Increase/(Decrease)	%
Current assets	454.71	47.04	407.67	867%
Non-current assets	5,218.82	1,280.46	3,938.36	308%
<b>Total assets</b>	<b>5,673.53</b>	<b>1,327.50</b>	<b>4,346.03</b>	<b>327%</b>
Current liabilities	621.00	55.41	565.59	1,021%
Non-current liabilities	2,678.15	214.11	2,464.04	1,151%
<b>Total liabilities</b>	<b>3,299.15</b>	<b>269.52</b>	<b>3,029.63</b>	<b>1,124%</b>
<b>Total shareholder's equity</b>	<b>2,374.38</b>	<b>1,057.98</b>	<b>1,316.40</b>	<b>124%</b>

**Voting:** To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

#### **Agenda 4 Approval of an omission of annual dividend payments for 2022**

The Company has the policy to pay dividends at the rate of not greater than 50 percent of net profit after legal reserves in accordance with the Company's Articles of Association and relevant laws. The determination of the dividend payment shall be subjected to the cash flow and investment plan of the Company in each year as the Board of Directors deems appropriate.

**Opinion of the Board of Directors:** For the year 2022, although the Company has a net profit according to the Company's financial statements, including the recognition of all operating results of its subsidiary, Winchai Company Limited, in which the Company holds 75 percent of the shares, and when considering the financial burden from loan refinancing of Winchai Co., Ltd. along with the Company's strategic plan that continues to seek additional investment this year. The Board of Directors is of the opinion that the Company should omit the annual dividend payment for the operating results of 2022. The Company has allocated net profit as a legal reserve. The Board of Directors, therefore, agreed to propose to the shareholders' meeting to approve the omission of dividend payment for the year 2022 of the Company.

**Voting:** To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

#### **Agenda 5 Approval of the re-election of directors**

In accordance with the Articles of Association of the Company, one-third of the directors of the Company shall be retired by rotation at the event of each Annual General Meeting of Shareholders. If the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall be retired.

Currently, there are nine directors; therefore, at this Annual General Meeting of Shareholders, three directors are retiring this year, the names of which are as follows:

- |  |          |
|--|----------|
| 1. Dr. Ratana Sithiprasana                 | Director |
| 2. Assoc. Prof. Dr. Punchada Sirivunnabood | Director |
| 3. Mr. Kriengchai Trinapakorn              | Director |

The Nomination Remuneration and Corporate Governance Committee proposed to the Board of Directors to consider the appropriateness of the election of directors to replace those who retired by rotation for the year 2023 by proposing the issue of reducing the director's position from 9 positions to 8 positions, which will make the Company's proportion of independent directors half of the number of directors. It is to demonstrate the independence of the Board of Directors, which is in line with the best practice of the principles of good corporate governance. The Nomination Remuneration and Corporate Governance Committee further proposed to consider the appropriateness of the appointment of 2 directors who retired by rotation to be directors for another term.

In this regard, on September 16, 2022, the Company opened for shareholders to nominate suitable persons to be proposed to the shareholders' meeting to be elected as directors of the Company by specifying the period for nomination of suitable persons from September 16, 2022, to January 17, 2023, no shareholder nominated a person to be elected at the shareholders' meeting during the such.

**Opinion of the Board of Directors:** Board of Directors (The above 3 retired directors did not participate in the consideration.) considered the issues proposed by The Nomination Remuneration and Corporate Governance Committee based on qualifications, experiences, and independent performance, including organizational skills. The total number of directors (Skill Matrix), in which the three directors who retired by rotation can complement their skills in knowledge and understanding of the Company's business, Business Development, Strategic Planning, Accounting and Finance, Risk Management, Good Corporate Governance, and Sustainability as a whole. However, the Board of Directors emphasized that the proportion of independent directors should be increased in accordance with good corporate governance practices. The Board of Directors, therefore, agreed to propose to the shareholders' meeting to reduce the number of directors from 9 to 8 by proposing to re-appoint the two independent directors who retired by rotation to serve as directors for another term, namely 1. Dr. Ratana Sithiprasana and Assoc. Prof. Dr. Punchada Sirivunnabood possesses complete qualifications and do not have any prohibited characteristics as specified by law, and is a qualified person with knowledge, ability, and experience in various businesses that are beneficial to the Company's business operations as well as having a wide vision. Moreover, the person nominated for appointment as an independent director are able to express their opinions independently. The shareholders should re-appoint the two directors who retired by rotation to serve as directors of the Company for another term. This is in accordance with the Company's director nomination criteria.

Profiles of candidates nominated for election as directors of the Company are set out in Enclosure no.3.

**Voting:** In order to comply with the principles of good corporate governance and best practices of listed companies. Voting in this agenda will be done individually. Each nominated director must receive more than half of the votes of the shareholders who attend the meeting and vote.

**Agenda 6 Approval of the remuneration of directors for 2023**

**Fact and Rationale:** The Board of Directors proposes the director's remuneration framework and policy to the shareholders' meeting for approval. The mentioned remuneration shall be in accordance with the duties and responsibilities of the Board of Directors, and comprise both short- and long-term incentives. In addition, factors such as business and the company's performance, market and industry trends, economic conditions as well as duties and responsibilities of various committees shall also be taken into consideration. The Board of Directors bestows this duty to the Nomination Remuneration and Corporate Governance Committee to recommend the appropriate remuneration to the Board of Directors and the shareholders' meeting for consideration and approval every year.

The Nomination Remuneration and Corporate Governance Committee is of the opinion that the remuneration of directors for the year 2022 shall be adjusted to be on par with other listed companies in the comparable energy sector, referring to the 2022 Director Remuneration Survey conducted by the Institute of Directors (IOD), and from the Management Analysis Report. Therefore, it is suggested to adjust the policy and rate of remuneration for the directors for the year 2023 as follows:

- The Chairman will receive an annual remuneration of THB 750,000 from the original THB 520,000 and a meeting allowance of THB 35,000 per meeting from the original THB 20,000.
- Vice Chairman will receive an annual remuneration of THB 650,000 from the original THB 480,000 and a meeting allowance of THB 30,000 per meeting from the original THB 20,000.
- The Chairman of the Audit Committee will receive an annual remuneration of THB 420,000 from the original THB 150,000 and a meeting allowance of THB 25,000 per meeting from the previous THB 20,000.
- Directors will receive an annual remuneration of THB 150,000 from the original THB 100,000, with the meeting allowance remaining at the same rate.
- Set up the meeting allowance for the Risk Management Committee at THB 20,000 per meeting.
- Executive Directors receive an annual remuneration of THB 100,000 and are not entitled to meeting allowances.

The 2023 Director Remuneration can be concluded as follows;

(Unit: Thai Baht:THB)

	Board of Directors		Audit Committee		Nomination Remuneration and Corporate Governance Committee	Risk Management Committee
	Annual Fee	Meeting Fee	Annual Fee	Meeting Fee	Meeting Fee	Meeting Fee
Chairperson	750,000	35,000				

	Board of Directors		Audit Committee		Nomination Remuneration and Corporate Governance Committee	Risk Management Committee
	Annual Fee	Meeting Fee	Annual Fee	Meeting Fee	Meeting Fee	Meeting Fee
Vice Chairperson	650,000	30,000				
Chairperson of Audit Committee			420,000	25,000		
Audit Committee Member			150,000	10,000		
Chairperson of the Nomination Remuneration and Corporate Governance Committee					10,000	
Member of the Nomination Remuneration and Corporate Governance Committee					10,000	
Chairperson of the Risk Management Committee						20,000
Member of the Risk Management Committee						20,000
Director*	150,000	10,000				

Note: Executive Director shall receive only an annual fee of THB 100,000, and will not be eligible for any meeting fee.

There is no other director remuneration in any other form.

**Opinion of the Board of Directors:** The Board of Directors, with the recommendation of the Nomination and Remuneration Committee, has considered the matter, taking into consideration the appropriateness vs. directors' duties, scope of roles and responsibilities, the reasonableness, and performance of the directors, and other reasons. The comparison with other companies engaging in the same industry or having a comparable size had also been made. Therefore, the Board of Directors deems it appropriate to recommend that shareholders approve the remuneration of directors of the Company for 2023 in the amount proposed above.

**Voting:** To approve this matter, a resolution must be passed by the vote of not less than two-thirds of the total votes of shareholders attending the meeting.

#### **Agenda 7 Ratification of the additional auditor fee for the year 2021**

In 2022, Winchai Co., Ltd. (“Winchai”), a subsidiary of the Company, entered into a refinancing transaction and chose to use Cross Currency Swap (“CCS”) for a US dollar-denominated loan paid in cash. Its objective is to manage interest and exchange rate risks at the same time. Winchai is able to apply hedge accounting in accordance with Thai Accounting Standard No. 9, which has requirements on financial instruments requiring the Company to prepare a hedge document which are 2 Cross Currency Swap Contracts.

The above items are transactions that occurred outside the scope of the original audit normally that the auditor could foresee. It caused the auditors to spend more time and resources to work on this matter, therefore proposing an additional audit fee for this item of 150,000 baht (excluding VAT) for reviewing the hedge documentation for 2 Cross Currency Swap Contracts.

The audit committee's meeting considered and viewed that the additional remuneration was appropriately compared to the quality of work and was an unforeseen item and proposed to the Board of Directors' Meeting for approval to include in the agenda of the shareholders' meeting for ratification

**Opinion of the Board of Directors:** The Board of Directors, by the recommendation of the Audit Committee, has deliberately considered the suitability in various aspects and viewed that it was necessary to take action during the year so that the Board approved such audit fees to comply with relevant rules and regulations and to propose to the 2023 Annual General Meeting of Shareholders for further ratification.

#### **Agenda 8 Approval of the appointment of auditors of the Company and fixing their remuneration for 2023**

The Company's Articles of Association requires the Annual General Meeting of Shareholders to appoint an auditor and determine the amount of remuneration to the auditor. The retiring auditor may be re-elected. The auditor must not be a director, employee, or persons holding any duties in the Company. The Company shall provide auditor rotation in accordance with the criteria set forth in the Securities and Exchange Act and/or other relevant laws.

The Audit Committee has considered the nomination of auditors for the year 2022, comparing the knowledge, expertise, and audit fees of the former auditors and other auditors with the same standards and was of the opinion that the auditors of EY Office Limited (“EY Office”) had proper business knowledge, experience, audit expertise, while the audit fee is at a reasonable price. In addition, their performance of the previous year is satisfied by the Board of Directors.

**Opinion of the Board of Directors:** The Board of Directors by the approval of the Audit Committee, has deliberately considered the auditor in various aspects and agreed that the auditors of EY Office Limited (the “EY Office”) are the most suitable. In addition, the auditors are knowledgeable and have a sophisticated understanding of the Company's business, as well as experience and expertise in auditing. Therefore, the Board of Directors recommends that the shareholder's meeting approved the following:

1.) Appoint either one of the following auditors of the EY Office to be the auditor of the Company for the financial year ended on 31 December 2023:

1. Mr. Supachai Phanyawattano Certified Public Accountant No. 3940 or;
2. Miss Isaraporn Wisutthiyarn Certified Public Accountant No. 7480 or;
3. Mr. Preecha Arunnara Certified Public Accountant No. 5800

Miss Isaraporn Wisutthiyarn is responsible for auditing the Company's accounts and expressing an opinion on the Company's financial statements for the year 2021 and 2022 (for the second consecutive year).

Each auditor's profile is shown in Enclosure 4.

The Company would like to confirm that the aforementioned individuals are not directors, staff, or employees of the Company, nor do they hold any position in the Company. In addition, the proposed auditors and the EY Office do not have any relationship with or interest in the Company, including its management, major shareholders, or any of its related persons, which may affect the independent performance of the EY Office and auditors.

2.) If the aforementioned auditors are unable to perform their duties, the EY Office may procure another auditor to audit and express opinions on the Financial Statements of the Company in place of the aforementioned auditors. Such auditor shall perform its duties according to the Articles of Association of the Company.

3.) In addition, the shareholders should approve the auditor's remuneration for the year 2022 amounting to THB 990,000 (2021's is THB 960,000), while out-of-pocket expense shall not exceed THB 100,000 per year.

EY Office shall be auditor for all 10 subsidiaries of the Company, while the 2022 audit fee for all ten subsidiary companies totaling THB 1,780,000, and the audit fee for the audit relevant to the investment promotion certificate of the subsidiaries of THB 230,000, while out of pocket expense shall not exceed THB 100,000 per year). In addition, there is none of any non-audit fee paid to the auditor for the year 2022.

The Board of Directors hereby certifies that it will ensure that the Company and its subsidiaries can prepare financial statements on time.

**Voting:** To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 9 Other matters (if any)**

Please attend the meeting in the date and time accordingly.

Yours faithfully,

*-sign-*

Mr.Niti Jungnitnirundr

Vice Chairperson of the Board



## Information for Shareholders

The Record Date on which the Company relied to determine the names of shareholders who have the right to attend the 2023 Annual General Meeting of Shareholders was on Monday, 27 March 2023, in accordance with Section 89/26 of the Securities and Exchange Act B.E. 2535 (1992).

The Company invited shareholders to propose matters that they deem necessary, to be included as an agenda of the 2022 Annual General Meeting of Shareholders, or to nominate candidates qualified for election as the directors of the Company. Interested shareholders may propose an agenda or nominate candidates prior to the Annual General Meeting of Shareholders in accordance with the good governance principles of the Stock Exchange of Thailand, which was from 16 September 2022 to 17 January 2023. Proposals and nominations by the shareholders must be in accordance with the regulation stipulated on the Company's website. Moreover, the Company also posted such an invitation on the Stock Exchange of Thailand's electronics channel. However, the Company did not receive any proposals or nominations in accordance with the Company's regulations from shareholders.

The registration and voting counting for the 2023 Annual General Meeting of Shareholders shall be conducted by electronic means. The Company shall also invite a representative from a law firm to examine that the voting process and the Meeting is transparent and in accordance with the law and the Articles of Association of the Company, including the good governance principle, in order to comply with the shareholders' meeting requirements of the Stock Exchange of Thailand.

Shareholders who wish to attend the meeting via the electronic system, please refer to the procedures for how to use the Inventech Connect Electronic Conferencing System (Enclosure 10). In case of any problems in use, you can contact the hotline number at 02-9319138 (Service between 19-26 April 2023 from 8:30 a.m. to 5:30 p.m. working business day only).

Shareholders may appoint an independent directors of the Company: 1. Dr. Ratana Sithiprasana, as their proxy. The appointed independent director shall vote on each agenda as stated by the shareholder in the Proxy Form (Enclosure 7). Profiles of the independent directors are set out in Enclosure 8.

In the case that shareholders would like to appoint any person to act as their proxy, or proxy the provided independent directors to act on their behalf, shareholders must prepare the Proxy Form together with the required documents and have them delivered at Nova Empire Public Company Limited, Office of Company Secretary, No.88, Soi Bangna-Trad 30, Bangna Tai sub-district, Bangna District, Bangkok 10260, Thailand by 5.00 p.m. on 25 April 2023:

Shareholders may download the Invitation to the Annual General Meeting of Shareholders for the year 2023, including the relevant meeting documents and Proxy Forms, at the Company's website [www.novaempire.co.th](http://www.novaempire.co.th) under the Investor Relations section, sub-heading "shareholder information", select "Shareholders' Meeting". Shareholders are encouraged to submit questions or opinions in relation to any agenda item prior to the meeting date by emailing the Investor Relations Group at [investorrelation@novaempire.co.th](mailto:investorrelation@novaempire.co.th)

(Translation)

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022**  
**of**  
**Nova Empire Public Company Limited**

Nova Empire Public Company Limited (“the Company”) had held the Extraordinary General Meeting of Shareholders No.1/2022 (the "**Meeting**") on 27 December 2022, through electronic means. According to the Emergency Decree on Electronic Meeting B.E.2563, the video and audio broadcast of the Meeting from the meeting room of the Company's headquarter.

The Meeting began at 14:00 hours.

Mr. Niti jungnitnirundr, Vice Chairman of the Board of Directors, presided as the Chairman of the Meeting. The following directors, executives, independent financial advisor, and legal advisor of the Company were present at the Meeting:

*Directors in attendance:*

- |    |                                  |   |
|----|----------------------------------|---|
| 1. | Mr. Niti jungnitnirundr          | Vice Chairman of the Board of Directors   |
| 2. | Miss Parleerat Panboonhom        | Director / Chief Executive Office   |
| 3. | Mr. Sudwin Panyawongkhanti       | Independent Director / Chairman of the Audit Committee  |
| 4. | Dr. Ratana Sithiprasana          | Independent Director / Audit Committee Member / Nomination Remuneration and Governance Committee Member   |
| 5. | Prof. Dr. Punchada Sirivunnabood | Independent Director / Audit Committee / Chairman of the Nomination Remuneration and Governance Committee (attended the Meeting through electronic media) |
| 6. | Dr. Prasit Kanchanasakdichai     | Director (attended the Meeting through electronic media)  |
| 7. | Mr. Kriengchai Trinapakorn       | Director (attended the Meeting through electronic media)  |
| 8. | Mr. Tossri Khowsurat             | Director (attended the Meeting through electronic media)  |
| 9. | Miss Sukanya Tipmanee            | Director / Nomination Remuneration and Governance Committee Member (attended the Meeting through electronic media)  |

All directors attended the Meeting (100%)

*Executives and Advisors in attendance:*

- |    |                             |   |
|----|-----------------------------|---|
| 1. | Miss Pornpassorn Chaipinyo  | Chief Finance and Accounting Officer                          |
| 2. | Mr. Kongkoch Yongsavasdikul | Legal Advisor from Kudan & Partners Co., Ltd.                 |
| 3. | Miss Duaenphan Leelawiwat   | Independent Financial Advisor from Pioneer Advisory Co., Ltd. |
| 4. | Mr. Wongwiwat Hema          | Company Secretary   |

Company Secretary welcomed and thanked the shareholders for their participation in the Extraordinary General Meeting of Shareholders No.1/2022 of the Company and informed the shareholders that the Meeting should be conducted by electronic means, which is in accordance with the Emergency Decree on Electronic Meeting B.E.2563 and the Notification of Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563. Inventech Systems (Thailand) Company Limited, a professional service provider for organizing electronic meeting, had

been authorized to manage the Meeting to ensure shareholders' safety and reduce the risk of shareholders being exposed to Covid-19 during this new spreading of the Covid-19 epidemic.

Company Secretary informed the Meeting that there is an External Legal Advisor of the Company attending the Meeting to ensure that the Meeting shall proceed in accordance with laws, the Company's Articles of Association, as well as Good Corporate Governance Principles in a transparent manner.

Company Secretary informed the Meeting that the Company should broadcast both audio and video from the meeting room of the Company's headquarter. Company Secretary then explained how to communicate with the Meeting and how to verify shareholders' identity for registration purposes in accordance with details shown in Enclosure 8 sent to all shareholders together with the Invitation Letter of the Meeting.

Company Secretary asked for shareholders' cooperation to express opinions or ask questions after the directors and executives explained each agenda's details. Additionally, if questions or opinions are not related to that agenda, Company Secretary clarified that the Company reserves the right to respond at other agendas or related agendas as the Company deems appropriate. Company Secretary also informed the Meeting of how to contact the Call Center if any problems arise during the use of the system.

Company Secretary introduced the directors and executives, legal advisors, and independent financial advisor who attended the Meeting, as shown in this Meeting's minutes. Company Secretary then informed the Meeting that the Company had fixed the date to determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.2/2021 (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (Section 89/26) on 6 December 2022.

Company Secretary informed the Meeting that at 14.00 hours, 5 shareholders attended the Meeting in person and 25 by proxy, which is 30 persons in total, equal to 132,686,503 shares from the total issued and paid-up shares in the Company or 78.0742%, thus constituting a quorum under the Articles of Association of the Company.

Therefore, Company Secretary invited the Vice Chairman of the Board of Directors to open the Extraordinary General Meeting of Shareholders No.1/2022 of the Company.

Mr. Niti jungnitnirundr, Vice Chairman of the Board of Directors, presided as the Chairperson of the Meeting ("the **Chair**"), opening the Extraordinary General Meeting of Shareholders No.1/2022 by informing the Meeting that The Company would like to thank the shareholders for their valuable time to attend this Meeting.

The Chair invited Company Secretary to explain the steps and procedures of the Meeting.

Company Secretary explained the voting procedure for each agenda item to the Meeting as follows:

1. To cast a vote, one share shall have one vote. A shareholder may cast his or her vote to either approve, disapprove or abstain from voting. Except for the shareholders who act as custodians shall have the right to split the vote. If the shareholders do not vote within the specified time, the Company will consider the shareholders to agree on that agenda.
2. Voting procedure for each agenda item
  - To cast a vote, shareholders shall specify an agenda item that appears in the system, which then four voting buttons will appear, i.e., 1. Agree (Green) 2. Disagree (Red) 3. Abstain (Orange), and 4. Cancel, then press "Confirmed".
  - If shareholders did not select any buttons within the period, the Company should assume shareholders agreed with such agenda item. However, shareholders may reconsider and change voting direction many times unless the vote session is announced close.
  - Shareholders shall have approximately 1 minute to determine the voting direction in each agenda item. After that, Company Secretary shall announce to close the vote submission session and further inform the meeting's voting result.
  - In the event that a shareholder leaves the meeting (log-out) before the closure of voting for any agenda, the shareholder will not be counted to constitute a quorum for such

agenda. Additionally, shareholders' votes will not be counted for that agenda. However, if the shareholders do not leave the meeting (log-out), it will be considered that the shareholders still wish to attend the meeting on that agenda.

3. Before voting for each agenda, the Company will allow meeting attendees to ask questions or express opinions on issues related to that agenda as appropriate. The attendees, who wish to inquire or express their opinions on any agenda, shall type such opinions or questions in the Q&A part, then press "submit" to submit the inquiry into the system. Additionally, attendees may inquire via voice recording by pressing the "record" symbol and press "sent". Meeting attendees are required to provide their full names before asking questions. If there are many questions related to that agenda shown in the system, the Company will select questions as deemed appropriate.

Before the commencement of consideration of agenda items, Company Secretary asked if the shareholders had any questions about the voting rules and procedure.

There were no questions or comments from the shareholders.

The Chair then requested the shareholders to consider the Agenda items as follows:

**Agenda No. 1 To acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders, held on April 25, 2022**

Company Secretary informed the Meeting that the Company had prepared the Minutes of the 2022 Annual General Meeting of Shareholders held on April 25, 2022, as provided in Enclosure No. 1. The Board of Directors considers and deems it appropriate to propose to the Meeting to acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders No. held on April 25, 2022, because they were accurately recorded.

The Chair invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

This agenda item was only for acknowledgment. Therefore, there was no voting.

**Resolutions:** The Meeting acknowledged the Minutes of the 2022 Annual General Meeting of Shareholders as proposed.

Before considering Agenda 2, Miss Parleerat Panboonhom asked her permission to leave the meeting room as she is interested in such an agenda item.

Company Secretary informed the Meeting that the consideration of agenda items 2 to 4 of the Meeting are interrelated and conditional to one another; therefore, should any particular item not be approved by this Meeting, the other agenda items, which are interrelated and conditional to one another and those which have not been approved shall no longer be considered, and such related and other agenda items which have been previously approved shall be deemed canceled.

**Agenda No. 2 To consider approving the acquisition of ordinary shares in Winchai Company Limited in the amount of 2,413,125 shares or representing 24.375 percent of all paid-up ordinary shares by way of acceptance of the entire business transfer from The Planet Y Holding Co., Ltd., which is regarded as the Company's acquisition of assets and connected transaction**

The Chair assigned the Company Secretary and representative from the Company's Financial Advisor to inform the Meeting in the conclusion as follows.

In accordance with the Board of Directors Meeting No. 5/2022, held on September 26, 2022, has resolved to grant approval to propose the Shareholders' Meeting to consider approving the investment in ordinary shares of Winchai Company Limited ("Winchai"), a subsidiary of the Company in which the Company holds a 50.62 percent of all shares of Winchai, by way of acceptance of the entire business

transfer from The Planet Y Holding Co., Ltd. ("Planet"), who holds 2,413,125 ordinary shares of Winchai at a par value of THB 100 per share representing 24.375 percent of all shares of Winchai. The payment for the mentioned portion of Winchai's shares shall be paid in cash in the amount of THB 715,000,000 (Seven Hundred Fifteen Million Baht Only). This transaction shall further be called the "Entire Business Transfer Transaction."

In this Entire Business Transfer Transaction, the Company will accept the transfer of all assets and businesses of Planet, including Winchai's shares held by the Planet. After completion of the Entire Business Transfer Transaction, the Company will hold a total of 7,425,000 shares, representing 75 percent of all shares of Winchai.

The Entire Business Transfer Transaction will take place only after the conditions precedent as specified in the entire business transfer agreement between the Company (as transferee) and Planet (as transferor) (the "Entire Business Transfer Agreement") shall have been fulfilled. Such conditions precedent include, but are not limited to, the following:

(1) The Company and the Planet shall have obtained affirmative resolutions and/or approvals from the Board of Directors Meeting and the Shareholders' Meeting of the Company and the Planet to approve the execution of the Entire Business Transfer Transaction;

(2) Winchai shall have proceeded and/or obtained consent from the financial institution, who is a creditor, allowing the change to the shareholders of Winchai according to the Entire Business Transfer Transaction.

The Company anticipates that should the Shareholders' Meeting of the Company resolve to approve the said transaction, and the conditions precedent as specified in the Entire Business Transfer Agreement have been fulfilled or waived, the Company shall conclude the acceptance of the entire business transfer of the Planet by December 2022.

In this regard, the execution of the Entire Business Transfer Transaction is regarded as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (collectively, the "Notifications on Acquisition or Disposal of Assets"). Upon the calculation of the transaction size under the Notifications on Acquisition or Disposal of Assets, the highest calculated value for this transaction arises from the net profit calculation method based on the Company's financial statements for the period ended September 30, 2022, which had been reviewed by the Company's auditor. The mentioned transaction value is equivalent to 75.66 percent. In addition, the Company does not have any acquisition of assets in the past six months that have not been approved by the Shareholders' Meeting, so the total value of the acquisition transaction of the Company is 75.66 percent, considering the net operating profit calculation method, which is regarded as a type 1 transaction under the Notifications on Acquisition or Disposal of Assets, or a transaction between a listed company and a non-listed company whose value of consideration is equal to 50 percent or higher, but lower than 100 percent.

Moreover, the above Entire Business Transfer Transaction is regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the "Notifications on Connected Transactions"). At present, the Company has Ms. Parleerat Panboonhom ("Khun Parleerat") as the major shareholder, while Planet is a subsidiary of Nathalin Co., Ltd. ("Nathalin") (in which Nathalin holds 100.00 percent of all issued and paid-up shares of Planet), and the ultimate major shareholder of Nathalin is Mr. Cherdchoo Panboonhom ("Mr. Cherdchoo") (the "Ultimate Major Shareholder of Planet"), Khun Parleerat's father, who is a "close relative" as defined by the Notifications on Connected Transactions, and as such, Planet is regarded as the Company's connected person.

Upon calculation of the value of such connected transaction, the transaction size is equivalent to 48.72 percent. Comparing the transaction size with the Company's net tangible assets from the Company's financial statements for the period ended September 30, 2022, and reviewed by the certified public

accountant, which is THB 1,467,618,562, the value of such connected transaction is higher than THB 20 million and exceed 3 percent of the net tangible assets of the Company (which is equal to THB 44,028,556) per the Company's financial statements. The Company does not have any connected transactions which have not been approved by the Shareholders' Meeting over the past six months.

Therefore, the Company is required to comply with the Notifications on Acquisition or Disposal of Assets, the Public Limited Companies Act B.E. 2535 (1992) (as amended), and the Notifications on Connected Transactions, which require the Company:

(1) To immediately report and disclose the information memorandum on such acquisition of assets of the Company to the Stock Exchange of Thailand (the "SET"), which must at least contain the information as required in Schedule 1 of the Notifications on Acquisition or Disposal of Assets and the Notifications on Connected Transactions;

(2) To appoint an independent financial advisor to carry out the relevant functions, including provide its opinions as required by the Notifications on Acquisition or Disposal of Assets and the Notifications on Connected Transactions, whereby the independent financial advisor's report shall be delivered to the shareholders for consideration along with the invitation letter for the Shareholders' Meeting.

(3) In this regard, the Company has appointed Pioneer Advisory Company Limited, a financial advisor approved by the Securities and Exchange Commission ("SEC"), as an independent financial advisor to provide its opinion to the shareholders on the execution of the Entire Business Transfer Transaction which is regarded as the acquisition of assets and connected transaction;

(4) To convene a Shareholders' Meeting of the Company to approve such Entire Business Transfer Transaction by delivering the invitation letter of the Shareholders' Meeting to the shareholders in advance and no less than fourteen days prior to the date of the Shareholders' Meeting. There must be approval from the Shareholders' Meeting by no less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders,

In this regard, to approve the execution of the connected transaction, the Company is required to obtain approval from the Shareholders' Meeting with no less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders namely Khun Parleerat, as the major shareholder representing 48.23 percent of all shares of the Company, and concurrently the director of the Company and Khun Parleerat is a close relative of the ultimate major shareholder of Planet as defined by the Notifications on Connected Transactions.

The source of funds for execution of the Entire Business Transfer Transaction in the amount of THB 715,000,000, the details of which are as follows:

(1) Dividend from Winchai in the amount of THB 550,000,000 within December 2022; and

(2) Proceeds in the amount of THB 165,000,000, which the Company expects to derive from the issuing and offering of debenture or cash flow of the Company within February 2023.

The details of the Entire Business Transfer Transaction are described in the Information Memorandum of Nova Empire Public Company Limited Re: Acquisition of Assets and Connected Transaction (Enclosure 2 and 3) and the Report of the Independent Financial Advisor's Opinion Re: Acquisition of Assets and Connected Transaction (Enclosure 4).

A representative of the independent financial advisor explained further to the Meeting that after the completion of this transaction, the Company will have a consistent source of income and stable performance in an increased proportion, whereby the Company will be able to recognize additional share of comprehensive income in the proportion of 24.375 percent. which is equal to THB 112.9 – THB 124.8 million, and the return in form of Winchai's dividend according to the increase in shareholding. However, there are disadvantages that must be considered regarding the source of funds for the payment of the first installment of THB 550 million, which comes from the dividend received from Winchai in the proportion of 75.00 percent, amounting to THB 1,004 million in dividends, which will be derived from the entering into an additional loan agreement in the amount of THB 900 million and 2. cash flow from operations of THB 104 million. As a result, the interest-bearing debt-to-equity ratio shall

be increased from 0.7 times to 1.98 times even though Winchai would still have earnings before depreciation, interest, and tax (EBITDA), which results in Winchai's debt service coverage ratio (DSCR) at 1.47 times - 1.72 times, which indicates Winchai's strong creditability to repay the loan with interest.

Therefore, the Independent Financial Advisor is of the opinion that this transaction is reasonable and will benefit the Company's shareholders for the following reasons:

- It is an investment according to the Company's goals, which focuses on expanding investment in renewable energy power plants
- The Company could accept the entire business transfer before payment of 715 million baht and had the right to receive dividends from Winchai in the proportion of 75 percent immediately. Increased in the amount of 245 million baht from this transaction
- Investment in projects that have already started commercial operation with good performance, reducing the risk of unsuccessful project development.

In addition, the Independent Financial Advisor has an opinion that Winchai's firm value is between THB 854.48 – THB 970.84 million, which is higher than the transaction price of 715.00 million baht this time. Winchai in the proportion of 24.375 percent of the total issued and paid-up shares of Winchai through the entire business transfer transaction from Planet at the price of 715.00 million baht. acquisition of assets, reasonableness.

Company Secretary further informed that the Board of Directors has considered to propose this Meeting to consider and approve the acquisition of ordinary shares in Winchai in the amount of 2,413,125 shares by way of acceptance of the entire business transfer from The Planet Y Holding Co., Ltd., and to authorize to the Board of Directors, the Executive Committee, or the Chief Executive Officer, or person authorized by the Board of Directors, or the person authorized by the Executive Committee, or the person authorized by the Chief Executive Officer to consider and take any arrangements necessary for the execution of the Entire Business Transfer Transaction, including negotiate, sign and amend the Entire Business Transfer Agreement, agreements, contracts and other documents relating to the Entire Business Transfer Transaction, determine the rules, conditions and other details necessary for and relating to the Entire Business Transfer Transaction, as necessary and appropriate subject to the applicable laws.

The Board of Directors, excluding interested directors and/or directors who are connected persons in the approval of this transaction, has considered and viewed that the Entire Business Transfer Transaction from Planet with the proportion of 24.375 percent of all issued and paid-up shares of Winchai has conditions and price of such transaction on investment in ordinary shares of such company investing in wind power project are reasonable with the following reasons:

(1) The additional investment in Winchai's ordinary shares is in line with the Company's business expansion plan of focusing on renewable energy business to increase the profitability of the group of companies. Further, the good operating performance of the Romklao Wind Farm Project, a wind power plant project of Winchai, represents its efficiency in generating profit at a high level and meeting the Company's requirements. Therefore, this investment tends to create a good return on investment for shareholders in the long term in the future.

(2) The Board of Directors viewed that Winchai had a stable income from selling electricity to EGAT, which would benefit the Company and its shareholders. After completing this Entire Business Transfer Transaction, the Company will hold a total of 7,425,000 shares in Winchai, or 75.00 percent of the total number of Winchai's shares. In addition, the Company shall have a right to nominate its 3 representative directors out of the totaling 4 directors of Winchai.

(3) At the Board Meeting to consider this transaction, the Board viewed that the sources of funds from the dividend paid from Winchai (comes from cash from operations in the amount of THB

104,000,000 and the Top-up Facility of Winchai in the amount of THB 900,000,000) would enable the Company to receive dividends in the proportion of 75.00 percent of the be-paid dividend or equivalent to THB 753,000,000, which is deemed appropriate. This Transaction shall result in the Company holding 75.00 percent of shares in Winchai, where the Company can recognize the increase of comprehensive income in the proportion of 24.375 percent of Winchai in the Company's consolidated financial statements. In addition, the Company shall receive an increased portion of a dividend payment from Winchai additional proportion of 24.375 percent of Winchai's total shares.

(4) Moreover, the Board viewed that this transaction would benefit shareholders in the long run as the return on investment (IRR) for this transaction is not less than 10.00 percent and higher than the financial cost of this transaction. Besides, the Board also reviewed Winchai's ability to pay a dividend and the ability to repay the principal and interests of its loan facility and found that Winchai's DSCR ratio is in the range of 1.5 – 1.7 times.

The Audit Committee had no other comments different from the opinions of the Board of Directors.

Details appear in Enclosure no.2, 3, and 4.

The Chair then invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

The Company Secretary then asked the Meeting to consider approving the purchase of ordinary shares in Winchai Company Limited in the amount of 2,413,125 shares or 24.375 percent of the total issued ordinary shares through entire business transfer from The Planet Y Holding Co., Ltd., which is an asset acquisition transaction and a connected transaction of the Company. This agenda must be approved with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the votes of shareholders who have an interest.

The Meeting considered and voted as follows:

	(votes)	percent of all votes of the shareholders present at the Meeting and having the right to vote
Agree	51,449,720	100.00
Against	0	0.0000
Abstention	0	0.0000
Not eligible to vote	81,968,783	
Total	133,418,503	100.0000

Note: In this agenda, there was an additional shareholder holding 732,000 shares who attended the Meeting. Therefore, there were total of 31 shareholders representing 133,418,503 shares.

**Resolutions:** The Meeting approved with the vote of not than less three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder with the following resolutions;

(1) Approved the acquisition of ordinary shares in Winchai Company Limited in the amount of 2,413,125 shares or representing 24.375 percent of all issued ordinary shares by way of acceptance of the entire business transfer from The Planet Y Holding Co., Ltd., which is regarded as the Company's acquisition of assets and connected transaction; and

(2) To consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to consider and make any arrangements necessary for the execution of the Entire Business Transfer Transaction, including negotiate and sign any amendment of the Entire Business Transfer Agreement, agreements, contracts and other



documents relating to the Entire Business Transfer Transaction, determine the rules, conditions and other details necessary for and relating to the Entire Business Transfer Transaction, as necessary and appropriate subject to the applicable laws.

**Agenda No. 3 To consider approving the issuance and offering of debenture**

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary clarified that the Company has the aim to issue and offer debenture to accommodate the acquisition of ordinary shares in Winchai as described in the above agenda item 2 and/or to be working capital for operating the ordinary business of the company and/or to repay the debts and/or to refinance loans and/or the Company's and/or affiliated company's debenture and/or to use in an investment of the Company and/or to use in a working capital of the Company to support business expansion of the Company and/or affiliated company or any other objective that the board of directors deemed appropriate. Detail of the debenture are as follows:

<b>Type and category of debenture</b>	All types of debenture in Thai Baht currency and/or debenture in foreign currency, including but not limited to secured debenture, unsecured debenture, senior debenture, subordinated debenture, redeemable debenture, perpetual debenture, debenture with or without debenture's holders representative, callable debenture or puttable debenture. The type of issuing debenture depends on market conditions at the time of offering.
<b>Amount (Issuance limit)</b>	Combining the value of the issued amount of the debenture offering on each time (at face value) with the value not yet redeemed of the Company's debenture (at face value) at any given moment and the amount of the previously approved debenture shall not exceed THB 400 million and/or equivalent in foreign currency.  However, if the issuance of the debenture is for refinancing the issued debenture (issuing a new debenture to repay and/or replace the former debenture), the value of the former debenture, redeeming at the date of issuing the debenture for refinancing, is considered as the redeemed debenture and its value will be reverted to the available capacity the Company can issue and offer the debenture.
<b>Currency</b>	Thai Baht and/or any foreign currency in equivalence.
<b>Objective</b>	To be part of the capital in the acquisition of ordinary shares in Winchai and/or to be working capital for operating the ordinary business of the Company and/or to repay the debts and/or to refinance loans and/or the Company's and/or affiliated company's debenture and/or to use in an investment of the Company and/or to use in working capital of the Company to support business expansion of the Company and/or affiliated company or any other objective that the Board of Directors deemed appropriate.

<b>Interest rate</b>	The rate is suitable to the market condition at the time of issuing and offering the debenture.
<b>Redemption before the Maturity Date</b>	The Company may or may not has the right to pay-off the debenture before the maturity date, and the debenture's holders may or may not have the right to request the Company to pay-off the debenture before the maturity date. It shall be upon the conditions of the related debenture.
<b>Offering method</b>	Either public offering and/or private placement and/or high-net-worth investor and/or institutional investor and/or person and any investor. Can offer to domestic and/or international. It can be a full amount of one-time offering and/or periodic offering and/or project offering. The Company may issue and offer the debenture in replacement of the former issued and offered debenture, if necessary. All in all, the issuance and offering of the debenture shall comply with the regulation on the Securities and Exchange Act B.E. 2535 (1992), Notification of the Capital Market Supervisory Board, Notifications of the Securities and Exchange Commission and/or the notification of the SEC and/or other related authorities which is applicable at the time of the issuance and offering of the debenture (" <b>Related Laws and Regulations</b> ").
<b>Registration of debenture</b>	The Company can register the debenture with the Thai Bond Market Association (" <b>ThaiBMA</b> ") or any agency as appropriate and comply with the Related Laws and Regulations.
<b>Offering Period</b>	Issue and offer within 5 years (B.E. 2565-2569).
<b>Other</b>	<p>The Authorized Director or Chief Executive Officer or person authorized by the Authorised Director or the person authorized by the Chief Executive Officer is authorized to take any arrangements necessary for the issuance and offering of the debenture in order to comply with the Related Laws and Regulations as follow:</p> <ol style="list-style-type: none"> <li>1. Establishing and amending the agreement, condition, and detail of the issuing and offering debenture, for example, type of the debenture, debenture's term, offering price per unit, interest rate, distribution channel, details of the offering, etc. including signing the term of right and duties of issuer and holder of the debenture.</li> <li>2. Negotiate, make an agreement, sign, and amend the agreement, document, or other evidence required and relevant to the issuance and offering of the debenture. Contact with, give information and submit documents and evidence to the SEC, the ThaiBMA, the Bank of Thailand, or any entity or person relevant to the issuance and offering of the debenture. Seeking permission, submitting documents, and contacting relevant organizations, including registering the debenture</li> </ol>

	<p>with the Thai BMA or any secondary market or other organization as appropriate. Carry out any activity related to or necessary to the issuance and offering of the debenture as appropriate.</p> <p>3. Designate financial advisor, legal advisor, underwriter, debenture registrar, debenture's holder representative, credit rating agency, debenture's holder trustee, or any personnel associated with the issuance and offering of the debenture as required by Related Laws and Regulations or as appropriate.</p> <p>4. Perform all necessary and related actions to successfully issue and offer the debenture as appropriate.</p>
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Details appear in the invitation to the Meeting.

The Chair then invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the issuance and offering of debenture as proposed.

Company Secretary informed the Meeting that this agenda item requires approval by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder.

The Meeting considered and voted as follows:

	(votes)	percent of all votes of the shareholders present at the Meeting and having the right to vote
Agree	51,449,720	100.00
Against	0	0.0000
Abstention	0	0.0000
Not eligible to vote	81,968,783	
Total	133,418,503	100.0000

**Resolutions:** The Meeting considered this agenda item and resolved, by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder, to approve the issuance and offering of the debenture in the amount of not greater than THB 400 million or any other currency equivalent to THB 400 million in order to accommodate the acquisition of ordinary shares in Winchai and/or to be working capital for operating the ordinary business of the Company and/or to repay the debts and/or to refinance loans and/or the Company's and/or affiliated company's debenture and/or to use in an investment of the Company and/or to use in working capital of the Company to support business expansion of the Company and/or affiliated company or any other objective that the Board of Directors deemed appropriate as proposed.

**Agenda No. 4 To consider and approve the amendment to Clause 3 of the Memorandum of Association and the Company's objectives**

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary informed the Meeting that the Company had set its vision of focusing on investment in all forms of energy business throughout the supply chain. As a result, setting the objectives that cover the operation in the energy business is a preparation for the new opportunity. In some areas, it is necessary to set clear objectives, such as trading products that generate energy or refuel service stations. However, amending the objectives of the Company will need to amend the Memorandum of Association, which must be approved by the Shareholders' Meeting in accordance with the law; therefore, it is proposed to this Extraordinary General Meeting Of Shareholders for approval so the Company is able to operate the business of trading products that generate energy including fuel service stations in future. For this reason, the Company must amend the Company's Memorandum of Association to be consistent with the amendment of the Company's objective by amending the text as follows:

The Memorandum of Association is as follows

"There are 37 objectives of this Public Company Limited, as shown in 4 pages of the documents attached to this certificate with the signature of the registrar who certifies the documents".

Adding no. 37 of the Company Objection as follows

"(37) Operating a business in trading fuel, coal, other products that generate energy and fuel service stations."

Additionally, The Board of Directors' Meeting resolved to propose the Meeting to consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to proceed with the registration of the amendment of the Company's objective and 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, as per the proposed details in all respects.

Details appear in the invitation to the Meeting.

The Chair then invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the amendment of the Company's objective and the Memorandum of Association Clause 3 as proposed.

Company Secretary informed the Meeting that this agenda item requires approval by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The Meeting considered and voted as follows:

	(votes)	percent of all votes of the shareholders present at the Meeting and having the right to vote
Agree	133,418,503	100.00
Against	0	0.0000
Abstention	0	0.0000
Total	133,418,503	100.0000

**Resolutions:** The Meeting considered this agenda item and resolved, by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder, to approve the amendment of the Company's objective and the Memorandum of Association as proposed, and to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to proceed with the registration of the amendment of the Company's objective and 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, as per the proposed details in all respects as proposed.

**Agenda No. 5 To consider other matters (if any)**

The Chair informed the Meeting that none of any other agenda is to be further considered.

The Chair opened the floor for shareholders to ask any questions.

Question: Mr. Muangthong Sathiansakphong, a shareholder, asked whether there is any plan to increase the production capacity of the Romklao Wind Farm Project within 3-5 years in the future and whether would it be possible for the Romklao Wind Farm Project to build up more wind turbines to improve production capacity?

Answer The management clarified that the Romklao Wind Farm Project would not increase production capacity because the power purchase agreement has already specified the exact amount, approximately 45 megawatts. However, if the Company would like to increase its production capacity in the future, Company would need to consider investing in new projects.

Question: Mr. Muangthong Sathiansakphong, a shareholder, inquired about the future support plan of the Romklao Wind Farm Project when the Adder Contract expires.

Answer The management clarified that although the Adder Contract will be expired in the future, Winchai will continue to perform positively considering the estimation of the electricity generation capacity and the cost of electricity production at that time.

There were no further questions or comments from the shareholders.

The Chair thanked the shareholders for attending the Meeting, sharing their valuable views with the Company, and declared the Meeting adjourned.

The Meeting was adjourned at 14:55 hrs.

Signed \_\_\_\_\_ -signature- \_\_\_\_\_ Chair of the Meeting  
(Mr. Niti Jungnithirundr)  
Vice Chairman of the Board of Directors

Signed \_\_\_\_\_ -signature- \_\_\_\_\_  
(Mr. Wongwiwat Hema)  
Company Secretary / Minutes Taker

Profiles of retiring directors nominated for election as directors of the Company for another term of office

**Name** Dr. Ratana Sithiprasasna

**Age** 61 years old

**Nationality** Thai

**Current directorship** Independent Director, Audit Committee, Nomination Remuneration and Corporate Governance Committee

**Type of proposed directorship** Independent Director

**Shareholding in the Company** None

**Education** Doctor of Philosophy Program in Tropical Medicine, Mahidol University  
Master of Science Program in Entomology, University of California Davis, USA  
Bachelor of Science Program in Zoology, Chulalongkorn University

**Training** Risk Management Program for Corporate Leaders (RCL) Class 2565 , Thai Institute of Directors  
Director Accreditation Program (DAP) Class 2563 , Thai Institute of Directors

**Experience**

**Listed Company** None

**Non-listed Company**

Period of Time	Position	Organizational Name
1998-2006	Medical Research Specialist	US Army Medical Component, Armed Forces Research Institute of Medical Sciences
1986-1997	Medical Researcher	US Army Medical Component, Armed Forces Research Institute of Medical Sciences

**Other business that may have a conflict of interests with the Company** None

**Director tenure** 2 years 8 months (appointed on 17 August 2020)

**Meeting Attendance in 2022** Board of Director Meeting 8/8  
Audit Committee Meeting 5/5  
Nomination Remuneration and Corporate Governance Committee 2/2

**Company/Subsidiaries/Associates or any other entities that may**

- Not Involving in management of salary staff, employees or consultants of the Company.

have a conflict of interests during  
the past 2 years

- Not a professional service provider (e.g. auditor, legal advisor)
- Controlling entities had no business relationship with the Company or Company's subsidiaries in relation to purchasing/sale of raw material/goods/service, lending/loan which all of those can be considered as the supporting business with the comparable general condition)



**Name** Assoc Prof. Dr. Punchada Sirivunnabood

**Age** 45 years old

**Nationality** Thai

**Current directorship** Independent Director, Audit Committee, Chairpersion of the Nomination Remuneration and Corporate Governance Committee

**Type of proposed directorship** Independent Director

**Shareholding in the Company** None

**Education** Doctor of Political Science, Northern Illinois University  
Master of Political Science, Ohio University  
Bachelor of Political Science, Chulalongkorn University

**Training** Risk Management Program for Corporate Leaders (RCL) 2565 , Thai Institute of Directors  
Advanced Audit Committee Program (AACP) 2565 , Thai Institute of Directors  
Director Accreditation Program (DAP) ๒๕๖๓ , Thai Institute of Directors

**Experience**

**Listed Company** None

**Non-listed Company**

Period of Time	Position	Organizational Name
2010-Present	Associate Professor	Mahidol University
2016-2017	Accounting and Finance Department Manager	Laguna Holiday Club Company Limited
2009-2016	Audit Department Manager	Pricewaterhousecoopers ABAS Limited

**Other business that may have a conflict of interests with the Company** None

**Director tenure** 2 year and 8 months (appointed on 18 August 2020)

**Meeting Attendance in 2022** Board of Director Meeting 8/8  
Audit Committee Meeting 5/5  
Nomination Remuneration and Corporate Governance Committee 2/2

Company/Subsidiaries/Associates or any other entities that may have a conflict of interests during the past 2 years

- Not Involving in management of salary staff, employees or consultants of the Company.
- Not a professional service provider (e.g. auditor, legal advisor)
- Controlling entities had no business relationship with the Company or Company's subsidiaries in relation to purchasing/sale of raw material/goods/service, lending/loan which all of those can be considered as the supporting business with the comparable general condition)

# Auditor



Supachai Phanyawattano

Senior Partner, Assurance | Thailand

Certified Public Accountant (Thailand) No. 3930

## Profile

- Supachai has over 35 years of extensive experience with EY Thailand serving a wide range of audit clients both listed and other local and multinational companies.

## Qualification and Education

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- Member of the Federation of Accounting Professions of Thailand
- Bachelor's degree in Accounting from Kasetsart University and Master's degree in management from Sasin Business School of Chulalongkorn University.

## Professional Experiences

- He has been in charge of the audits of listed groups in Thailand for over 35 years. He has also been the audit partner for the Thai subsidiaries of numerous large multinationals and has worked extensively as part of global audit teams. He has comprehensive experience covering agriculture, food, consumer products - retail & wholesale, healthcare, real estate, power and utilities, automotive, telecommunication and servicing sectors.
- He has also been involved in the initial public offerings and conducted due diligence assignments in various industries.



Isarapom Wisutthiyon

Partner, Assurance | Thailand

Certified Public Accountant (Thailand) No. 7480

### Profile

- Isarapom has been in public accounting practice in Thailand with EY for over 25 years.

### Qualification and Education

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- Member of the Federation of Accounting Professions of Thailand
- Bachelor's degree in Accounting from Assumption University

### Professional Experiences

- She has extensive experience serving a wide range of audit clients, both listed and other local and multinational companies. She has also been involved in the initial public offerings (IPO).
- She has comprehensive experience covering power & utilities, steel, property development, transportation, telecommunication, industrial product, consumer products - retail, insurance, hotel and servicing sectors.



Preecha Arunnara

Partner, Assurance | Thailand

Certified Public Accountant (Thailand) No. 5800

### Profile

- Preecha has been in public accounting practice in Thailand with EY for over 20 years

### Qualification and Education

- Certified Public Accountant (Thailand)
- Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- Fellow of the Federation of Accounting Professions
- Bachelor's degree in Accounting from Chulalongkorn University
- Master's degree in Business Economics from Thammasat University

### Professional Experiences

- He has extensive experience serving a wide range of audit clients, both listed and other local and multinational companies. He has also been involved in the initial public offerings (IPO).
- He has comprehensive experience covering oil & gas, petrochemical, consumer products - retail & wholesale, manufacturing and servicing sectors.

Required Documents

For the attendance to the Extraordinary General Meeting of Shareholders No.1-2564

1. **The shareholder attends the meeting by himself/herself**

Please present the Identity card or the Official identification card or the driving license or any card that show the picture of the shareholder and the Registration Form, then proceed in accordance with

2. **In case of Proxy**

2.1 The proxy must show his/her Identity card or the Official identification card or the driving license or any card that show the picture of the proxy and the Registration Form.

2.2 The Grantor, individual person, must sign in the proxy form in the same manner as in his/her copy of the Identity card or the Official identification card or the driving license or any card that show the picture of the Grantor. Such paper should be attached to the proxy form and submitted to the company prior to the attendance to the meeting.

2.3 The Grantor, juristic person, must sign in the proxy form in the same manner as in the company's certificate showing name of authorized signatories. Such paper should be attached to the proxy form and submitted to the company prior to the attendance to the meeting.

3. The company will not permit the shareholder or the proxy to attend the meeting in case that he/she cannot show any evidence as specify in the above mention.

หนังสือมอบฉันทะ (แบบ ข.)  
Proxy (Form B.)

ปิดอากรแสตมป์ 20 บาท  
Duty Stamp 20 Baht

เลขทะเบียนผู้ถือหุ้น .....  
Shareholder's Registration No.

เขียนที่ .....  
Written at  
วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ .....  
I/We ..... nationality  
อยู่บ้านเลขที่ .....  
Address

(2) เป็นผู้ถือหุ้นของบริษัท โนวา เอ็มไพร์ จำกัด (มหาชน) ("บริษัท")  
being a shareholder of Nova Empire Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
holding the total amount of ..... shares and have the rights to vote equal to ..... votes as follows  
 หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
ordinary share ..... shares and have the rights to vote equal to ..... votes  
 หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
preference share ..... shares and have the rights to vote equal to ..... votes

(3) ขอมอบฉันทะให้  
Hereby appoint

1. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
Name age years, residing at  
ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Province Postal Code Or

2. ชื่อ ..... รัตนา สิทธิประศาสน์ อายุ 61 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30  
Name Mrs. Ratana Sithiprasasna age 61 years, residing No. 88 Soi Bangna-Trad 30  
ถนน ..... เขต ..... ตำบล/แขวง ..... บางนาใต้ ..... อำเภอ/เขต ..... บางนา  
Road Debaratana Tambol/Khwaeng Bangna Tai Amphur/Khet Bangna  
จังหวัด ..... กรุงเทพมหานคร รหัสไปรษณีย์ ..... 10260  
Province Bangkok Postal Code 10260

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566  
ในวันพุธที่ 26 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปใน  
วัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders  
on Wednesday, 26 April 2023 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting  
B.E.2563, or such other date, time and place if the meeting is rescheduled.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

- วาระที่ 1**      **รับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565**
- Item No. 1**      **Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022**
- (ก)      ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a)      To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข)      ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b)      I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 
- วาระที่ 2**      **รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2565**
- Item No. 2**      **Acknowledgement of the Annual Report on the business operation of the Company for 2022**
- (ก)      ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a)      To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข)      ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b)      I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 
- วาระที่ 3**      **พิจารณาอนุมัติงบการเงินของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565**
- Item No. 3**      **Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2022**
- (ก)      ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a)      To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข)      ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b)      I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 
- วาระที่ 4**      **อนุมัติการจ่ายเงินปันผลประจำปี 2562**
- Item No. 4**      **Approval of an omission of annual dividend payments for 2022**
- (ก)      ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a)      To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข)      ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b)      I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |



วาระที่ 5 อนุมัติการแต่งตั้งกรรมการที่ครบรอบออกจากตำแหน่งตามวาระจำนวน 2 คน และลดจำนวนกรรมการจากเดิมกำหนดไว้ 9 คน เป็น 8 คน

Item No. 5 Approval of the re-election of the 2 (out of three) retiring directors and reduce the director seat from 9 to 8

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- กรณีแต่งตั้งกรรมการทั้งหมด  
Approve the appointment of all directors
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
- กรณีแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้  
Approve the appointment of each director listed below
1. ดร. รัตนา สิทธิประศาสน์  
Dr. Ratana Sithiprasana
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
2. รศ.ดร.พรณชญา ศิริวรรณบุศย์  
Assoc. Prof. Dr. Punchada Sirivunnabood
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 6 อนุมัติค่าตอบแทนกรรมการสำหรับปี 2566

Item No. 6 Approval of the remuneration of directors for 2023

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 7 ให้สัตยาบันสำหรับค่าสอบบัญชีสำหรับปี 2565 เพิ่มเติมจากที่ได้ขออนุมัติไว้เดิม

Item No. 7 Ratification of the additional auditor fee for the year 2022

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2566

Item No. 8 Approval of the appointment of auditors of the Company and fixing their remuneration for 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 9 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy vote for any item on this agenda is not in accordance with this form, it shall be considered invalid.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not specified my/our voting intention for any item on this agenda or not specified my/our voting intention clearly or if the meeting considers any additional matters or proposals not listed on the foregoing mentioned agenda including any amendment or addition, the proxy shall have the right to consider these matters and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/we have given on this form.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

**หมายเหตุ / Remarks :**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
2. วาระเลือกตั้งกรรมการผู้ถือหุ้นสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคลก็ได้  
In the item on the election of directors, the proxy must choose either the election of the candidates as a whole or each candidate individually.
3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ  
If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form B as attached.

## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

### Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โนวา เอ็มไพร์ จำกัด (มหาชน)

This supplemental proxy is granted by a shareholder of Nova Empire Public Company Limited.

ในการประชุมประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่พุธที่ 26 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of Shareholders on Wednesday, 26 April 2023, at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, or such other date, time, and place if the meeting is rescheduled., or such other date, time and place if the meeting is rescheduled.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Item No.

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Item No.

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Item No.

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง **เลือกตั้งกรรมการ (ต่อ)**

Item No.

Re: To consider and approve the appointment of directors (if any)

ชื่อกรรมการ

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

ชื่อกรรมการ

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

ชื่อกรรมการ

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

หนังสือมอบฉันทะ (แบบ ก.)  
Proxy (Form C.)

ปิดอากรแสตมป์ 20 บาท  
Duty Stamp 20 Baht

เลขทะเบียนผู้ถือหุ้น .....  
Shareholder's Registration No.

เขียนที่ .....  
Written at  
วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ .....  
I/We ..... nationality  
อยู่บ้านเลขที่ .....  
Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น ให้กับ .....  
As a Custodian for  
ซึ่งเป็นผู้ถือหุ้นของของบริษัท โนวา เอ็มไพร์ จำกัด (มหาชน) ("บริษัท")  
being a shareholder of Nova Empire Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม .....	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ .....	เสียง ดังนี้
holding the total amount of	shares	and have the rights to vote equal to	votes as follows
<input type="checkbox"/> หุ้นสามัญ .....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ .....	เสียง
ordinary share	shares	and have the rights to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ .....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ .....	เสียง
preference share	shares	and have the rights to vote equal to	votes

(2) ขอมอบฉันทะให้  
Hereby appoint

1. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
Name age years, residing at  
ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Province Postal Code Or

2. ชื่อ ..... รัตนา สิทธิประศาสน์ อายุ 61 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30  
Name Mrs. Ratana Sithiprasasna age 61 years, residing No. 88 Soi Bangna-Trad 30  
ถนน ..... เทพรัดน ตำบล/แขวง ..... บางนาใต้ ..... อำเภอ/เขต ..... บางนา  
Road Debaratana Tambol/Khwaeng Bangna Tai Amphur/Khet Bangna  
จังหวัด ..... กรุงเทพมหานคร รหัสไปรษณีย์ ..... 10260  
Province Bangkok Postal Code 10260

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566  
ในวันพุธที่ 26 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปใน  
วัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders  
on Wednesday, 26 April 2023 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting  
B.E.2563, or such other date, time and place if the meeting is rescheduled.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
The Proxy may authorize for total holding shares and voting right.

มอบฉันทะบางส่วน คือ  
The Proxy may authorize for some of total holding shares as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes  
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด \_\_\_\_\_ เสียง  
Total voting right votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565

Item No. 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve vote Disapprove vote Abstain vote

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2565

Item No. 2 Acknowledgement of the Annual Report on the business operation of the Company for 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve vote Disapprove vote Abstain vote

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Item No. 3 Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve vote Disapprove vote Abstain vote

วาระที่ 4 **อนุมัติการงดจ่ายเงินปันผลประจำปี 2565**

Item No. 4 **Approval of an omission of annual dividend payments for 2022**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

วาระที่ 5 **อนุมัติการแต่งตั้งกรรมการที่ครบรอบออกจากตำแหน่งตามวาระจำนวน 2 คน และลดจำนวนกรรมการจากเดิมกำหนดไว้ 9 คน เป็น 8 คน**

Item No. 5 **Approval of the re-election of the 2 (out of three) retiring directors and reduce the director seat from 9 to 8**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- กรณีสั่งตั้งกรรมการทั้งหมด
- Approve the appointment of all directors
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |
- กรณีสั่งตั้งกรรมการเป็นรายบุคคล ดังนี้
- Approve the appointment of each director listed below
1. ดร. รัตนา สิทธิประชาสน์  
Dr. Ratana Sithiprasana
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |
2. รศ.ดร.พรรณฆา ศิริวรรณบุศย์  
Assoc. Prof. Dr. Punchada Sirivunnabood
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

วาระที่ 6 **อนุมัติค่าตอบแทนกรรมการสำหรับปี 2566**

Item No. 6 **Approval of the remuneration of directors for 2023**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

วาระที่ 7 ให้สัตยาบันสำหรับค่าสอบบัญชีสำหรับปี 2565 เพิ่มเติมจากที่ได้ขออนุมัติไว้เดิม

Item No. 7 Ratification of the additional auditor fee for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2566

Item No. 8 Approval of the appointment of auditors of the Company and fixing their remuneration for 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 9 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy vote for any item on this agenda is not in accordance with this form, it shall be considered invalid.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not specified my/our voting intention for any item on this agenda or not specified my/our voting intention clearly or if the meeting considers any additional matters or proposals not listed on the foregoing mentioned agenda including any amendment or addition, the proxy shall have the right to consider these matters and vote on my/our behalf as he/she may deem appropriate in all respects.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/we have given on this form.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

**หมายเหตุ / Remarks :**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
2. วาระเลือกตั้งกรรมการผู้ถือหุ้นสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคลก็ได้  
In the item on the election of directors, the proxy must choose either the election of the candidates as a whole or each candidate individually.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค ตามแนบ  
If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form C as attached.

## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

### Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โนวา เอ็มไพร์ จำกัด (มหาชน)

This supplemental proxy is granted by a shareholder of Nova Empire Public Company Limited.

ในการประชุมประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่พุธที่ 26 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of Shareholders on Wednesday, 26 April 2023 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, or such other date, time and place if the meeting is rescheduled., or such other date, time and place if the meeting is rescheduled.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Item No.

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Item No.

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Item No.

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

วาระที่ \_\_\_\_\_ เรื่อง **เลือกตั้งกรรมการ (ต่อ)**

Item No.

Re: To consider and approve the appointment of directors (if any)

ชื่อกรรมการ

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

ชื่อกรรมการ

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

ชื่อกรรมการ

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote                                  | Disapprove vote                                  | Abstain vote                                    |

Information of directors proposed by the company as a proxy

**Name-Surname:** Dr.Ratana Sithiprasasna

**Position:** Independent Director, Member of the Audit Committee, Member of the Nomination Remuneration and Corporate Governance Committee

**Family relationship with other directors:** None

**Nationality:** Thai

**Number of Shareholding:** None

**Interest at any agenda item:** None

**Highest academic qualifications:** Ph.D. in Tropical Medicine, Mahidol University

**IOD Training Program:**

Risk Management Program for Corporate Leaders (RCL) 2565

Directors Accreditation Program (DAP) Class of 177/2020

**Current positions in other companies or organizations:** None

**Any business matters that may cause conflict with the Company.:** None

**Attendance at the Board of Directors Meeting in the past year:** 8/8

**Attendance at the Audit Committee Meeting in the past year:** 5/5

**Director Tenure:** from 17 August 2020 (2 years 8 months)

Articles of Association: Shareholder's Meetings

36. In a shareholders' meeting, there must be at least 25 shareholders or one-half of the total shareholders and holding not less than one-third of the total shares issued present in persons or by proxies (if any) in order to constitute a quorum.

If within an hour from the time fixed for the shareholders' meeting, the quorum prescribed by the first paragraph is not constituted, the meeting, if called upon the requisition of the shareholders, shall be dissolved. If such meeting is called other than by the shareholders' requisition, another meeting shall be called and a notice of the meeting shall be sent to the shareholders at least 7 days prior to the meeting date. At such meeting, no quorum shall be necessary.

37. In any shareholders' meeting, a shareholder is entitled to appoint a proxy to represent him at the meeting and have the right to vote.

The instrument appointing a proxy shall be in written and signed by the shareholder appointing the proxy in accordance with a form as prescribed by the Public Company Registrar and shall at least have the following particulars:

- a) the amount of shares held by such shareholder;
- b) the name of the proxy;
- c) the meeting for which the proxy is appointed to attend and vote.

Such instrument appointing the proxy shall be submitted to the chairman or the person authorised by the chairman prior to the proxy attending the meeting.

38. In the event the meeting has not completed its consideration for the agenda prescribed in the notice of the meeting or for matters raised by the shareholders holding not less than one-third of the total shares issued and it is necessary that the consideration be adjourned, the meeting shall fix place, date, and time for the next meeting and the board of directors shall give a notice of the meeting indicating the place, date, time, and agenda to shareholders of not less than 7 days prior to the meeting date. The said notice shall also be published in a newspaper with at least 3 days prior to the meeting date.

39. The chairman of the board of directors shall be the chairman for the shareholders' meeting. In the event the chairman is not present or is unable to discharge his duties, vice-chairman, if any, shall serve as the chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the shareholders present shall elect one of their members to be the chairman.

40. In every shareholders' meeting, all shareholders shall have one vote for each share.

A shareholder who has a special interest in any resolution may not vote on such resolution, except for the election of directors.


A resolution of any shareholders' meeting shall be passed by majority votes of all shareholders attending the meeting and having the right to vote, except for the following cases where a resolution of not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote is required:

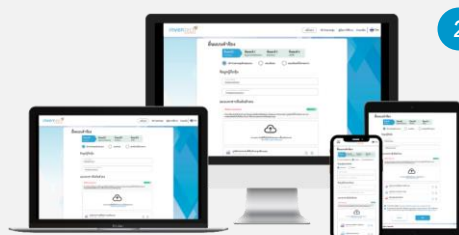
- a) the sale or transfer of the Company's business whether in whole or in substantial part to any other person;
- b) the purchase or acceptance of any transfer of the business of other public or private companies; and
- c) the enter into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the Company's business, an assignment to any person for the management of the Company's business, or the merger with any other person for the purpose of profit and loss sharing.

## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inv.inventech.co.th/NOVA123624R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
  - Step 1 Fill in the information shown on the registration page
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 19 April 2023 at 8:30 a.m. and shall be closed on 26 April 2023 Until the end of the meeting.


3. The electronic conference system will be available on 26 April 2023 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by **25 April 2023 at 5.00 p.m.** Nova Empire PLC.

Company Secretary Office, No.88, Soi Bangna-Trad 30, Debratana Road,  
Bangna-Tai Sub-district, Bangna District, Bangkok, Thailand, 10260

### If you have any problems with the software, please contact Inventech Call Center

 02-931-9138

 @inventechconnect

 The system available during 19 – 26 April 2023 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**



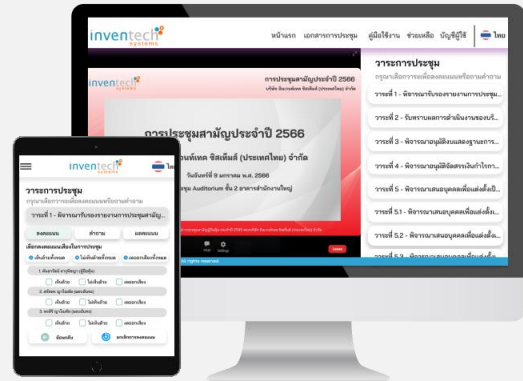
Report a problem

@inventechconnect

## Step voting process (e-Voting)

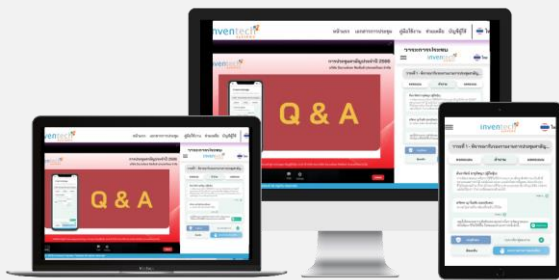
### Use Cases PC/Laptop and Mobile/iPad

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
  - Type the question then click “Send”
- 2 Ask the question via video
  - Click on “Conference”
  - Click on “OK” for confirm your queue
  - Please wait for the queue for you then your can open microphone and camera

## How to use Inventech Connect



User Manual e-Request



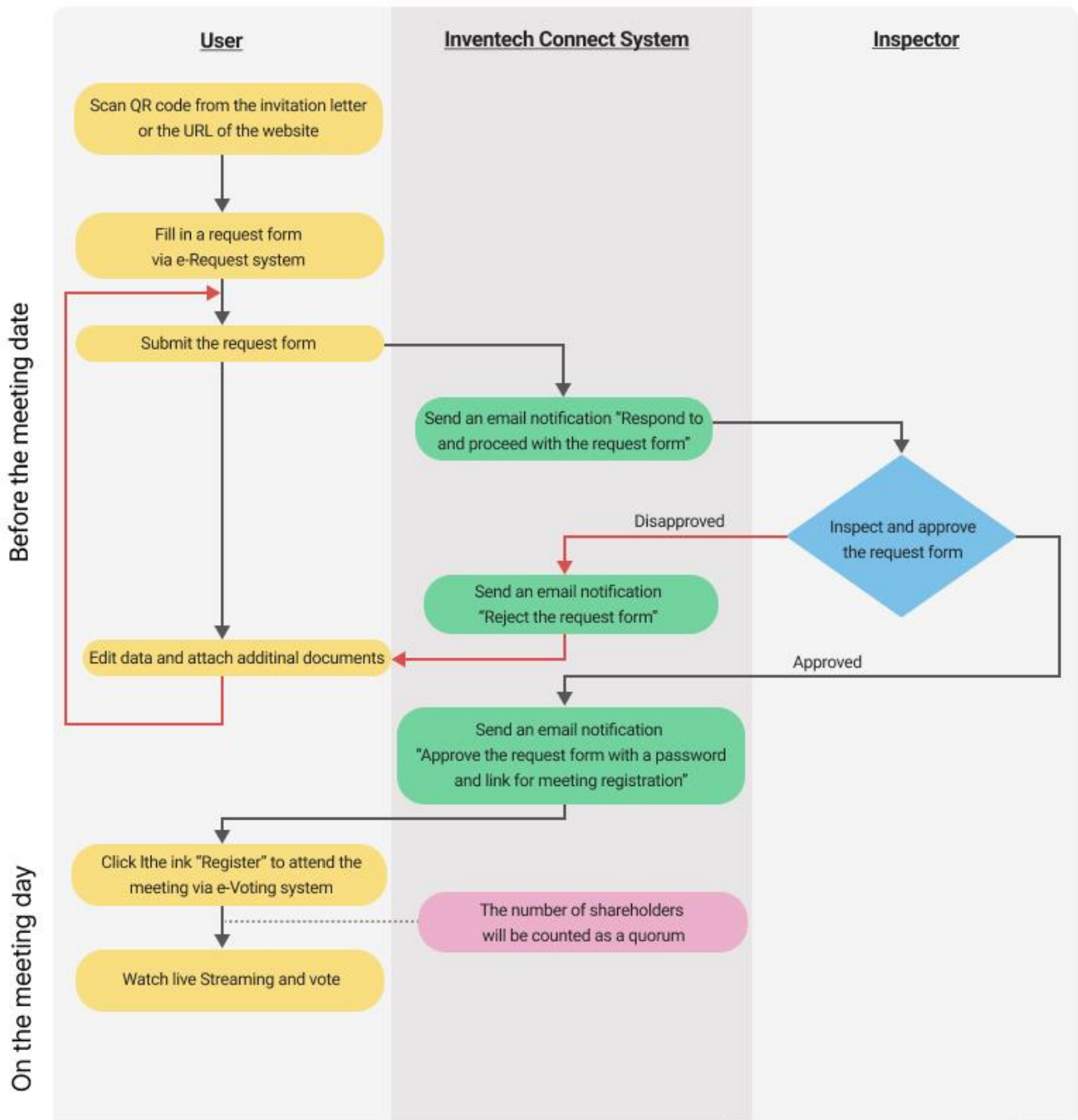
User Manual e-Voting

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

\*\* The system does not supported internet explorer.

## Guidelines for attending of Electronic Meeting



### System Usage Conditions

**In case of merging / changing accounts**

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account , he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

**In case of leaving the meeting**

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinishedagenda items meeting base.