

Company Registration Number: 0107537001714

15 April 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2024

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. 1/2024 (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 2023 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. 7)

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 2024 Annual General Meeting of Shareholders (the "Meeting") on 30 April 2024 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. 1/2024

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. 1/2024 held on 30 January 2024 because they were accurately recorded. A copy of the said minutes is set out in Enclosure 1.

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 2023

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 2023 as details set out in Form 56-1 or One Report for the year 2023 Enclosure 2.

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

Agenda 3 Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2023

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 2023, 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 2023.

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 2023, as details are shown in Form 56-1 or One Report for the year 2023 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	
	2023	2022	Increase/ (Decrease)	%
Revenue from continued operation - Sale of electricity	55.89	54.94	0.95	2%
Gross Profit	18.34	19.19	(0.85)	(4%)
Gain on change in status of investment	-	59.89	(59.89)	(100%)
Gain on bargain purchase	-	6.04	(6.04)	(100%)
Other income (Other expenses)	(2.18)	2.87	(5.05)	(176%)
Administrative expenses	(49.85)	(54.50)	(4.65)	(9%)
Operating profit (loss)	(33.69)	33.49	(67.18)	(201%)
Finance cost	(34.36)	(29.68)	4.68	16%
Income tax benefit (expenses)	(0.07)	0.39	(0.46)	(118%)

Summary of Operating Result

Unit: Million Baht

for the year ended 31 December	Consolidated financial statements		Change	
	2023	2022	Increase/ (Decrease)	%
Profit for the year from continued operation	(68.12)	4.20	(72.32)	(1,722%)
Profit for the year from discontinued operation	468.87	440.85	46.02	10%
Profit for the year	418.75	445.05	(26.30)	(6%)
Total comprehensive income for the year	403.82	431.73	(27.91)	(6%)
Profit attributable to:				
Equity holders of the Company	297.71	240.30	57.41	24%
Non-controlling interests of the subsidiaries	121.03	204.75	(83.72)	(41%)
Comprehensive income attributable to:				
Equity holders of the Company	286.52	231.32	55.20	24%
Non-controlling interests of the subsidiaries	117.30	200.40	(83.10)	(41%)
Key Financial Ratio				
Gross Profit Margin (%)	33%	35%		
Operating Profit Margin (%)	(60%)	61%		
Net Profit Margin (%)	(122%)	8%		

Basic Earnings per Share

Unit: Baht

for the year ended 31 December	Consolidated financial statements		Change	
	2023	2022	Increase/ (Decrease)	%
Earnings per share from continued operation	(0.40)	0.03	(0.43)	(1,433%)
Earnings per share from discontinued operation	2.15	1.40	0.75	54%
Total profit attributable to equity holders of the Company	1.75	1.43	0.32	22%

Summary of Financial Position

Unit: Million Baht

	Consolidated		Change	
	31 December 2023	31 December 2022	Increase/(Decrease)	%
Current assets	5,105.43	454.71	4,650.72	1,023%
Non-current assets	420.32	5,218.82	(4,798.50)	(92%)
Total assets	5,525.75	5,673.53	(147.78)	(3%)
Current liabilities	2,961.89	621.00	2,340.89	377%
Non-current liabilities	125.77	2,678.15	(2,552.38)	(95%)
Total liabilities	3,087.66	3,299.15	(211.49)	(6%)
Total shareholder's equity	2,438.09	2,374.38	63.71	3%
Key Financial Ratio				
Return on assets (%)	7.58%	7.84%		
Return on equity (%)	17.18%	18.74%		
Liquidity ratio (time)	1.72	0.73		

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 2023, and to inform the meeting of the previous paid interim dividend payment

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 2023, the Board of Directors at Special Meeting no.1/2023 resolved to approve the payment of the interim dividend in a form of cash, and derived from the operating results and retained profits of the Company according to the Company's financial Statements ending on June 30, 2023, which has been reviewed by the company's auditor. At such period, the Company has accumulated profits of THB 1,120,100,000. The Company paid interim dividends to the Company's shareholders at the rate of THB 1.11 per share, totaling THB 188,643,416.64.

However, considering the net profit from the Company's operating results in the 2023 Consolidated Financial Statements after the interim dividend has been paid, and to prompt the Company for opportunities to expand its business further. The Board of Directors then resolved to approve the omission to the annual dividend

payment for 2023 and have it submitted to the 2024 Annual General Meeting of Shareholders for approval. However, the Company may consider paying an interim dividend to shareholders in the future, when it is seen that the Company has sufficient, consistent profits and sufficient cash flow.

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

- | | |
|--------------------------------|--|
| 1. Mr. Niti Jungnitnirundr | Independent Director / Vice Chairman |
| 2. Mr. Sudwin Panyawongkhanthi | Independent Director / Chairman of the Audit Committee / Member of the Risk Management Committee |
| 3. Ms. Parleerat Panboonhom | Director / Member of the Risk Management Committee |

The Nomination Remuneration and Corporate Governance Committee (without the director having an interest in this matter) considers and nominates appropriate candidates to be elected as directors of the Company based on their qualifications, experience, and performance. In addition, persons nominated for election as independent directors are capable of expressing their opinions independently. The Nomination and Remuneration Committee views that all three retiring directors are able to fulfill the existing Board Skill Matrix in Business Development, Strategy Planning, Finance and Accounting, Risk Management, and Corporate Governance and Sustainable Development perspectives. Therefore, the Nomination Remuneration and Corporate Governance Committee deems it appropriate to propose all three retiring directors be elected as directors for another term of office.

In this regard, on 24 January 2023, 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 24 January 2023 to 26 February 2023. No shareholder nominated a person to be elected at the shareholders' meeting during this period.

Opinion of the Board of Directors: The Board of Directors (without all three directors who are due to retire by rotation at the Annual General Meeting of Shareholders for the year 2024), considered the recommendation of the Nomination Remuneration and Corporate Governance Committee, taking into consideration the appropriateness and the best interests of the Company, and was of the view that all of the aforementioned directors, including the independent director, who are due to retire by rotation, have all the qualifications and do not possess any prohibited characteristics prescribed by law. They are qualified, knowledgeable, competent, and have a clear vision and extensive experience, which is beneficial to the business operations of the Company. In this regard, the persons, who are nominated to be the independent directors of the Company, are capable of expressing their opinions independently in accordance with relevant regulations. Shareholders are recommended to re-elect all three aforementioned directors who are due to retire by rotation to be the directors of the Company for the same positions for another term of office. This is in accordance with the criteria on the nomination of directors of the Company.

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

Voting: To comply with the principles of good corporate governance and best practices of listed companies, voting on 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 2024

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 2024 is still 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 maintain the policy and rate of remuneration for the directors for the year 2022 the same as the previous year 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				
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 2024 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 Approval of the appointment of auditors of the Company and fixing their remuneration for 2024

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. Employees, employees, 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 2024, 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 and 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 2024:

1. Miss Isaraporn Wisutthiyarn Certified Public Accountant No. 7480 or;
2. Mr. Preecha Arunnara Certified Public Accountant No. 5800 or;
3. Ms. Sirirat Sricharoensub Certified Public Accountant No. 5419

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 to 2023 (there will be the fourth consecutive year if the meeting approves).

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 2024 amounting to THB 990,000 (same rate of the previous year's), while out-of-pocket expense shall not exceed THB 100,000 per year. EY Office shall be the auditor for all 12 subsidiaries of the Company, while the 2024 audit fee for all 12 subsidiary companies totaling THB 1,335,000, and the audit fee for the audit relevant to the investment promotion certificate of the subsidiaries of THB 200,000, while out of pocket expense shall not exceed THB 100,000 per year). In addition, no non-audit fee has been paid to the auditor for the year 2023.

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 8 Other matters (if any)

Please attend the meeting in the date and time accordingly.

Yours faithfully,

-sign-

Mr.Niti Jungnithirundr

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 2024 Annual General Meeting of Shareholders was on 5 April 2024, 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 24 January 2024 to 26 February 2024. Proposals and nominations by the shareholders must be in accordance with the regulations 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 from shareholders in accordance with the Company's regulations.

The registration and voting counting for the 2024 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 23-30 April 2024 from 8:30 a.m. to 5:30 p.m. working business day only).

Shareholders may appoint an independent director of the Company 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 26 April 2024:

Shareholders may download the Invitation to the Annual General Meeting of Shareholders for the year 2024, including the relevant meeting documents and Proxy Forms, at the Company's website, 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

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024
of
Nova Empire Public Company Limited

Nova Empire Public Company Limited ("the Company") had held the Extraordinary General Meeting of Shareholders No.1/2024 (the "**Meeting**") on 30 January 2024, 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:

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| 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 / Risk Committee Member |
| 4. | Dr. Ratana Sithiprasana | Independent Director / Audit Committee Member / Nomination Remuneration and Governance Committee Member |
| 5. | Prof. Dr. Puchada Sirivunnabood | Independent Director / Audit Committee / Chairman of the Nomination Remuneration and Governance Committee / Chairman of the Risk Committee (attended the Meeting through electronic media) |
| 6. | Dr. Prasit Kanchanasakdichai | Director (attended the Meeting through electronic media) |
| 7. | Miss Sukanya Tipmanee | Director / Nomination Remuneration and Governance Committee Member (attended the Meeting through electronic media) |

Director absent:

- | | | |
|----|----------------------|----------|
| 1. | Mr. Tossri Khowsurat | Director |
|----|----------------------|----------|

Executives and Advisors in attendance:

- | | | |
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| 1. | Miss Pornpassorn Chaipinyo | Chief Finance and Accounting Officer |
| 2. | Mr. Kongkoch Yongsavasdikul | Legal Advisor from Kudan & Partners Co., Ltd. |
| 3. | Miss Darin Kanchana | Independent Financial Advisor from Optasia Capital Co., Ltd. |
| 4. | Miss Kornkanok Jiracharat | Independent Financial Advisor from Optasia Capital Co., Ltd. |
| 5. | Mr. Nattanan Kitchawan | Financial Advisor from the Borealis Advisory Co., Ltd |
| 6. | Mr. Wongwiwat Hema | Company Secretary |

Company Secretary welcomed and thanked the shareholders for their participation in the Extraordinary General Meeting of Shareholders No.1/2023 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.2/2023 (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (Section 89/26) on 8 January 2024.

Company Secretary informed the Meeting that at 14.00 hours, 3 shareholders attended the Meeting in person and 43 by proxy, which is 46 persons in total, equal to 169,949,024 shares from the total issued and paid-up shares in the Company or 92.7802%, 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.1/2024 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.1/2024 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 2023 Annual General Meeting of Shareholders, held on April 26, 2023

Company Secretary informed the Meeting that the Company had prepared the Minutes of the 2023 Annual General Meeting of Shareholders held on April 26, 2023, 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 2023 Annual General Meeting of Shareholders No. held on April 26, 2023, 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 2023 Annual General Meeting of Shareholders as proposed.

Agenda No. 2 To consider approving the disposal of shares in Winchai Company Limited, which the Company currently holds 7,425,000 shares or equivalent to 75 percent, to the subsidiary of Samsung Corporation Public Company Limited, which is considered a sale or transfer of important parts of the business of the Company, and the disposal transaction and connected transaction of the Company

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

According to the resolution of the Company's Board of Directors at Special Meeting No. 1/2023, held on 17 October 2023, it was resolved to propose to the shareholder meeting for consideration and approval. Disposal of common shares of Winchai Company Limited ("Winchai") in the amount of 7,425,000 shares or 75 percent of the total number of Winchai shares sold. to a subsidiary of Sermsang Power Corporation Public Company Limited ("Sermsang Power Corporation"), which is a sale or transfer of some important parts of the Company's business-related items and the disposal of significant assets of the company Through Top Empire Company Limited (" Top Empire "), a subsidiary of the Company. Holding 100.00 % of shares, which will be Winchai's common shareholders in the amount of 7,425,000 shares, or 75.00 % of Winchai's total shares, to Plus Energy Company Limited (" Plus Energy ") which is a connected transaction of the Company because Plus Energy is a subsidiary in which Sermsang Power Corporation holds 99.99% of the total shares of Plus Energy. Whilst Sermsang Power Corporation holds 32,330,000 shares of the Company, representing 19.02 percent of the total number of shares of the Company. Plus Energy will pay consideration for the entire business transfer in cash in the amount of THB 2,322, 000 000 (two thousand three hundred twenty-two million baht only However,

such compensation may change according to the impact on the value of Winchai shares; such as paying dividends to Winchai shareholders (the "Entire Business Transfer Transaction").

Top Empire is a newly established company in which the Company will be the common shareholder of Top Empire in the proportion of 100.00 percent of the total number of shares in Top Empire with the objective of benefiting from investing in the Company's new energy business. However, entering the entire business transfer transaction this time, Top Empire will transfer all of its assets and business to Plus Energy, including its shares. Top Empire is also held in Winchai after completing the business transfer transaction. Winchai will cease to be a subsidiary. The Company and its subsidiaries will have no shareholding in Winchai.

The Entire Business Transfer Transaction will take place only after the conditions precedent as specified in the entire business transfer agreement between Top Empire, the subsidiary of the Company (as transferor), and Plus Energy (as transferee) (the "Entire Business Transfer Agreement") shall have been fulfilled. The conditions precedent shall include but not be limited to:

1. The Company shall conduct any necessary actions to obtain the resolution and/or approval from the Board of Directors Meeting and the shareholders to execute the Entire Business Transfer transaction;

2. Winchai shall conduct and/or receive approval from the financial institution that is the creditor of the credit facilities to change the shareholders in Winchai for the Entire Business Transfer Transaction.

3. Plus Energy is satisfied with the technical data investigation regarding Winchai, and there is no information or significant facts that negatively impact Winchai or the Entire Business Transfer Transaction as specified in this agreement.

4. Plus Energy shall conduct any necessary actions to obtain the resolution and/or approval from the Board of Directors Meeting.

5. The existing directors of Winchai: namely (1) Miss Parleerat Panboonhom, (2) Mrs. Patcharee Thawornwasu, and (3) Miss Sukanya Tipmanee, shall be resigned from the directorship of Winchai which shall be effective on the Closing Date.

6. The Company agrees that there shall be no benefits for its or NOVA's benefit (or to or for the benefit of any Related Person of NOVA or Top Empire) unless otherwise specified in this Agreement and.

7. Sermsang shall conduct any necessary actions to obtain the resolution and/or approval from the Board of Directors Meeting to execute the Entire Business Transfer transaction..

In addition, according to Article 107 (2) (B), the Share acquisition transaction is considered as purchasing or business transfer of a private company to the company of Public Limited Companies Act B.E.2535 (including amendments) (the "Public Limited Companies Act"). The Company must obtain approval from the shareholders' meeting with not less than three-quarters of the total number of votes of shareholders present and entitled to vote at the meeting.

The execution of the Entire Business Transfer Transaction is regarded as a disposition 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) (the "Notifications on Acquisition or Disposal of Assets"). Upon calculation of the transaction size using the net operating profits calculation method by comparing the net operating profits of Winchai according to the Company's additional investment ratio to net operating profits of the Company based on the Company's financial statements for the period ended September 30, 2023, which the Company's auditor had audited, the value shall be equal to 106.89 percent based on the net operating profits calculation method; this is regarded as the Disposals of Asset transaction in type 1 which means the transaction between the listed company and a subsidiary under the listed company person who is not the listed company having a total value of 50 percent or higher but less than 100 percent pursuant to the Notifications on Acquisition or Disposal of Assets.

Moreover, the above Entire Business Transaction is also 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) (as amended) (Collectively referred to as the "Notifications on Connected Transactions"). This is because, at present, Sermsang is a shareholder of the Company, holding 32,330,000 shares or approximately 19.02 percent of the total shares in the Company. In addition, Samsung is an ultimate shareholder of Plus Energy, which results in Plus Energy being a Connected person of the Company. Upon calculating the connected transaction value, the transaction size is equal to 119.27 of the Company's net tangible assets according to the Company's financial statements for the period ended September 30, 2022, which had been audited by the Company's auditor with the total transaction value is equal to THB 1,946,776,328.00, and such transaction value is regarded to exceed THB 20,000,000 and also exceed 3 percent of the Company's net tangible assets per the Company's financial statements (which is equal to THB 58,403,290) audited by the Company's auditor and the absence of any connected transaction by the Company over the past six months, which the Shareholders' Meeting has not approved

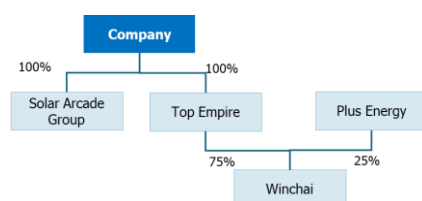
(1) To report and disclose the information memorandum on such acquisition of assets to the Stock Exchange of Thailand (the "SET") immediately, which must at least contain the information as listed in type (1) of the Notifications on Acquisition or Disposal of Assets and the Notifications on Connected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

(2) To appoint an independent financial advisor to carry out the relevant functions, including providing 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. In this regard, the Company has appointed Optasia Capital Co., Ltd. which is a financial advisor on the list approved by the Securities and Exchange Commission of Thailand (the "SEC Office") as the independent financial advisor to provide the shareholders with its opinion on the execution of the Entire Business Transfer Transaction, which is the transaction on disposal of assets as a connected transaction; and

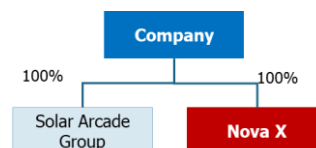
(3) To convene a Shareholders' Meeting of the Company to approve such Entire Business Transfer Transaction by delivering the invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting in order to obtain approval from the Shareholders' Meeting with 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 which is Sermsang whom is a shareholder of the Company holding 19.02 percent of the total share of the Company.

Shareholding Structure

before the Transaction



after the Transaction



In this regard, the meeting of the Board of Directors resolved to approve and propose to the shareholder meeting to consider and approve 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 person authorized by the Executive Committee or the recipient. Authorization from the Chief Executive Officer Has the authority to consider and act on various matters necessary to enter into the entire business transfer transaction. This includes negotiating, signing, or amending the entire business transfer agreement, agreements, contracts, and other documents related to the entire business transfer transaction. Determining the criteria, conditions, and other details related to the said entire business transfer transaction as necessary and appropriate under relevant laws.

Details of the entire business transfer transaction appear in the information regarding the disposal of assets of Nova Empire Public Company Limited and related transactions as per (Enclosure nos. 2 and 3). and report the opinions of the independent financial advisor regarding the asset acquisition and related transactions (Enclosure no. 5)

In this regard, the Board of Directors' Meeting, excluding interested directors, considered and resolved with a majority vote that the disposal of Winchai's ordinary shares in the proportion of 75.00 percent would have a beneficial effect on the Company as follows:

- The Company will have a reduced interest-bearing debt on the Company's consolidated financial statement from the loan amount from Winchai's financial institution, totaling THB 2,327,803,245 (as of June 30, 2023). Therefore, this transaction will enable the Company to increase its sources of funds for future projects, which currently is considered by the company's management.

- The Company believes that this transaction shall benefit the Company by receiving consideration from disposals of assets. That enables the Company to utilize the cash flow expected to be generated from Winchai for the remaining period of the existing project, which is approximately 20 years and 9 months, to raise funds for expanding the business in order to invest both in the form of renewable energy business and offshore services, as its strategic plan for sustainable growth. For such projects, the Company expects to enhance its returns on new investment projects further, expecting to maximize the benefit of the shareholders.

- The Company shall be able to utilize such consideration from disposals of assets to invest in Nova X Company Limited in preparation for the offshore storage and crude oil transfer services. Investing in Nova X is expected to generate profits and achieve an appropriate Project Internal Rate of Return (Project IRR). The Company expects such a project investment to generate profits of approximately THB 220,00,000 during Years 1-5, while the capability to generate profits during Years 6-10 is expected to generate approximately THB 275,000,000. Meanwhile, The Company proposes at the Extraordinary General Meeting of Shareholders No. 1/2024 for approval to invest in Nova X Company Limited.

- Such consideration shall serve as reserve funding to redeem the Company's debentures Series 1/2566, which were issued and offered during March 14-16, 2023, and will mature in 2024.

- In addition, the Company shall have a capital amount of approximately 767.0 million baht for investment in future projects, including renewable energy projects and offshore services, such that the Company shall propose to the Board of Directors and/or the Shareholders' meeting of the Company for consideration and approval.

Company Secretary further informed the meeting that the Board of Directors' Meeting, excluding interested directors, resolved to propose to the shareholders' meeting to consider and approve the following:

1. Approved the disposal of common shares of Winchai Company Limited ("Winchai"), amounting to 7,425,000 shares or 75 percent of the total number of shares sold in Winchai to a subsidiary of Sermasang Power Corporation Public Company Limited ("Sermasang Power Corporation"), which is a sale or transfer of some important parts of the Company's business-related items and the disposal of significant assets of the Company through Top Empire Company Limited ("Top Empire"), a 100% owned subsidiary of the Company, which will be the common shareholders of Winchai in the amount of 7,425,000 shares, or 75.00% of the total number of shares of Winchai, to Plus Energy Company Limited ("Plus Energy"), which it is a connected transaction with the Company because Plus Energy is a subsidiary in which Sermasang holds 99.99 percent of the total shares of Plus Energy. Currently, Sermasang Corporation holds shares in the Company, totaling 32,330,000 shares or 19.02 percent of the total number of shares of the Company. In addition, Plus Energy will pay compensation for the entire business transfer in cash in the amount of THB 2,322,000 (two thousand three hundred and twenty-two million baht only)

2. Consider and approve assignments to the Board of Directors, the Executive Committee, the Chief Executive Officer, the representative from the Board of Directors, the Executive Committee, or the representative from the Chief Executive Officer. Is authorized to consider and act on various matters necessary to enter into the entire business transfer transaction. This includes negotiating, signing, or amending the entire business transfer agreement, agreements, contracts, and other documents related to the entire business transfer transaction. Determining the criteria, conditions, and other details related to the said business transfer transaction as necessary and appropriate under relevant laws.

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

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 disposal of shares in Winchai Company Limited, which the Company currently holds 7,425,000 shares or equivalent to 75 percent, to the subsidiary of Samsung Corporation Public Company Limited, which is considered a sale or transfer of important parts of the business of the Company, and the disposal transaction and 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 i.e. Samsung Corporation Public Company Limited .

The Meeting considered and voted as follows:

	(votes)	percent of all votes of the shareholders present at the Meeting and entitled to vote
Agree	104,069,010	83.0232
Against	21,280,200	16.9767
Abstention	0	0.0000
Not eligible to vote	32,330,000	
Total	125,349,210	100.0000

Note: In this agenda, there was an additional shareholder holding 400,000 shares who attended the Meeting. Therefore, there were total of 44 shareholders representing 125349,210 shares.

Resolutions: The Meeting approved with the vote of 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 with the following resolutions;

(1) Approved the disposal of common shares of Winchai Company Limited (“Winchai”), amounting to 7,425,000 shares or 75 percent of the total number of shares sold in Winchai to a subsidiary of Sermuang Power Corporation Public Company Limited (“Sermuang Power Corporation”), which is a sale or transfer of some important parts of the Company’s business-related items and the disposal of significant assets of the Company through Top Empire Company Limited (“Top Empire”), a 100% owned subsidiary of the Company, which will be the common shareholders of Winchai in the amount of 7,425,000 shares, or 75.00% of the total number of shares of Winchai, to Plus Energy Company Limited (“Plus Energy”), which it is a connected transaction with the Company because Plus Energy is a subsidiary in which Sermuang holds 99.99 percent of the total shares of Plus Energy. Currently, Sermuang Corporation holds shares in the Company, totaling 32,330,000 shares or 19.02 percent of the total number of shares of the Company. In addition, Plus Energy will pay compensation for the entire business transfer in cash in the amount of THB 2,322,000 (two thousand three hundred and twenty-two million baht only)

2. Consider and approve assignments to the Board of Directors, the Executive Committee, the Chief Executive Officer, the representative from the Board of Directors, the Executive Committee, or the representative from the Chief Executive Officer. Is authorized to consider and act on various matters necessary to enter into the entire business transfer transaction. This includes negotiating, signing, or amending the entire business transfer agreement, agreements, contracts, and other documents related to the entire business transfer transaction. Determining the criteria, conditions, and other details related to the said business transfer transaction as necessary and appropriate under relevant laws.

Before considering Agenda 3, Miss Parleerat Panboonhom asked her permission to leave the meeting room as she is interested in such an agenda item.

Agenda No. 3 To consider approving investment in Nova X Company Limited, which is an asset acquisition transaction and connected transaction of the Company

The Chair assigned the Company Secretary and representative from Financial Advisor to explain this agenda item to the Meeting.

According to the meeting of the Company's Board of Directors at Special Meeting No. 1/2023, held on October 17, 2023, it was resolved to propose to the shareholders meeting to consider and approve the investment in Nova X Company Limited in which the Prodigy Group Company Limited (“Prodigy Group”) holds its 100 percent of the total paid-up capital.

Nova X is the first Thai company to pass the Pre-Qualification Selection of PTT Exploration and Production Public Company Limited (“PTTEP”) For offshore service work in the form of vessels storing and transferring crude oil to provide services to drilling platforms (Floating Storage and Offloading, and

Offshore Rig Service) at the G1/61 oil well project or the Plathong field in the middle of the Gulf of Thailand, by entering into a contract with PTTEP Energy Development ("PTTEP ED"), which is a subsidiary of PTTEP, on June 1, 2023.

The Board of Directors' Meeting, with a majority vote, approved the investment in ordinary shares of Nova X or 1,200,000 shares with a par value of 100 baht per share, or equivalent to 100.00 percent of the total number of shares of Nova X. The payment shall be paid in cash at totaling THB 513,500,000 (five hundred thirteen million and five hundred thousand baht) divided into two installments, namely (1) funds in the amount of 213,500,000 baht (two hundred thirteen million five hundred thousand baht only) on the date the share purchase transaction is completed. The source of funds is from the Company's debenture offering No. 1/2023 and (2) additional funds in the amount of THB 300,000,000 (three hundred million baht), which is divided into 2 cases:

1) PTTEP ED exercises its rights. Extend the service contract for not less than one year, paying compensation in the form of a share of profit at the rate of 35.0 percent of net profit in the year the contract is extended until the total value of profit sharing reaches THB 300,000,000. When PTTEP ED exercises its right to extend the service contract, the Company will pay compensation in the amount of THB 100, 000,000. The said compensation amount will be deducted from the share of profit of net profits in the next year.

2) PTTEP ED exercises its right to extend the service contract for over five years. The Company will pay compensation in the amount of THB 300,000,000 if PTTEP ED does not exercise the right to extend the service contract or uses the right to extend the service contract for less than one year. The Company has no obligation to pay the additional capital in the amount of THB 300,000,000.

The Share Acquisition Transaction will take place only after the conditions precedent as specified in the Share Acquisition Transaction agreement between the Company (as a buyer) and the Prodigy (as seller) (the "Share Acquisition Transaction Agreement") shall have been fulfilled. The conditions precedent shall include but not be limited to:

1.The Company and Prodigy shall conduct any necessary actions to obtain the resolution and/or approval from the Board of Directors Meeting and the shareholders to execute the Share Acquisition Transaction and,

2.On the date of completion of the Share Acquisition Transaction, no events or actions have occurred or are likely to occur, which could have a significant negative impact on Nova X or prevent the Share Acquisition Transaction.

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) (the "Notifications on Acquisition or Disposal of Assets"). Upon calculation of the largest transaction size as announced for the Acquisitions or Disposals of Assets, using the total value of consideration method by comparing net intangible assets based on the Company's financial statements for the period ended September 30, 2023, which the Company's auditor had audited, the value shall be equal to 25.79 percent based on the Total Consideration method. In the absence of any connected transaction by the Company over the past six months, which the Shareholders' Meeting has not approved, the total transaction value is 25.79 percent in accordance with the Total Consideration method; this is regarded as a transaction in type 2 which means the transaction between the listed company and the person who is not the listed company having a total value of higher 15.00 percent or higher but less than 50.00 percent pursuant to the Notifications on Acquisition or Disposal of Assets. Therefore, the Company must prepare a report and disclose the transaction to the Stock Exchange of Thailand immediately. The information contained therein shall, at least, be in accordance with Schedule (1). The Company shall also be obliged to circulate the invitation letter for such shareholders' meeting within 21 days thereafter the date of disclosure to the Stock Exchange of Thailand, with information, at least in accordance with the Accounts (2) 1, 2, 3, 5(3), 7, and 8 at the end of the announcement regarding the Disposal or Acquisition of Assets. However, to allow shareholders to participate in the decision-making process regarding such transactions, the

Company deems it appropriate to propose for consideration and approval of the mentioned Share Acquisition Transaction at the Company's Shareholders' Meeting.

Moreover, the above Share Acquisition Transaction is also 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) (as amended) (Collectively referred to as the "Notifications on Connected Transactions"). This is due to, at present, the Company has Miss Parleerat Panboonhom ("Khun Parleerat") as a major shareholder of the Company and the ultimate major shareholder of Prodigy, at a total of 90 percent of all issued and paid-up shares in Prodigy, in the Notifications on Connected Transactions, resulting in Prodigy is connected person to the Company. Upon calculating the connected transaction value, the transaction size is equal to 26.38 of the Company's net tangible assets according to the Company's financial statements for the period ended September 30, 2022, which had been audited by the Company's auditor with the total transaction value is equal to 1,946,776,328 baht, and such transaction value is regarded to exceed 20,000,000 baht and also exceed 3 percent of the Company's net tangible assets per the Company's financial statements (which is equal to 58,408,290 baht) audited by the Company's auditor and the absence of any connected transaction by the Company over the past six months, which the Shareholders' Meeting has not approved. Therefore, the Company is required to comply with the Notifications on Acquisition or Disposal of Assets, the Public Limited Companies Act B.E. 2535 (as amended), and the Notifications on Connected Transactions, which require the Company, as follows:

(1) To report and disclose the information memorandum on such acquisition of assets to the Stock Exchange of Thailand (the "SET") immediately, which must at least contain the information as listed in type (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 providing 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. In this regard, the Company has appointed Optasia Capital Co.,Ltd. which is a financial advisor on the list approved by the Securities and Exchange Commission of Thailand (the "SEC Office"), as the independent financial advisor to provide the shareholders with its opinion on the execution of the Share Acquisition Transaction which is the transaction on acquisition of share as a connected transaction; and

(3) To convene a Shareholders' Meeting of the Company to approve such Share Acquisition Transaction as a connected transaction by delivering the invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, in order to obtain approval from the Shareholders' Meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of Miss Parleerat Panboonhom as a major shareholder, who holds 31.20 percent of total share in Prodigy

The Board of Directors Meeting agreed to propose that the shareholders' meeting shall approve the assignments to the Board of Directors, the Executive Committee, the Chief Executive Officer, the representative from the Board of Directors, the Executive Committee, or the representative from the Chief Executive Officer. Is authorized to consider and act on various matters necessary to enter into the transfer transaction. This includes negotiating, signing, or amending the entire business transfer agreement, agreements, contracts, and other documents related to the transfer transaction. Determining the criteria, conditions, and other details related to the said business transfer transaction as necessary and appropriate under relevant laws.

In order to comply with the principle of caution (Conservative Basis), the Company consider the fair value of the Nova X's shares from the total payment of THB 513,500,000 which was divided into 2 installments Including (1) capital of THB 213,500,000 on the date the share purchase transaction is completed (source of funds is from the proceed received from the offering of the Company's debentures

No. 1/2023), and (2) additional funds amounting to THB 300,000,000, the source of funds comes from cash flow from the operations of Company and the payment will be subjected to the following conditions;

1) PTTEP ED exercises the right to extend the service contract for not less than 1 year. Compensation is paid in the form of share of profit at the rate of 35.0 percent of net profit . on Year of contract extension Until the total value of profit sharing reaches THB 300,000,000. However, when PTTEP ED exercises rights to extend service contract Company Will proceed with payment of compensation in the amount of THB 100,000,000 by the said compensation amount It will be deducted from the share of profit of the net profit in the following year. or

2) PTTEP ED exercises its right to extend the service contract for more than 5 years . the Company will proceed with payment of compensation in the amount of THB 300,000,000.

however if PTTEP ED does not exercise its right to extend the service contract, or excercise the right to extend the service contract for less than 1 year, then there is no obligation to pay additional cash in the amount of THB 300,000,000.

The Company has considered the rate of return on investment (Project IRR) and the rate of return on investment in shareholders' equity (Equity IRR) in the case that PTTEP Not exercising the right to extend the contract and the right to extend the contract of PTTEP during the service period from the 6th - 10th year, it was found that the value of entering into the transaction is reasonable. The Company expects to receive a profit rate Return on investment (Project IRR) and rate of return on investment in shareholders' equity (Equity IRR) from entering into a transaction to purchase ordinary shares of Nova 12.00 respectively, which is in accordance with the policy of investing in new projects of the Company. Details of the entire business transfer transaction appear in the information regarding the acquisition of assets of Nova Empire Company Limited (Public Company Limited) and related transactions according to (Enclosure no. 4) and report the opinion of the independent financial advisor regarding the asset acquisition and connected transactions. (Enclosure no. 5)

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

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 entitled to vote
Agree	83,365,846	79.6645
Against	21,280,200	20.3354
Abstention	0	0.0000
Not eligible to vote	53,033,164	
Total	104,646,046	100.0000

The resolution in this agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and and entitled to vote, excluding shareholders who have a vested interest. As of January 8, 2024, which is the date to determine the list of shareholders who have the right to attend the meeting (Record Date), there is a shareholder who are related persons and/or there is a conflict of interest who does not have the right to vote in this agenda, namely Mr. Parleerat Panboonhom, who holds 53,033,164 shares in the Company.

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 investment in ordinary shares of Nova X of 1,200,000 shares with a par value of THB100 per share, or 100.00 percent of the total number of shares of Nova X from the Prodigy Group or those assigned by Prodigy Group who currently held 100% of shares of Nova X. the Payment for this transaction shall be made into 2 installments,

(1) capital in the amount of THB 213,500,000 (two hundred thirteen million five hundred thousand baht only) on the date the share purchase transaction is completed. The source of funds is from the offering of the Company's debentures No. 1/2023 and

(2) additional funds in the amount of THB 300,000,000 (three hundred million baht), which is divided into 2 cases:

- PTTEP ED exercises the right to extend the service contract for not less than 1 year. Compensation is paid in the form of share of profit at the rate of 35.0 percent of net profit . on Year of contract extension Until the total value of profit sharing reaches THB 300,000,000. However, when PTTEP ED exercises rights to extend service contract Company Will proceed with payment of compensation in the amount of THB 100,000,000 by the said compensation amount It will be deducted from the share of profit of the net profit in the following year. or
- PTTEP ED exercises its right to extend the service contract for more than 5 years. the Company will proceed with payment of compensation in the amount of THB 300,000,000.

In addition, the Extraordinary General Meeting of Shareholders has authorized the Board of Directors, the Executive Committee, the Chief Executive Officer, the representative from the Board of Directors, the Executive Committee, or the representative from the Chief Executive Officer. Is authorized to consider and act on various matters necessary to enter into the entire business transfer transaction. This includes negotiating, signing, or amending the entire business transfer agreement, agreements, contracts, and other documents related to the entire business transfer transaction. Determining the criteria, conditions, and other details related to the said business transfer transaction as necessary and appropriate under relevant laws.

Agenda No. 4 To acknowledge the payment of the interim dividend

Company Secretary informed the meeting that the Company has policy is to pay dividends at a rate not exceeding 50 percent of annual net profits. After deducting various reserves in accordance with the laws and the Company's Articles of Association, the consideration of dividend payment depends on the Company's cash flow and investment plan each year as necessary and appropriate as the Board of Directors deems appropriate. The Public Limited Companies Act B.E. 2535 (and its amendments), Section 115, and the Company's Articles of Association provide that the Board of Directors may pay interim dividends to shareholders from time to time when it is seen that the Company has sufficient profits to do so and when dividends have been paid the Company shall report details to the next shareholders' meeting.

The Board of Directors, at Special meeting No. 1/2023, held on October 17, 2023, considered suitability and saw that the Company has financial status and sufficient cash to pay interim dividends without affecting the company's business plan. The meeting of the Board of Directors, therefore, passed a resolution. Approve the payment of interim dividends in the form of cash from the Company's operating results and retained profits according to the Company's financial statements ending on June 30, 2023, which the Company's auditor has reviewed. The Company has retained profits of 1,120,100 000 baht. The company has paid interim dividends to the company's shareholders at the rate of 1.11 baht per share, totaling 188,643,416.64 baht, paid from the net profits of the business that pays corporate income tax at the rate of 20 percent. Dividend recipients can deduct tax credits at the rate of 20/80 of the dividends, which will be paid to shareholders who are entitled to receive dividends as their names appear on the shareholder rights determination date (Record Date) on 1 November 2023 and dividend payment scheduled for 6 November 2023, which has been completed.

Therefore, the Board of Directors views that this shareholders' meeting shall acknowledge the payment of the Company's interim dividend as proposed.

Company Secretary then invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

Resolutions: The Meeting acknowledged the Company's interim dividend payment 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.

There were no question 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 15:25 hrs.

Signed _____ -signature- _____ Chair of the Meeting

(Mr. Niti Jungnitnirundr)
Vice Chairman of the Board of Directors

Signed _____ -signature- _____

(Mr. Wongwiwat Hema)
Company Secretary / Minutes Taker

Profiles of candidates nominated for re-election as directors of the Company.

Mr. Niti Jungnitnirund

Current position : Vice Chairman

Date of holding office : 30 April 2021

Age : 66 years

nationality : Thai

Type of director to be nominated for election : Independent director

Shareholding proportion : none

Educational qualifications :

Master's Degree Master of Accounting Chulalongkorn University

Bachelor's Degree, Bachelor of Accountancy, Chulalongkorn University

Certificate of Advanced Auditor Chulalongkorn University

Certified Public Accountant of Thailand

Director training courses :

Role of the Chairman Program (RCP) Course No. 50/2 565

Advanced Audit Committee Program (AACP) Course No. 45/2022

The Challenge of Building Cyber Resilience Course

Program (DCP) 2020

Cyber Security Awareness 2020 Course by National Telecommunications Public Company Limited

Serving as a director / executive in a company listed on the Stock Exchange of Thailand :

period	position	Organization name
2019- July 2023	Independent Director and Audit Committee Member	CIMB Thai Bank Public Company Limited
Mar. 2021- Apr. 2023	Independent Director and Audit Committee Member	Stark Corporation Public Company Limited

Positions held in other organizations :

period	position	Organization name
Mar. 2021- Apr. 2023	Independent Director	Phelps Dodge International (Thailand) Co., Ltd.
2019- 2022	Member of the Nawaminthirat University Business Promotion Committee	Navamindradhiraj University
2017-2023	Member of the Subcommittee on Knowledge Testing of Certified Public Accountants	Federation of Accounting Professions under royal patronage

period	position	Organization name
2017-2020	Member of the expert sub-committee on auditing performance testing in the field of auditing.	Federation of Accounting Professions under royal patronage
2006-2020	Director of Auditing Office	Deloitte Touche Tohmatsu Jaiyot Audit Co., Ltd.
1996-2018	Audit Partner	Deloitte Touche Tohmatsu Jaiyot Audit Co., Ltd.
1998-2017	Member of the Subcommittee on Knowledge Testing of Certified Public Accountants Auditing Profession Control Committee (ACC)	Federation of Accounting Professions under royal patronage
2008-2011	Advisor on the audit advisory committee (Formerly the Auditor Disciplinary Advisory Committee)	Office of the Securities and Exchange Commission
2005-2011	Member of the Auditing Professional Committee	Federation of Accounting Professions under royal patronage
2001-2004	Member of the Professional Development and Continuing Education Committee	Association of Certified Accountants and Auditors of Thailand
2001-2003	Experts in the expert panel to consider the performance of the auditor.	Office of the Securities and Exchange Commission
2000-2001	Member of the Education Committee	Office of the Securities and Exchange Commission
1999 - 2020	Certified public accountant who has been approved by the Securities and Exchange Commission (SEC).	Office of the Securities and Exchange Commission (SEC)

Meeting attendance in the past year

Board of Directors Meeting 10/10 times.

Other businesses that may cause conflicts of interest with the company

None.

Having an interest in the following ways with the company/parent company/subsidiary/associate company or juristic persons that may have conflicts at present or in the past 2 years

- Not being a director involved in management, an employee, or an advisor who receives a regular salary.
- Not being a professional service provider (such as an auditor, legal advisor).
- No business relationship (such as buying/selling raw materials/products/services lending money or borrowing money)

Mr. Sudwin Panyawongkhanti

Current position : Independent Director / Chairman of the Audit Committee / Member of the Risk Management Committee

Date of holding position: 18 August 2020

Age: 63 years

nationality: Thai

Type of director to be nominated for election: Independent director

Shareholding Proportion: None

Educational qualifications :

Master's Degree in Business Information Technology Chulalongkorn University

Bachelor's Degree in Accounting, Chulalongkorn University

Director training courses :

Program for Corporate Leaders (RCL) 2022

Advanced Audit Committee Program (AACP) Year 2020

Director Certificate Program (DCP) Year 2016

Serving as a director / executive in a company listed on the Stock Exchange of Thailand :

period	position	Organization name
2023 - present	Chief Financial and Accounting Officer	Jenkongklai Public Company Limited
2022-present	director	Jenkongklai Public Company Limited
2020 – present	Independent Director / Audit Committee Member	Charoen Industrial Company Limited (Public)

Positions held in other organizations :

period	position	Organization name
2022 - present	Independent Director, Audit Committee Member	Mukdahan International Hospital Company Limited
2009 – present	Advisor to the Cooperative Auditing Department	Cooperative Auditing Department Ministry of Agriculture and Cooperatives
1986 – present	Certified Public Accountant	Federation of Accounting Professions under royal patronage
1984 – present	Member of the Federation of Accounting Professions	Federation of Accounting Professions under royal patronage
July 1996 - June 2020	Audit partner	PricewaterhouseCoopers ABAS Company Limited
1999 - June 2020	Certified public accountant who has been approved by the Securities and Exchange Commission (SEC).	Office of the Securities and Exchange Commission (SEC)

Meeting attendance in the past year

Board of Directors Meeting 10/10 times.

Audit Committee Meeting 6/6 times.

Other businesses that may cause conflicts of interest with the company

None.

Having an interest in the following ways with the company/parent company/subsidiary/associate company or juristic persons that may have conflicts at present or in the past 2 years

- Not being a director involved in management, an employee, or an advisor who receives a regular salary.
- Not being a professional service provider (such as an auditor, legal advisor).
- No business relationship (such as buying/selling raw materials/products/services lending money or borrowing money)

Miss Pareerat Panbunhom

Current position : director

Date of holding office : 17 August 2020

Age : 43 years

Nationality: Thai

Type of directors to be nominated for election: Director

Shareholding proportion: 53,033,164 shares (as of December 31 , 2023)

Educational qualifications : Master's Degree in Maritime Administration Chulalongkorn University

Director training courses : Director Accreditation Program (DAP) Course 2021

Serving as a director / executive in a company listed on the Stock Exchange of Thailand : do not have

Positions held in other organizations :

period	position	Organization name
Nov 2023 - present	director	Top Empire Company Limited
Nov 2022 - present	director	Nathalin Wellstar Energy Company Limited
Nov 2022 - present	director	Subphut Energy One Company Limited
Nov 2022 - present	director	Subphut Energy Two Company Limited
2020- present	Chairman of the Executive Board / Director / Chief Executive Officer	Nova X Company Limited
2020- present	Chairman of the Executive Committee / Director / Chief Executive Officer	The Prodigy Group Nine Company Limited
2020- present	Chairman of the Executive Board / Director / Chief Executive Officer	The Prodigy Vega Company Limited
2020- present	Chairman of the Executive Board / Director / Chief Executive Officer	Romklao Wind Farm Company Limited
2020- present	Chairman of the Executive Committee / Director / Chief Executive Officer	The Prodigy Ten Company Limited
2020- present	Chairman of the Executive Board / Director / Chief Executive Officer	The Prodigy Sete Company Limited
2020- present	Chairman of the Executive Board / Director / Chief Executive Officer	The Prodigy Eight Company Limited
2019- present	Chairman of the Executive Board / Director / Chief Executive Officer	United Offshore Aviation Company Limited

period	position	Organization name
2018- present	Chairman of the Executive Board / Director / Chief Executive Officer	Prodigy House Company Limited
2018- present	Chairman of the Executive Board / Director / Chief Executive Officer	The Prodigy Generation Company Limited
2017- present	Chairman of the Executive Board / Director / Chief Executive Officer	Put on the Ritz Company Limited
2015- present	Chairman of the Executive Committee / Director / Chief Executive Officer	The Prodigy Tech Company Limited
2015- present	Chairman of the Executive Committee / Director / Chief Executive Officer	The Prodigy Group Company Limited
2006- present	Chairman of the Executive Board / Director / Chief Executive Officer	Speed Productions Company Limited
2006-2017	director	Winchai Company Limited
2015-2016	director	Solar Reform Company Limited
2015-2016	director	Solar Reform 2 Company Limited
2013-2016	director	Solar Valley Company Limited

Meeting attendance in the past year

Board of Directors Meeting 10/10 times

Other businesses that may cause conflicts of interest with the company

None.



Miss Issaraporn Wisutthiyan

Partner (Audit Department)

Certified Public Accountant No. 7480

Profile

- Ms. Issaraporn has more than 25 years of experience working in auditing with EY Thailand.

Qualifications and educational qualifications

- Certified Public Accountant of Thailand
- Certified Public Accountant of the Stock Exchange and Securities Commission of Thailand (SEC)
- Member of the Federation of Accounting Professions
- Graduated with a Bachelor of Business Administration degree Accounting major from Assumption University

Work experience

- Has experience in providing audit services for a variety of companies, both companies listed on the Stock Exchange of Thailand and multinational companies, including providing audit services for companies to be listed on the Stock Exchange of Thailand (IPO).
- Has experience in auditing covering many types of businesses such as energy business, steel business, real estate development business, transportation business, telecommunications business. Industrial product manufacturing business Consumer products business - retail insurance business Hotel and service business



Mr. Preecha Arunnara

partner (Audit Department)

Certified Public Accountant No. 5800

Profile

- Mr. Preecha has experience working in auditing with EY Thailand for more than 20 years.

Qualifications and educational qualifications

- Certified Public Accountant of Thailand
- Certified Public Accountant of the Stock Exchange and Securities Commission of Thailand (SEC)
- Member of the Federation of Accounting Professions
- Graduated with a Bachelor of Accountancy from Chulalongkorn University and a Master of Business Economics from Thammasat University

Work experience

- Has experience in providing audit services for many companies, both those listed on the Stock Exchange of Thailand and many multinational companies. Including checking company accounts for listing on the Stock Exchange of Thailand (IPO).
- Has experience in auditing accounts covering a variety of businesses, including oil business and petroleum business. Consumer product manufacturing business service business Including trading business



Miss Sirirat Sricharoensap

partner (Audit Department)

Certified Public Accountant No. 5419

Profile

- Ms. Sirirat has experience working in auditing with EY Thailand for over 20 years and has been an auditor for listed companies for over 5 years.

Qualifications and educational qualifications

- Certified Public Accountant of Thailand
- Certified Public Accountant of the Stock Exchange and Securities Commission of Thailand (SEC)
- Member of the Federation of Accounting Professions
- Graduated with a Master's Degree in Accounting from Chulalongkorn University.
- Graduated with a bachelor's degree in accounting from Chulalongkorn University.

Work experience

- Has experience in providing audit services for many companies, both those listed on the Stock Exchange of Thailand and many multinational companies. Including checking company accounts for listing on the Stock Exchange of Thailand (IPO).
- Has experience auditing accounts covering many types of businesses, including manufacturing businesses, telecommunications businesses, Industrial product distribution businesses, service businesses, and energy businesses.

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 62 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30
Name Mrs. Ratana Sithiprasasna age 62 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 2567
ในวันที่ 30 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่แจ้งเลื่อนไปในวัน
เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders
on 30 April 2024 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 1/2567**
- Item No. 1 **Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024**
- (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 2566**
- Item No. 2 **Acknowledgement of the Annual Report on the business operation of the Company 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 3 **พิจารณาอนุมัติงบการเงินของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566**
- Item No. 3 **Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 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 4 **อนุมัติการงดจ่ายเงินปันผลประจำปีสำหรับผลการดำเนินงานปี 2566 และรับทราบการจ่ายเงินปันผลระหว่างกาลที่ได้จ่ายไปแล้ว**
- Item No. 4 **Approval of an omission of annual dividend payments for 2023, and to inform the meeting of the previous paid interim dividend payment**
- (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 อนุมัติการแต่งตั้งกรรมการที่ครบรอบออกจากตำแหน่งตามวาระ

Item No. 5 Approval of the re-election of directors

- (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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- กรณีแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
Approve the appointment of each director listed below
- คุณนิตี จิ่งนิจนรินทร์
Mr. Niti Jungnitnirundr
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- คุณสุตวิณ ปัญญาวงศ์ขันติ
Mr. Sudwin Panyawongkhanthi
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- คุณปาลีรัฐ ปานบุญหอม
Ms. Parleerat Panboonhom
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 อนุมัติค่าตอบแทนกรรมการสำหรับปี 2567

Item No. 6 Approval of the remuneration of directors for 2024

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

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567

Item No. 7 Approval of the appointment of auditors of the Company and fixing their remuneration for 2024

- (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 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 8 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 30 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2024 Annual General Meeting of Shareholders on 30 April 2024 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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง **เลือกตั้งกรรมการ (ต่อ)**

Item No.

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

ชื่อกรรมการ

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

ชื่อกรรมการ

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

ชื่อกรรมการ

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
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 62 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30
Name Mrs. Ratana Sithiprasasna age 62 years, residing No. 88 Soi Bangna-Trad 30
ถนน เทพรัตน 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 2567
ในวันที่ 30 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน
เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders
on 30 April 2024 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 1/2566

Item No. 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2024

(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 2566

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

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566

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

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote

วาระที่ 4 อนุมัติการงดจ่ายเงินปันผลประจำปีสำหรับผลการดำเนินงานปี 2566 และรับทราบการจ่ายเงินปันผลระหว่างกาลที่ได้จ่ายไปแล้ว
Item No. 4 Approval of an omission of annual dividend payments for 2023, and to inform the meeting of the previous paid interim dividend payment

- (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 อนุมัติการแต่งตั้งกรรมการที่ครบรอบออกจากตำแหน่งตามวาระ

Item No. 5 Approval of the re-election of directors

- (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:
- อนุมัติแต่งตั้งกรรมการทั้งหมด
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 |
- อนุมัติแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
Approve the appointment of each director listed below
- คุณนิตี จิงนิจันรันดร์
Mr. Niti Jungnitnirundr
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote | Disapprove vote | Abstain vote |
- คุณสุตวิณ ปัญญาวงศ์ขันติ
Mr. Sudwin Panyawongkhanthi
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote | Disapprove vote | Abstain vote |
- Ms. Parleerat Panboonhom
Mr. Tossri Khowsurat
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote | Disapprove vote | Abstain vote |

วาระที่ 6 อนุมัติค่าตอบแทนกรรมการสำหรับปี 2567

Item No. 6 Approval of the remuneration of directors for 2024

- (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 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567

Item No. 7 Approval of the appointment of auditors of the Company and fixing their remuneration for 2024

- (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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 8 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) 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2567 ในวันที่ 30 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2024 Annual General Meeting of Shareholders on 30 April 2024 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:

เห็นด้วย _____ เสียง
Approve vote

ไม่เห็นด้วย _____ เสียง
Disapprove vote

งดออกเสียง _____ เสียง
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:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
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:

เห็นด้วย _____ เสียง
Approve vote

ไม่เห็นด้วย _____ เสียง
Disapprove vote

งดออกเสียง _____ เสียง
Abstain vote

วาระที่ _____ เรื่อง **เลือกตั้งกรรมการ (ต่อ)**

Item No.

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

ชื่อกรรมการ

เห็นด้วย _____ เสียง
Approve vote

ไม่เห็นด้วย _____ เสียง
Disapprove vote

งดออกเสียง _____ เสียง
Abstain vote

ชื่อกรรมการ

เห็นด้วย _____ เสียง
Approve vote

ไม่เห็นด้วย _____ เสียง
Disapprove vote

งดออกเสียง _____ เสียง
Abstain vote

ชื่อกรรมการ

เห็นด้วย _____ เสียง
Approve vote

ไม่เห็นด้วย _____ เสียง
Disapprove vote

งดออกเสียง _____ เสียง
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: Directors Accreditation Program (DAP) Class of 177/2020
Risk Management Program for Corporate Leader Class of 26/2022

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: 10/10

Attendance at the Audit Committee Meeting in the past year: 6/6

Director Tenure: Since August 17, 2020 (approx. 3 years and 5 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:

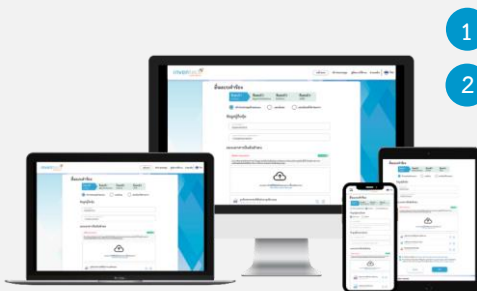
- a) the sale or transfer of the Company's business whether in whole or in substantial part to any other person;
- b) the purchase or acceptance of any transfer of the business of other public or private companies; and
- c) the enter into, alteration or termination of any agreement concerning the lease, 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://app.inventech.co.th/NOVA173199R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 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

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

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

- 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 23 April 2024 at 8:30 a.m. and shall be closed on 30 April 2024 Until the end of the meeting.


3. The electronic conference system will be available on 30 April 2024 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 26 April 2024 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

 02-931-9144

 @inventechconnect

The system available during 23 – 30 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

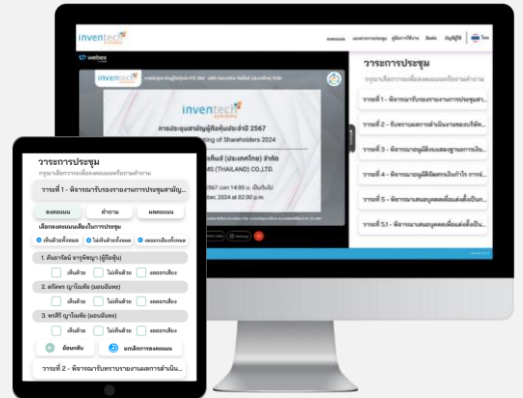


Report a problem

@inventechconnect

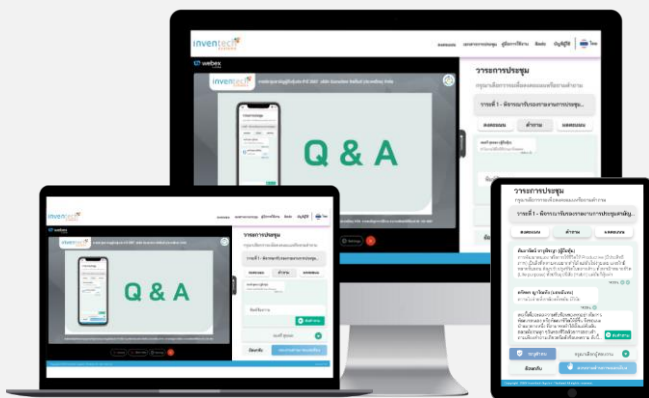
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 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 for that agenda 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 the microphone and camera

How to use InvenTech Connect



User Manual e-Request



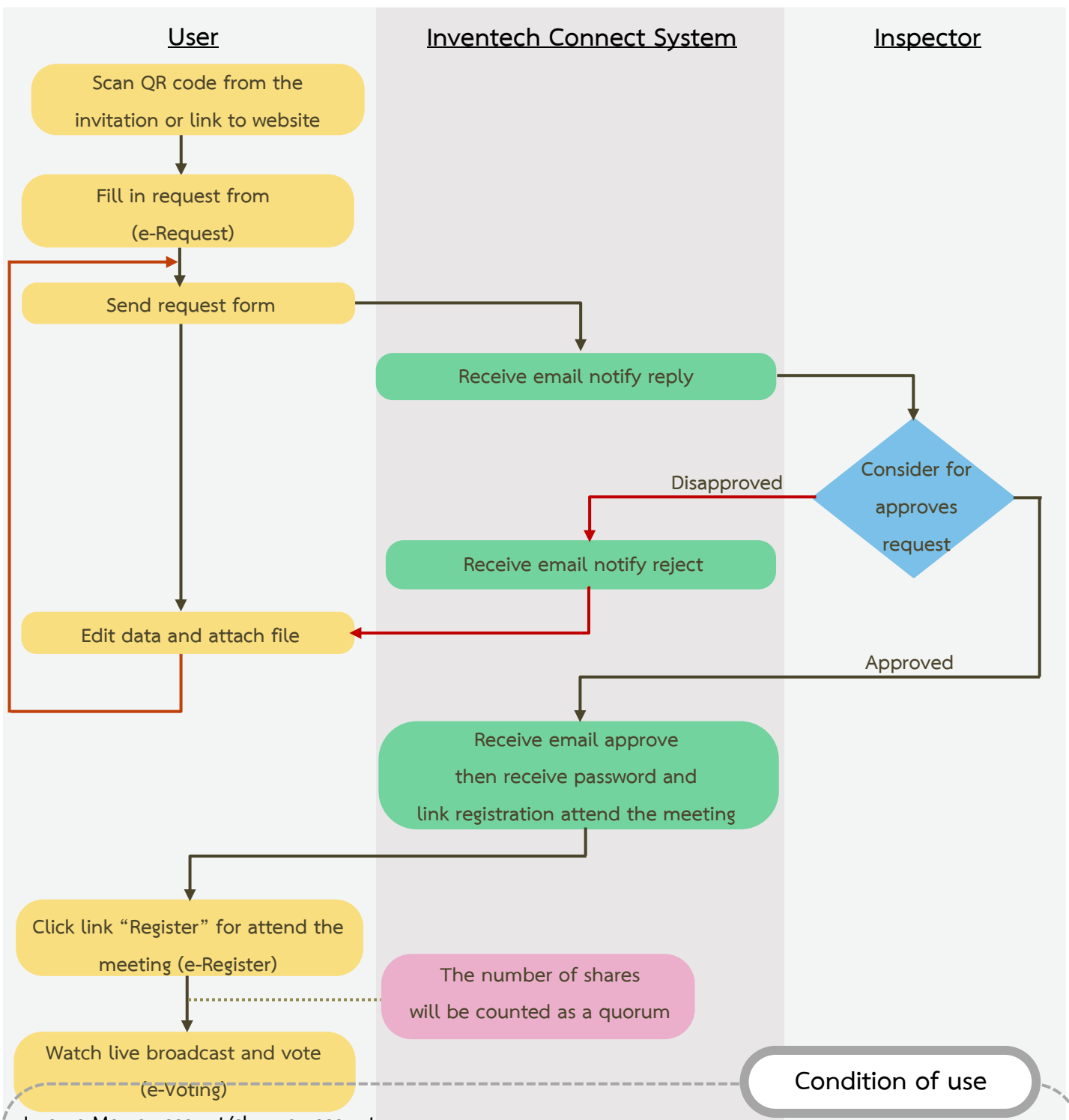
User Manual e-Voting



Video of using InvenTech Connect

* 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.**



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.