

CS017/2567

22 August 2024

Subject Publication of the General Offer for Share Repurchase from the Shareholders For the Purpose of Financial Management (According to Section 66/1 (2) of the Public Limited Companies Act) on the Company's website

To President
The Stock Exchange of Thailand

Nova Empire Public Company Limited ("the Company") would like to inform you that, today, the Company has published the General Offer for Share Repurchase from the Shareholders For the Purpose of Financial Management on the Company's website at www.novaempire.co.th under "Investor Relations" select "Shareholders' Meeting Information"

In this regard, shareholders can download the documents from the Company's website or from the attached documents. Additionally, the Company will mail the same set of documents to shareholders listed on the determination date for the right to attend the Extraordinary General Meeting of Shareholders No. 2/2024.

Please be informed accordingly.

Sincerely yours,

(Sukanya Tipmanee)

Director

Nova Empire Public Company Limited

General Offer for Share Repurchase from the Shareholders
For the Purpose of Financial Management
(Pursuant to Section 66/1 (2) of the Public Limited Companies Act)

Nova Empire Public Company Limited

August 22, 2024

We, Nova Empire Public Company Limited (the “**Company**”), hereby notify the resolution of the Extraordinary General Meeting (EGM) No. 2/2024 held on August 22, 2024 in relation to the approval of share repurchase project for the purpose of financial management by means of general offer for share repurchase from the shareholders, the details of which are as follows:

1. The Share repurchase project

1.1 The maximum amount to be used for the share repurchase is THB 450,988,000.

1.2 The number of shares to be repurchased 36,370,000 shares, at the par value of THB 0.50 per share, or 21.4005 percent of the total shares sold

1.3 General offer for repurchase from the shareholders at the price of THB 12.40 per share (the same price shall be used for the same type of shares whereby the price shall be specified separately for each type of shares)

The time period for the share repurchase is from September 6, 2024, to September 19, 2024.

(The duration of the purchase period must be a minimum of 10 days and may not exceed 20 days).

Remark: The company shall disclose the share repurchase project at least 3 days in advance before the date of the share repurchase

The offering entities who express their intention to purchase the shares shall be responsible for the fees related to the purchase offer, while offering shareholders who express their intention to sell their shares shall not incur any fees for selling. Therefore, the net sale price is THB 12.40 per share.

Please see additional details in the paragraph 3 of Clause 4.3.

The example and results of the share repurchase for offering shareholders who express their intention to sell their shares to the Company are outlined below.

Number of shares currently held by Shareholder A	5,550 shares
Number of shares that Shareholder A express its intention to sell to the Company	5,550 shares
Number of shares that the Company will repurchase from Shareholder A	(1,187) shares (Fraction of shares will be rounded down)
Number of shares that the Company will return to Shareholder A upon the completion of the share repurchases	4,363 shares
Amount of money that Shareholder A will receive	(Number of shares repurchased by the Company x net price) – fee** THB 100 (if any)
Amount of money that Shareholder A will receive	14,618.8 THB

** If the Company is unable to repurchase all offered shares, it will return the unpurchased shares to the shareholders who expressed their intention to sell, whether in case of share certificates, scrippless shares, or NVDRs. In this regard, the offering shareholders will be responsible for a share transferring fee of THB 100 per transaction. This share transferring fee will be deducted from the amount received by the offering shareholders. If the amount received by the offering shareholders is less than the share transferring fee, they will be responsible for paying the difference amount to the general offer agent (the “**General Offer Agent**”)

1.4 Criteria for the stipulation of the price of the shares to be repurchased whereby the average share price during the 30-day period preceding the date the company discloses the information shall be considered in the stipulation of the share price.

- The Company has considered using the weighted average share price of the Company over the past 30 trading days (from June 6, 2024, to July 17, 2024) prior to the Board of Directors' meeting, which equals THB 12.19 per share.

Date	Highest Price (THB/Share)	Lowest Price (THB/Share)	Closing Price (THB/Share)	Volume (‘000 Shares)
June 6, 2024	10.50	10.30	10.30	53.91
June 7, 2024	11.40	10.50	11.20	121.20
June 10, 2024	11.70	11.20	11.70	143.13
June 11, 2024	12.00	11.70	11.90	72.20
June 12, 2024	12.10	11.80	12.10	76.50
June 13, 2024	12.30	12.00	12.10	3.71
June 14, 2024	12.10	12.00	12.10	65.87
June 17, 2024	12.50	12.10	12.40	191.71
June 18, 2024	12.70	12.40	12.70	125.05
June 19, 2024	12.80	12.60	12.70	166.30
June 20, 2024	12.80	12.60	12.70	63.83
June 21, 2024	12.90	12.60	12.80	91.74
June 24, 2024	12.80	12.70	12.80	41.81
June 25, 2024	12.80	12.70	12.80	30.40
June 26, 2024	12.70	12.60	12.70	32.20
June 27, 2024	12.80	12.50	12.70	42.30
June 28, 2024	12.90	12.80	12.80	16.75
July 1, 2024	12.80	12.60	12.70	26.70
July 2, 2024	12.70	12.50	12.70	21.92
July 3, 2024	12.70	12.60	12.70	23.30
July 4, 2024	12.70	12.50	12.60	33.82
July 5, 2024	12.60	12.50	12.60	14.61
July 8, 2024	12.70	12.50	12.60	17.90
July 9, 2024	12.60	12.50	12.60	10.80
July 10, 2024	12.60	12.50	12.50	30.30
July 11, 2024	12.50	12.30	12.50	22.60
July 12, 2024	12.60	12.50	12.50	3.30
July 15, 2024	12.50	12.30	12.40	30.00
July 16, 2024	12.40	12.00	12.40	36.20
July 17, 2024	12.50	12.40	12.40	8.30
Weighted Average Share Price for the last 30 trading days				12.19

2. Information on the company

2.1 Information on accumulated profit and excess liquidity of the company

Information from the latest separate financial statement reviewed as of June 30, 2024

- Accumulated profit of the company equals THB 1,287,912,952
- Liabilities which will fall due within 1 year from the date of the commencement of share repurchase equals THB 5,131,137.
- Explain the company's ability to repay its debts which will fall due within 6 months from the date of share repurchase specifying the source of fund to be used to repay the debts

1) The Company's Ability to Repay Debt

As of June 30, 2024, the Company's group had current assets amounting to THB 1,278,238,549, compared to current liabilities amounting to THB 5,131,137. This results in a net current asset balance of THB 1,273,107,412, indicating that the Company has sufficient capability to repay debts due within one year from the date of the share repurchase.

2) Funding Sources for the Share Repurchase:

As of June 30, 2024, the Company held cash and cash equivalents totaling THB 903,872,811, reflecting that the Company has adequate resources to undertake the Share Repurchase.

2.2 Free float as of the latest date on which the share register book-closing date or the date determined by the Board of Directors to determine names of shareholders on August 2, 2024 equals 36.47 percent of the company's paid-up capital.

3. Impact after the share repurchase

3.1 Impacts on the shareholders: If the Company generates profits, shareholders will receive higher dividends per share because the shares repurchased by the Company will not be entitled to receive dividends, thereby increasing the return per share ratio for shareholders

3.2 Impacts on the Company: The Company's liquid assets and shareholders' equity will be decreased if the Company is able to repurchase shares in full according to the specified maximum amount, which will not exceed THB 450,988,000.

4. Method for expressing intention to sell back the shares to the company and Procedure for submission of the General Offer Acceptance Form

4.1 Method for expressing intention to sell back the shares to the company

The shareholder who intends to sell shares to the Company (the “Offeree”) shall follow the procedure as outlined in Attachment A.1 for ordinary shares or Attachment B.1 for NVDR by completing the information in the “General Offer Acceptance Form of Nova Empire Public Company Limited” attached with this general offer to repurchase shares document (the “**General Offer Acceptance Form**”) accurately, completely, and clearly, along with signing by the Offeree as per Attachment A.2 for ordinary shares or Attachment B.2 for NVDRs, accompanied by supporting documents for the sale of shares as follows:

4.1.1 In case ordinary shares are held in certificate form

The owner of the share certificate (who must be the same person as the Offeree) shall sign in the “Signature of the Transferor” column on the back of each share certificate to deposit shares pursuant to Clause 4.2 and together with attaching 3 sets of supporting documents of the Offeree as specified in Clauses 4.1.3 to 4.1.5 below, as applicable, and provide complete information along with the signature in the application form for the withdrawing from the participant account as per Attachment A.5, by specifying the name of the share owner, who must be the same person as the Offeree, without specifying the number of shares, for the withdrawal of the security certificate in the portion that the Company did not repurchase.

The Company’s shareholders may express their intention to sell their shares back to the Company during the Share Repurchase Period (i.e., between 6 September 2024 to 19 September 2024). The Company recommends that shareholders wishing to sell shares back to the Company convert their shareholding from script form to scripless form before submitting their General Offer Acceptance Form to save costs for both shareholders and the Company. Additionally, shareholders holding shares in scripless form will receive their unallocated portion of shares returned in the script form.

In addition, from 22 August 2024 until the day before the first day of the Share Repurchase Period, which is 6 September 2024, the Offerees have a period of 11 business days, to convert their shareholding from script form to scripless form.

- 4.1.2 In case shares are deposited with Thailand Securities Depository Co., Ltd. (“TSD”) in the scripless form

The Offeree must contact the broker with whom they have deposited the Company's ordinary shares and attach 1 set of supporting documents of the Offeree as specified in Clauses 4.1.3 to 4.1.5 below, as applicable, to transfer the shares to the following account:

Account Name: UOB KAY HIAN SECURITIES (THAILAND PLC. FOR TENDER)

Account Number: 026-0000000146

The Offeree can submit the General Offer Acceptance Form along with the supporting documents to the broker with whom the Offeree has a securities trading account with. The broker will act as the intermediary to collect and submit the General Offer Acceptance Form to UOBKayHian Securities (Thailand) Public Company Limited as the General Offer Agent.

- 4.1.3 **In case the Offeree is an individual**

Thai Individuals:

- Please provide a certified true copy of the valid Identification Card, Civil Servant Identification Card, or State Enterprise Employee Card. (In the case of Civil Servant Identification Card or State Enterprise Employee Card, a certified copy of the Offeree's house registration is also required). If the Offeree is a minor, parents (father and mother or legal representative) acting on behalf of the minor must enclose copies of the parents' Identification Cards or Identification Documents, a copy of the minor's birth certificate, and the minor's house registration. In addition, if a legal representative is acting on behalf of the minor, documents or evidence showing that they are acting as the legal representative of the minor are required. All documents must be certified as true copies by the parents

Non-Thai individuals:

- Please provide a certified true copy of their valid alien certificate or valid passport.

- 4.1.4 In case the Offeree is a juristic person

Thai Juristic Person:

- Please provide a copy of an affidavit issued by the Ministry of Commerce not more than 1 year prior to the last day of the Share Repurchase Period, certified as a true copy by authorized director(s) of the juristic person together with the company seal (if any).
- Please provide a certified true copy of the valid Identification Card, Civil Servant Identification Card, or State Enterprise Employee Card. (In the case of Civil Servant Identification Card or State Enterprise Employee Card, a certified copy of the Offeree's house registration is also required). In case the authorized director is a

foreign national, a certified true copy of their valid alien certificate or valid passport of the foreign authorized director who certifies the affidavit, must be provided.

Foreign Juristic Person

- Please provide certified true copies of the certificate of incorporation, memorandum of association, and affidavit, all valid no more than 1 year before the last day of the Share Repurchase Period and certified by the authorized director(s) of the foreign juristic person.
- Please provide a certified true copy of the valid passport of the foreign authorized director who certifies the affidavit above.

All of the above supporting documents, certified as true copies, must be certified by a Notary Public or any other authorized agency in the country where the documents are prepared or certified, and the signature and seal of such Notary Public or any other authorized agency must be certified by an officer of the Royal Thai Embassy or the Royal Thai Consulate in the country where the documents are prepared or certified, all of which must be issued not more than 1 year before the last day of the Share Repurchase Period.

4.1.5 Foreign juristic person conducting business outside Thailand

If the Offeree is a foreign juristic person conducting business outside of Thailand and resides in a country without a double tax treaty agreement with Thailand, or resided in a country with a double tax treaty agreement but such a treaty agreement does not exempt withholding tax on profits from the sale of ordinary shares in Thailand, the Offeree must declare the cost basis of the ordinary shares offered for sale in the "Confirmation of Securities Cost Form" for withholding tax purposes, as specified in Attachment A.3 for ordinary shares or Attachment B.3 for NVDR.

If the Offeree fails to declare the cost basis and submit proper evidence of the cost basis along with the Confirmation of Securities Cost Form, the General Offer Agent will determine the amount of withholding tax based on the entire proceeds from the sale of the securities that the Offeree will receive and deduct the tax accordingly.

4.1.6 In case the Offeree cannot submit the General Offer Acceptance Form in person

The Offeree must prepare the power of attorney as specified in Attachment A.4 for ordinary shares or Attachment B.4 for NVDR, affix a stamp duty of THB 30, and attach the supporting documents of the Offeree and the attorney as specified in Clause 4.1.3 or 4.1.4, as applicable.

4.1.7 Any additional documents as notified by the General Offer Agent

If you have any questions regarding the method of responding to the General Offer Acceptance Form, please contact:

UOBKayHian Securities (Thailand) Public Company Limited

Securities Operations Department, Securities Registration Section.

Telephone Number: 0-2659-8226, 0-2659-8085, 0-2659-8264, 0-2659-8271 and 0-2659-8263

E-mail: CD@uobkayhian.co.th

4.2 Procedure for submission of the General Offer Acceptance Form

4.2.1 In case of ordinary shares are held in certificate form

If the Offeree holds the shares in certificate form, they shall submit a completed General Offer Acceptance Form together with the required supporting documents, as described above, to the General Offer Agent's office at the address below, from 6 September 2024 to 17 September 2024, between 9:00 a.m. and 4:00 p.m. on business days only, at the address below.

UOBKayHian Securities (Thailand) Public Company Limited

Securities Operations Department, Securities Registration Section.

130, 132 Wireless Road, Lumpini, Pathum Wan Bangkok, Thailand 10330

Telephone Number: 0-2659-8226, 0-2659-8085, 0-2659-8264, 0-2659-8271 and 0-2659-8263

E-mail: CD@uobkayhian.co.th

The General Offer Agent will proceed to submit the share certificates to the TSD for verification and share deposit. However, if the Company is unable to transfer the shares within the Share Repurchase Period, it will be considered a default by the Offeree. In this case, the Offeree will be deemed to have withdrawn their acceptance of the general offer to repurchase securities and will not wish to sell their shares to the Company at this time.

The General Offer Agent will not accept any documents submitted by mail.

The Company's shareholders may express their intention to sell back shares to the Company during the Share Repurchase Period (i.e., between 6 September 2024 to 19 September 2024). The Company recommends that shareholders wishing to sell shares back to the Company convert their shareholding from script form to scripless form before submitting their Acceptance Form to save costs for both shareholders and the Company.

Additionally, shareholders holding shares in scripless form will receive their unallocated shares faster than shareholders holding shares in script form.

In addition, starting from 22 August 2024 until the day before the first day of the Share Repurchase Period, which is 6 September 2024, the Offerees have a period of 11 business days, to convert their shareholding from script form to scripless form.

4.2.2 In case ordinary shares are in Scripless form

In case the Offeree has deposited ordinary shares with the broker with whom the Offeree has a securities trading account, such broker shall be responsible for collecting and submitting the General Offer Acceptance Form. In this regard, the Offeree can submit the General Offer Acceptance Form and the supporting documents to the broker from 6 September 2024 to 19 September 2024, between 9:00 a.m. and 4:00 p.m. on business days only.

4.2.3 In case of NVDR

In case of NVDR, the Offeree must submit the General Offer Acceptance Form at least 2 business days before the last day of the Share Repurchase Period, which is between 6 September 2024 to 17 September 2024, between 9:00 a.m. and 4:00 p.m. on business days only.

4.2.4 In case the offered ordinary shares are pledged or under any encumbrance

In case the offered ordinary shares are pledged or subject to any encumbrance, the Offeree must take action to release the pledge or any other encumbrances before undertaking the acceptance procedure pursuant to Clause 4.1.

4.3 Once the Offeree has completed the procedures outlined in Clauses 4.1 and 4.2, the General Offer Agent must proceed to allocate the shares in accordance with Clause 5 and transfer both the shares and NVDR to the Company using the big lot process, subject to the conditions specified in the rules and regulations of the Stock Exchange of Thailand re: Trading, Clearing, and Settlement of Securities in the Exchange B.E. 2555, and related announcements (the “**SET Regulations**”)

If the General Offer Agent is unable to transfer shares and NVDR to the Company by means of a big lot according to the SET Regulations for any reason, such as on the date of transfer of shares to the Company by means of big lot, the proposed purchasing price is higher or lower than the closing price of the previous business day by more than 30 percent (ceiling/floor), etc., the General Offer Agent must transfer the Offeree's shares to the Company by any other means deemed appropriate.

The Offeree, who is an individual, may be subject to capital gains tax on the sale of securities if the General Offer Agent is unable to transfer the aforementioned shares and NVDR to the Company through the big lot process as per the SET Regulations, for any reason. For instance, if on the date of transferring shares to the Company through the big lot process, the proposed purchase price exceeds or falls below the closing price of the previous business day by more than 30 percent (ceiling/floor), or if the Offeree, who is an individual expresses his intention to sell shares in the form of a share certificate, causing the General Offer Agent being unable to transfer the shares to the Company through the big lot process according to the SET Regulations, and etc.

Please refer to Clause 4.1.5 regarding additional tax liabilities of the Offeree.

5. Share allocation method

The Company will proceed with the repurchased shares as follows:

5.1 In the event that the total number of ordinary shares offered for sale is less than the number of ordinary shares the Company intends to repurchase, the Company will repurchase all the ordinary shares offered for sale.

5.2 In the event that the total number of ordinary shares offered for sale is higher than the number of ordinary shares the Company intends to repurchase, the Company will repurchase the offered ordinary shares by allocating the shares to be repurchased in proportion to the total number of ordinary shares offered for sale at this time (pro rata), with the following calculation formula:

The proportion of ordinary shares that the Company will repurchase per the number of shares offered for sale by each Offeree.

$$= \frac{\text{Number of ordinary shares the Company intends to repurchase, which is equal to } X \text{ shares}}{\text{Total number of ordinary shares offered for sale by the Offeree in this program}}$$

If the allocated shares result in fractional shares of less than 1 share, the Company will round down the fractional shares to -0- share.

Allocation of the repurchase of shares according to the above method may result in the total number of shares repurchased being less than the number of shares the Company intends to repurchase.

5.3 In case the Company is not able to purchase all shares offered for sale, the Company shall return the unpurchased shares to the Offeree. The Offeree may claim the shares that the Company did not repurchase according to the following procedure

5.3.1 In the event that the General Offer Agent receives securities in the form of share certificates from the Offeree

The General Offer Agent will arrange for the issuance of ordinary share certificates in the Offeree's name and send the share certificates by registered mail to the Offeree at the address provided in the General Offer Acceptance Form.

In this case, the Offeree must pay a securities withdrawal fee of THB 100 per transaction (deducted from the amount the Offeree will receive. However, if the amount the Offeree will receive is less than the transfer fee, the Offeree must pay the difference to the General Offer Agent.)

The delivery of share certificates to the Offeree shall be made within 14 days from the last day of the Share Repurchase Period (in cases where the amount that the Offeree will receive is higher than the share transfer fee) or the date the General Offer Agent receives the full difference amount from the Offeree (in cases where the amount that the Offeree will receive is lower than the share transfer fee), as the case may be.

- 5.3.2 In the event that the General Offer Agent receives shares from the Offeree in scripless form or in the case of NVDR

The General Offer Agent will transfer shares or NVDR back through the TSD via the scripless system into the account of the Offeree as specified in the General Offer Acceptance Form.

In this regard, the Offeree must pay a transfer fee for shares or NVDR of THB 100 per transaction (deducted from the amount the Offeree will receive. However, if the amount the Offeree will receive is less than the transfer fee, the Offeree must pay the remaining amount to the General Offer Agent.)

The transfer of shares or NVDR back to the Offeree shall be completed no later than the date on which the General Offer Agent pays the share price to the Offeree (in cases where the amount that the Offeree will receive is higher than the share transfer fee) or the date on which the General Offer Agent receives the full difference amount from the Offeree (in cases where the amount that the Offeree will receive is lower than the share transfer fee), as the case may be.

Remark: The redemption of shares in the form of share certificates or the redemption of shares or NVDR through the TSD via the scripless system will be according to the nature of the shares offered for sale. The Offeree cannot change the redemption method.

6. Method for the payment of share price to shareholders

UOBKayHian Securities (Thailand) Public Company Limited, as the General Offer Agent, will pay the price to the Offeree on the first business day after the date of delivery of the shares to the Company. (The expected date of share delivery to the Company is 20 September 2024, and it is anticipated that the price will be paid to the Offeree on 23 September 2024 (the **"Payment Date"**)).

The Offeree may choose to receive payment for the shares according to the following details:

6.1 Collect the cheque in person

The Offeree may come to collect the crossed cheque payable in the name of the Offeree at the General Offer Agent's office on 23 September 2024, from 1:00 p.m. to 4:00 p.m. and from 9:00 a.m. to 4:00 p.m. on the next business day, at the address provided below

UOBKayHian Securities (Thailand) Public Company Limited

Securities Operations Department, Securities Registration Section.

130, 132 Wireless Road, Lumpini, Pathum Wan Bangkok, Thailand 10330

Telephone: 0-2659-8226, 0-2659-8085, 0-2659-8263, 0-2659-8271, and 0-2659-8264

In case the Offeree authorizes another person to collect the cheque on their behalf, the Offeree must prepare a power of attorney for the attorney to collect the cheque. The attorney must then present the power of attorney along with affixed stamp duty and supporting documents of the attorney as specified in Clause 4.1.3 or 4.1.4, as applicable, to the General Offer Agent.

If the Offeree does not collect the cheque within 7 business days from the Payment Date, the General Offer Agent will proceed to send the cheque by mail to the address specified in the General Offer Acceptance Form within 15 business days from 23 September 2024.

Additionally, the General Offer Agent will make payment for the shares by cheque from United Overseas Bank (Thai) Public Company Limited, Silom Complex Branch. If the Offeree resides in a different province, the process of cheque collection will follow the procedures of each respective bank.

6.2 Transfer to the bank account

The General Offer Agent will transfer the share payment to the savings account or current account of the Offeree, which is opened with a commercial bank that has branches in Thailand. The name of the transferee's account must be the same as the Offeree's name as specified in the General Offer Acceptance Form only. The Offeree must deliver either a copy of the first page of the savings account book or a copy of the current account statement, specifying the name of the Offeree as specified in the General Offer Acceptance Form, and details of the bank account which certifies a true copy to the General Offer Agent. In this case, the Offeree will receive money transferred into the account within 4:00 p.m. on the "Payment Date".

In the event that the General Offer Agent is unable to transfer money into the Offeree's account for any reason, the General Offer Agent reserves the right to pay for the securities price by cheque. The General Offer Agent will send the cheque by registered mail as detailed in Clause 6.1.

Remarks:

(1) In the event that the Offeree delivers supporting documents of the General Offer Acceptance Form in the form of share certificates, the General Offer Agent will make payment to the Offeree only when

those share certificates have been verified and deposited by the TSD. If those share certificates are rejected for deposit by the TSD, the General Offer Agent will not be able to make payment to the Offeree and will notify the Offeree to come and collect the share certificates. The Offeree may collect the share certificates on the next business day after receiving notification from the General Offer Agent.

(2) The Company reserves the right to take any action or make any changes as outlined in this Clause 6 for the benefit of the Offeree.

7. In case the company amends or cancels the share repurchase project

7.1 The Board of Directors' Meeting No..... held onhas passed the resolution approving the amendment to the share repurchase project.

Details of the amendment (please specify the existing information and the amended information for the purpose of comparison)

-none-

7.2 The Board of Directors' Special Meeting No. 3/2567 held on July 10, 2024 has passed the resolution approving the cancellation of the share repurchase project

Reason and Necessity:

After careful consideration of additional information regarding the Company's minority shareholders' threshold, it was determined that proceeding with the share repurchase project, which stipulates that the number of shares to be repurchased shall not exceed 40,787,766 shares or 24.00% of the total issued shares, may impact the proportion of minority shareholders, potentially deviating from the criteria outlined in the Free Float regulation, despite the project being supported by Strategic Shareholders. In light of this, the Company has decided to revise the project details to address this concern. Consequently, the Company has resolved to cancel the Share Repurchase Program for financial management as previously announced through information disclosure on June 27, 2024.Remark: *The company shall disclose the amendment to or cancellation of the share repurchase project at least 3 days in advance before such amendment or cancellation comes into effect.*

The Company hereby represents that the information in this reporting form is correct and complete in all respects.

Nova Empire Public Company Limited

Signature

Seal

Miss Parleerat Panboonhom
Chief Executive Officer

Authorized to sign on behalf of the Company

Miss Sukanya Tipmanee
Director

Authorized to sign on behalf of the Company

Attachment A

General Offer Acceptance Procedure and Forms for Ordinary Shares

- A.1 General Offer Acceptance Procedure for Ordinary Shares
- A.2 General Offer Acceptance Form for Ordinary Shares
- A.3 Confirmation of Securities Cost Form for Ordinary Shares
- A.4 Power of Attorney
- A.5 Application for Withdrawing from the participant account.
- A.6 Application for Amending Securities Holder Records.

General Offer Acceptance Procedures for Ordinary Shares

Ordinary shareholders of NOVA EMPIRE PUBLIC COMPANY LIMITED

Ordinary Share Certificate

1. Fill in and Complete the General Offer Acceptance Form

2. Endorse signature on the back of share certificate in the column marked "Transferor's Signature" and please complete/sign on the "Application for Withdrawing from the Participant Account", per Attachment A.5, without specifying the number of shares and attach 3 copies of identification documents per No. 3
(the General Offer Agent will accept only the certificate whose name appears the same as the Offeree or the securities holders whose name appears on the certificate)

Scriptless Shares

1. Fill in and Complete the General Offer Acceptance Form

2. Inform your broker (or custodian) which the Offeree keeps the securities to transfer the scripless ordinary shares to the following account:

Account Name: "UOB Kay Hian Securities Plc. for Tender "

Account No. : 026-000000014-6

For both Thai shareholders (Local Securities) and foreign shareholders

3. Enclose the following supporting and "identification documents per 1), 2), 3) and 4) below, as the case may be," with certified as true copy;

1) Thai Individual

- 1.1 A certified copy of valid Identification ("ID") Card or a copy of valid Civil Servant Identification Card or State Enterprise Employee Card
1.2 (In case of lifelong ID or an unexpired civil servant ID or an unexpired state enterprise official ID , please also attach a certified true copy of house registration with the pages presenting the address and 13-digit ID card of the Offeree)

2) Foreign Individual

A certified copy of valid Alien Certificate or Passport

3) Thai Juristic Person

- 3.1 A certified true copy of an affidavit with the most updated information, issued by the Ministry of Commerce no longer than 6 months prior to the last date of the General Offer period, and the certificate of Value Added Tax (VAT) registration (Form P.P.20) unless the Offeree is not a VAT entity under the Revenue Code, the Offeree must provide a certified true copy of Tax ID card instead (if any), signed by an authorized signatory(ies) of the juristic person affixed with the company seal (if any)
3.2 A certified true copy of identification documents as specified in 1) or 2), as the case may be, of the authorized person(s) who certified document in 3.1)

In case of securities holder's authorized representative

1. Power of Attorney affixed with a stamp duty (a 10 baht or 30 baht stamp duty, as per cases); and
2. A certified true copy of additional 1 set of identification documents for the authorized person(s) and securities holder as specified above

4) Foreign Juristic Person

- 4.1 A certified true copy of a certificate of incorporation or an affidavit issued by an officer of the juristic person or an authorized regulatory body of the country where the juristic person is established, certifying the name of juristic person, the name of an authorized signatory(ies) of juristic person, the address of the head office and conditions of signing authorization, issued not more than 1 year prior to the last date of the General Offer period and the certificate of Value Added Tax (VAT) registration (Form P.P.20) (if any) unless the Offeree is not a VAT entity under the Revenue Code, the Offeree must provide a certified true copy of Tax ID card instead (if any), list of authorized persons and specimen signatures of authorized signatory(ies) and power of attorney (if any), signed by an authorized signatory(ies) of juristic person together with the company's seal (if any)
4.2 A certified true copy of the identification documents as specified in 1) or 2) as the case may be, of the authorized person(s) who certified document in 4.1)
Documents in 4.1) and 4.2) must be certified by the Notary Public officer and an official of the Royal Thai Embassy or the Royal Thai Consulate in the country where the documents are prepared or certified no longer than 1 year prior to the last date of the General Offer period

5) In case of a foreign juristic person whose business is not conducting in Thailand and is domiciled in a country that does not have a double taxation treaty with Thailand or is domiciled in a country that has a double taxation treaty with Thailand but such treaty does not exempt any withholding tax on capital gain on sales of shares in Thailand, the Offeree must fill in details of the cost basis of the offered securities for withholding tax purpose by completing the "Confirmation of Securities Cost Form" as per Attachment 1.3, for withholding tax purposes for the securities, and attach evidence(s) of such cost. If the Offeree fails to declare the cost and to submit proper evidence, the General Offer Agent will calculate and deduct the withholding tax based on the entire proceeds from the sale of the securities receivable by the Offeree (as if the cost of purchase is 0 baht (zero baht))

6) A certified true copy of the first page of a passbook savings account or current account statement of Bank with the page showing the account name and number is required in case the Offeree selects the payment method by transferring to a commercial bank account branch in Thailand

4. Kindly submit all documents to

Please contact Khun Chainarong Boonchusanong or Khun Charun Suksakon or Operations Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower I, Wireless Road, Lumpini, Patumwan, Bangkok 10330
Tel: 0-2659-8000 ext. 8264, 8226

**** The Offeror and the general offer agent will not accept documents sent by post ****

Date Acceptance Form No.

General Offer Acceptance Form for ordinary share of NOVA EMPIRE PUBLIC COMPANY LIMITED (NOVA)

To **NOVA EMPIRE PUBLIC COMPANY LIMITED** ("The Offeror") and UOB Kay Hian Securities (Thailand) Plc. ("The General Offer Agent")

I/We (Mr./Mrs./Ms./Company) Nationality
 Contract Address (that can be reached via registered mail)
 Postal Code Telephone No. Fascimile

Are you a political exposed person? No Yes (please specify Position)
 Sources of overseas income or investment funds No Yes (please specify Position)

Please specific type of seller
 Thai Individual ID Card/Civil Servant ID Card/State Enterprise Card No.
 Foreign Individual Alien Card/Passport No.
 Thai Juristic Person Company Registration No.
 Foreign Juristic Person that Operates Business in Thailand Company Registration No.
 Foreign Juristic Person that Does Not Operate Business in Thailand Company Registration No.

I/We hereby accept to sell ordinary shares of NOVA EMPIRE PUBLIC COMPANY LIMITED Shares.
 (.....) Net price Baht **12.40** (Offeror don't have charged commission fee) total value of Baht
 (.....) subject to terms and conditions stated in the General Offer Document. I/We thoroughly examined the terms and conditions contained in the General Offer and agree to follow the terms and conditions stated in the General Offer document and will not revoke this share selling in any circumstance, except falling in conditions.

I/We hereby appoint UOB Kay Hian Securities (Thailand) Plc. as my/our proxy to sell, transfer, deliver shares, arrange the payment procedure and process, and do any other necessary and relevant to my/our acceptance of the General Offer.

<input type="checkbox"/> In case of "Share Certificate"		<input type="checkbox"/> In case of "Scripless Share" (Transfer through TSD)			No of shares
Securities Holder's Name	Share Certificate No.	TSD Participant No.	Transfer Slip No.	Transfer Date	
Total					

In case the total number of shares offered by the Offeree is more than the maximum number of shares to be repurchased by the Offeror, the Offeror shall allot the shares to be repurchased on a pro rata basis as specified in the General Offer document. If the Offeror cannot repurchase all the offered shares due to such condition, I/We allow the General Offer Agent to return me/us the shares not repurchased by align with feature of the share offered are following.

In case of share certificate: Please issue share certificates in my/our name and have them delivered by registered mail to the name and address specified above. The delivery of the share certificates will not take more than 15 days after the last day of the general offer period.

In case of scripless: Please deposit shares with TSD for securities trading account at (broker name) Parti No. AC No. which I/We have my/our account (the broker and the account number must be the same as those used in the offering)

Payment Option: * Not deliver cheque by mailing**

I/We will collect a payment cheque in person Hereby authorizer collect a payment
 Transfer to the specified bank account of (Commercial Bank branch in Thailand)

Branch.....Type of Account Account No. - -
 (The name of bank account must be same as the seller's name A copy of certified bank statement of the first page of the book bank must be enclosed)

I/We attach evidence of transfer of the shares to account "UOB Kay Hian Securities (Thailand) Plc. for Tender", Account No. 026-00000014-6, together with a certified copy of the identification card and / or a certified copy of the Company Affidavit (in the case of a juristic person) as set out in the General Offer Acceptance procedure.

I/We studied the information, terms and conditions and agrees to comply with all terms and conditions under the general offer and I agree that the acceptance of the general Offer cannot be canceled under any circumstances. Unless the General Offer is canceled according to the conditions and the terms specified in the general offer. And I/We certify, represent and warrant that I am/we are the legal and beneficial owner(s) of all such sold ordinary shares free from any and all encumbrances.

I/We hereby acknowledge that UOB Kay Hian Securities (Thailand) Pcl.(UOBKH), acting as a representative of the company, has collected, used, or disclosed personal information, including authorized representatives (if any), in order to provide services to you. Your personal information and that of others provided by you (if any) are protected under the Personal Data Protection Act B.E. 2562. Recognizing the importance of personal data protection, UOBKH has developed a Personal Data Protection Policy outlining the purposes, details, and rights related to the collection, usage, or disclosure of personal information. You can review this policy at <https://www.utrade.co.th/Page/MaintainSubMenuPage/205>

In this regard, I/we acknowledge and consent UOBKH to proceed as informed above, and certify that other persons to which I/we have provided their personal information to UOBKH also acknowledge and consent.

Signed.....Proxy Signed.....Offeree
 (.....) (.....)



Transfer of Share Certificate / Transfer Scripless Slip and General Offer Acceptance Form Receipt

UOB Kay Hian Securities PCL. has received the General Offer Acceptance Form Holder of ordinary share of
 NOVA EMPIRE PCL. with the Share Certificate/ Transfer Scripless Slip No totaling units
 From (Mr. /Mrs./Ms./Company)

The Offeree will receive payment by:
 Collect a payment cheque in person Hereby authorizer collect a payment
 Transfer to the specified bank account of (Commercial Bank branch in Thailand)

Branch.....Type of Account Account No. - -
 Signed Recipient
 (.....)

Confirmation of Securities Cost Form

(Only for Foreign Juristic Person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand or residing in a country that has double tax treaty with Thailand, but such treaty does not exempt the Foreign Juristic Person from withholding tax on the capital gains realized from the sale of securities in Thailand.)

Date.....

To: UOB Kay Hian Securities Public Company Limited (the "General Offer Agent")

We (Foreign Juristic Person).....

Nationality..... Tax Identification No. (if any).....

Would like to declare the acquisition cost of our NOVA EMPIRE PUBLIC COMPANY LIMITED's securities to be offered for sale as follows:

Transfer Date	Securities Certificate No./ Transfer Slip No.	Securities Holders Name as appearing in the registration	No. of Securities (ordinary shares)	Cost per Share (Thai Baht)
Total				

We hereby attach

Totalling pages, as the evidence(s) of the cost of the securities for the purpose of withholding tax calculation.

We hereby certify that the above statements are true and correct in all respects.

Signature The Offeree

(.....)

Remark: Foreign Juristic Person has to declare cost of securities by submitting the Form for Declaration of Cost of Offered Securities attached with the evidence of such the cost. If this form is submitted with proper evidence of the cost basis, only the Offeree's gain on the sale (if any) will be subject to withholding tax. If the form is not submitted or proper evidence of the cost basis is not attached with the form, the withholding tax of 15% will be imposed on the entire proceeds of the sale instead of the capital gains (implying the cost of purchase is 0 baht (zero baht)).

Power of Attorney

Duty Stamp
Baht 10/ 30

Made at

Date.....

By this Power of Attorney, I/We Age years.
Nationality..... ID Card/Alien Card/Passport ID No.
Address
.....Postal Code.....Country.....

as the holder of ordinary share of NOVA EMPIRE PUBLIC COMPANY LIMITED in the number of
.....shares

hereby authorize Mr./Mrs./Ms. Age.....years.
Nationality..... ID Card/Alien Card/Passport ID No.
Address
.....Postal Code.....Country.....

to act as my/our proxy to

- to sell, transfer, and deliver such securities of NOVA EMPIRE PUBLIC COMPANY LIMITED
- to collect the payment cheque

Through UOB Kayhian (Thailand) PCL. (the General Offer Agent) and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my/our behalf until its completion.

Any act taken by my/our attorney shall be deemed to be taken by myself/ourselves in every respect.

Signature Grantor
(.....)

Signature Proxy
(.....)

Signature Witness
(.....)

Signature Witness
(.....)

Note: 1.Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith.
2. A power of attorney executed with 10-baht stamp duty affixed in case of authorizing to perform the submission of General Offer Acceptance Form for NVDR only, or 30-baht stamp duty affixed in case of authorizing to perform both the submission of General Offer Acceptance Form for ordinary shares and receiving a cheque for the payment of ordinary shares



แบบคำขอถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์ Application for Withdrawing from the participant account

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สำหรับเจ้าหน้าที่ (For official use only)
วันที่ (Date) _____
ผู้ตรวจรับ (Checker) _____

1. ชื่อผู้ถือหลักทรัพย์ บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด เพื่อผู้ฝาก บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด เพื่อผู้ฝาก
- Name of securities holder TSD account THALAND SECURITIES DEPOSITORY COMPANY LIMITED FOR DEPOSITOR

2. ชื่อเจ้าของหลักทรัพย์.....
- Name of owner of securities (ตัวบรรจง) (print).....
- เลขบัตรประจำตัวประชาชน/เลขทะเบียนบริษัท..... สัญชาติ.....
 - ที่อยู่สำหรับการจัดส่งเอกสาร..... Nationality.....

- Address.....
- โทรศัพท์ที่บ้าน..... Home phone.....
- โทรศัพท์ที่ทำงาน..... โทรศัพท์เคลื่อนที่..... อีเมล.....
- Office phone..... Mobile phone..... email address.....

3. ข้าพเจ้ามีความประสงค์ขอลงนามถอนหลักทรัพย์จากบัญชีสมาชิกผู้ฝากหลักทรัพย์ ดังมีรายละเอียดปรากฏตามเอกสารแนบ รายละเอียดหลักทรัพย์ที่ประสงค์จะถอนจากบัญชีสมาชิกผู้ฝากหลักทรัพย์ซึ่งแนบมาพร้อมกับแบบคำขอฯ ฉบับนี้
- I/We hereby request to withdraw the securities from the participant account as detailed in the document attached herewith.

รวมเป็นจำนวนทั้งสิ้น รายการ

Total number of transactions

4. ข้าพเจ้าขอรับรองและยืนยันว่า ข้าพเจ้าได้ตรวจสอบข้อมูลที่ปรากฏในแบบคำขอฯ เอกสารแนบ รายละเอียดหลักทรัพย์ที่ประสงค์จะถอนจากบัญชีสมาชิกผู้ฝากหลักทรัพย์ และเอกสารประกอบแล้วเห็นว่าถูกต้องและเป็นไปตาม
- ความประสงค์ของข้าพเจ้าทุกประการ

I hereby certify that the information provided in this application, attachment list of securities to be withdrawn from the participant account, and other documents attached herewith is complete. True and correct.

5. ข้าพเจ้าได้ศึกษารายละเอียดต่าง ๆ ที่ระบุไว้ในคำขอเกี่ยวกับความเป็นส่วนตัวของบุคคลที่สามที่ข้าพเจ้าเปิดเผยให้แก่ TSD (หากมี) จะถูกประมวลผลและได้รับความคุ้มครองภายใต้คำประกาศเกี่ยวกับความเป็นส่วนตัวดังกล่าว โดยข้าพเจ้า

รับทราบว่าคุณสมบัติของบุคคลที่สามที่ข้าพเจ้าเปิดเผยรวมถึงข้อมูลส่วนบุคคลของบุคคลที่สามที่ข้าพเจ้าเปิดเผยไว้ในการให้คำปรึกษาเกี่ยวกับความยินยอมจากบุคคลที่สามในการให้ข้อมูลส่วนบุคคลของบุคคลที่สาม

ขอยืนยันและรับรองว่า ข้าพเจ้าได้ดำเนินการให้บุคคลที่สามได้อ่านรายละเอียดที่ระบุไว้ในคำประกาศเกี่ยวกับความยินยอมแล้ว รวมทั้งได้รับความยินยอมจากบุคคลที่สามเพิ่มเติมที่อาจมีข้อมูล

นั้นแก่ TSD อย่างถูกต้องและเป็นไปตามกฎหมายทุกประการ นอกจากนี้ ข้าพเจ้ารับทราบว่าสำหรับการดำเนินการพิเศษ (เช่น กรณีที่ใช้การพิมพ์ลายนิ้วมือแทนการลงลายมือชื่อ) ซึ่งต้องนำส่งข้อมูลเพิ่มเติมที่อาจมีข้อมูล

ส่วนบุคคลที่มีความอ่อนไหวรวมอยู่ด้วยนั้น โดยข้อมูลเพิ่มเติมดังกล่าวเป็นข้อมูลที่มีความอ่อนไหวนั้น การไม่ได้รับข้อมูลเพิ่มเติมดังกล่าวจึงอาจทำให้ TSD ไม่สามารถให้บริการแก่ข้าพเจ้าได้ และ

โดยการลงนามในแบบคำขอฯนี้ ข้าพเจ้าตกลงและยินยอมให้ TSD ประมวลผลข้อมูลส่วนบุคคลที่มีความอ่อนไหวนั้น เพื่อการให้บริการของ TSD

I/We have thoroughly read all the details specified in the privacy notice of the Stock Exchange of Thailand group ("SET Group") (<https://www.set.or.th/th/privacynotice.html>) and acknowledged that my / our personal data, and any third party's personal data I/We have provided to TSD (if any) will be processed and protected under such privacy notice. In this regard, I hereby confirm and represent that I/We have procured such third party to read all the details specified in such privacy notice and have duly obtained a proper and lawful consent from such third party to provide the personal data of the third party to TSD. In addition, I/We hereby acknowledge that in case of any special action (such as where fingerprint is used instead of signature) which additional information that may contain sensitive personal data is required to be submitted TSD and such additional information is necessary for the provision of TSD service, not providing such additional information may render TSD to be unable to provide TSD service to me/us. Hence, by signing this application, I/We agree and consent that such sensitive personal data to be processed by TSD in connection with the purpose of the provision of TSD service.



SET Contact Center
www.set.or.th/contactcenter



แบบคำขอถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์ Application for Withdrawing from the participant account

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6. สำเนาเอกสารแสดงตนสำหรับกรณีดำเนินการโอนหลักทรัพย์ทั่วไปที่ส่งให้แก่ TSD อาจปรากฏข้อมูลส่วนบุคคลที่มีความอ่อนไหว ซึ่งเป็นข้อมูลที่ไม่จำเป็นต้องให้บริการให้บริการของ TSD และ TSD ไม่มีวัตถุประสงค์ที่จะเก็บข้อมูลส่วนบุคคลที่มีความอ่อนไหวดังกล่าว ดังนั้น เจ้าของเอกสารสามารถดำเนินการขจัดเพื่อปกป้องข้อมูลส่วนบุคคลที่มีความอ่อนไหวดังกล่าวก่อนนำเอกสารแสดงตนที่ปรากฏข้อมูลส่วนบุคคลที่มีความอ่อนไหวนั้นให้แก่ TSD ทั้งนี้ ในกรณีที่ผู้ฝากไม่ดำเนินการเพื่อปกป้องข้อมูลส่วนบุคคลที่มีความอ่อนไหวดังกล่าว TSD จะถือว่าท่านได้ให้ความยินยอมในการเก็บรวบรวมข้อมูลส่วนบุคคลที่มีความอ่อนไหวดังกล่าว

Copy of identification documents submitted to TSD may contain sensitive personal data which is not necessary for the provision of TSD service, and TSD has no intention of collecting such sensitive personal data. As a result, the document owners may proceed to cross out any part in order to cover up any sensitive personal data before submitting the identification documents containing such sensitive personal data to TSD. In case that no action is taken to cover up such sensitive personal data, TSD shall deem that you have given your consent to TSD to the collection of such sensitive personal data.

ลงชื่อ.....ผู้ถือหลักทรัพย์

Signature (.....) Securities holder

ข้าพเจ้า บริษัท.....สมาชิกผู้ฝากเลขที่.....ขอรับรองว่าข้อความที่กล่าวข้างต้นเป็นความจริง อนึ่งในการที่ TSD ออกไปหลักทรัพย์ให้แก่เจ้าของหลักทรัพย์ตามที่ระบุไว้ในคำร้องนี้ ในกรณีที่ข้าพเจ้าได้รับมอบหมายให้ดำเนินการโดยตัวแทนเจ้าของหลักทรัพย์ซึ่งเป็นลูกค้ายของข้าพเจ้า โดยใช้สำเนาหนังสือมอบอำนาจและเอกสารแสดงตนของลูกค้ายพร้อมลงนามรับรองความถูกต้องและหลักฐานดำเนินการตามคำร้องนี้หากจะพึงมีหรือก่อให้เกิดความเสียหายใดก็ตามข้าพเจ้าจะไม่ด้วยประการใด ๆ ข้าพเจ้าขอรับผิดชอบและขอชี้แจงให้ TSD หรือบุคคลอื่นใด จนครบถ้วน

I.....depository participant number.....hereby warrant that the above content is true. In relation to the issuance by TSD, of the securities certificates to the securities owner as specified in this application. In case I am authorized to proceed on behalf of the securities owner who is my customer using a copy of the Power of Attorney and the customer's identification documents certified as correct on the customer's behalf for the purpose of taking actions under this application, if any damage may be caused or is caused by such acts to TSD, or any other person in any respect, I hereby agree to be liable and to compensate TSD, or any other person in full.

ลงชื่อ.....ผู้มีอำนาจลงนาม

Signature (.....) Authority

หมายเหตุ 1. ข้อมูลส่วนบุคคลที่มีความอ่อนไหว หมายความว่า ข้อมูลที่มีความหมายตามที่ มาตรา 26 ของ พ.ร.บ.คุ้มครองข้อมูลส่วนบุคคล กำหนดไว้ เช่น ศาสนา พหุเลิศจิต เป็นต้น

Remark Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

2. TSD จะพิจารณาเอกสารข้างต้น เมื่อได้รับเอกสารที่ครบถ้วนและปรากฏข้อมูลชัดเจน เช่น ภาพถ่ายสำเนาบัตรประชาชนที่ชัดเจน หรือการลงลายมือชื่อชัดเจน เป็นต้น

TSD will consider the above documents when receiving the complete documents and clear information such as the copy of identification documents or signature.

3. กรณีขอถอนหุ้นที่ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) ("BAY") เป็นนายทะเบียน จะมีการเรียกเก็บค่าออกใบหุ้นตามอัตราที่นายทะเบียน BAY กำหนด ทั้งนี้กรณีที่มีการปฏิเสธการถอนหุ้นนี้ นายทะเบียน BAY ขอสงวนสิทธิ์ในการไม่คืนค่าออกใบหุ้นในทุกกรณี

แบบคำขอถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์
Application for Withdrawing from the participant account

รายละเอียดหลักทรัพย์ที่ประสงค์จะถอนจากบัญชีสมาชิกผู้ฝากหลักทรัพย์
List of securities to be withdrawn from the participant account

CSD 1-14

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รายการที่ No.	ชื่อย่อหลักทรัพย์ Securities symbol	ชื่อหลักทรัพย์ Securities name	จำนวนหุ้นที่ขอให้ออกใบหลักทรัพย์ (หุ้น / หน่วย) Number of securities to be issued new securities certificates (Share / unit)	ตัวอักษร (หุ้น / หน่วย) Amount of securities in letters (Share / unit)	สำหรับเจ้าหน้าที่ (For official use only) เลขที่รายการ (Transaction No.)

หมายเหตุ TSD สงวนสิทธิ์ในการดำเนินการตามแบบคำขอฯ เฉพาะรายการที่มีข้อมูลครบถ้วนถูกต้องเท่านั้น

Remark The TSD reserves the rights to proceed in accordance with the application forms containing complete and correct formation.

ลงชื่อ.....ผู้ถือหลักทรัพย์

Signature (.....) Securities holder

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(page)





แบบคำขอถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์
Application for Withdrawing from the participant account

CSD 1-14

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ประเภทบุคคล Type of person	เอกสารแสดงตน Submitted documents for Withdrawing from the participant account
บุคคลธรรมดา - สัญชาติไทย Individual Person - Thai Nationality	สำเนาบัตรประจำตัวประชาชน ลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของบัตร A copy of the person's Thai national I.D. card, certified true with an original signature.
บุคคลธรรมดา - สัญชาติอื่น Individual Person - Other Nationalities	สำเนาใบต่างตัว หรือสำเนาทะเบียนเดินทาง ลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของเอกสาร A copy of the signatory's alien identity card or passport, certified true with an original signature
นิติบุคคล - สัญชาติไทย Juristic Person - Thai Nationality	1. สำเนาหนังสือรับรองกระทรวงพาณิชย์ (อายุไม่เกิน 1 ปี นับจากวันที่ออกเอกสาร) ลงลายมือชื่อรับรองโดยกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคลนั้น A copy of an affidavit issued by the Ministry of Commerce (issued no more than 1 year from the date of issuance) certified by the authorized director(s) of such juristic person. 2. สำเนาบัตรประจำตัวประชาชน/ใบต่างตัว/หนังสือเดินทาง ของกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคลลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของเอกสาร A copy of the national I.D. card/alien identity card/passport of directors who are authorized to represent the company, certified true with original signatures.
นิติบุคคล - สัญชาติอื่น Juristic Person - Other Nationalities	1. สำเนาหนังสือรับรองการจดทะเบียนบริษัท ซึ่งออกโดยหน่วยงานราชการที่มีอำนาจออกประเทศซึ่งนิติบุคคลนั้น มีภูมิสำเนา A copy of the company's registration certificate issued by the regulating government agency. 2. สำเนาหนังสือรับรองการผู้มีอำนาจลงนามผูกพันนิติบุคคล พร้อมด้วยเงื่อนไขหรืออำนาจในการลงนามผูกพัน และที่ตั้งสำนักงานใหญ่ ซึ่งออกโดยเจ้าหน้าที่ของนิติบุคคลนั้น หรือหน่วยงานราชการที่มีอำนาจของประเทศที่นิติบุคคลนั้นมีสำเนา A copy of the juristic person's affidavit of incorporation showing directors authorized to bind the company and conditions relating thereto, showing the company's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the government agency having jurisdiction over the juristic person. 3. สำเนาบัตรประจำตัวประชาชน หรือหนังสือเดินทางของกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคลนั้น ซึ่งรับรองความถูกต้องโดยเจ้าของเอกสาร A copy of the passport or other official identity document of each authorized director signing this document, certified true with an original signature.
หมายเหตุ หนังสือรับรองคุณสมบัติการเป็นนักลงทุนในหลักทรัพย์ที่มีข้อจำกัดการโอน (สำหรับหลักทรัพย์ที่มีข้อจำกัดการโอนตามระเบียบที่ระบุไว้ในข้อกำหนดสิทธิหรือหนังสือชี้ชวนของบริษัทผู้ออกหลักทรัพย์) Remark Letter of Confirmation of Investor's Qualification in Securities Transfer Restriction. (for securities subject to transfer restriction as specified in the stipulations of rights or prospectus of the securities issuers)	กรณเอกสารได้จัดทำหรือรับรองความถูกต้องในต่างประเทศ ต้องดำเนินการ ดังนี้ All documents for "Other Nationalities" above, must have been : 1) ให้เจ้าหน้าที่ Notary Public หรือหน่วยงานอื่นใดที่มีอำนาจในประเทศที่เอกสารดังกล่าว ได้จัดทำหรือรับรองความถูกต้องของการดังกล่าว (การรับรองเอกสารดังกล่าว ต้องไม่เกิน 1 ปี จนถึงวันที่ยื่นแบบคำขอจดทะเบียน) The notary public or any competent authority in the country where such documents were prepared or certified correct, shall certify the signature of the person who prepared such documents, or who certified the accuracy of such documents. (Certified within the past 1 year before being submitted to TSD.) 2) ให้เจ้าหน้าที่ของสถานทูตไทยหรือกงสุลไทยในประเทศที่เอกสารดังกล่าว ได้จัดทำหรือรับรองความถูกต้องทำการรับรองลายมือชื่อและตราประทับของเจ้าหน้าที่ Notary Public หรือหน่วยงานอื่นใดที่ได้ดำเนินการตาม (1) (การรับรองเอกสารต้องไม่เกิน 1 ปี จนถึงวันที่ยื่นแบบคำขอจดทะเบียน) An official of the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified correct, shall certify the signature and the seal of the notary public or any other authority which performed the act under (1) ■ เอกสารที่จัดทำขึ้นเป็นภาษาต่างประเทศนอกเหนือจากภาษาอังกฤษจะต้องจัดทำคำแปลอย่างน้อยเป็นภาษาอังกฤษ The documents prepared in any other foreign languages other than English must be translated into English.

Version 005_22/04/2024

SET Contact Center
www.set.or.th/contactcenter
+662 009 9999 กด 01



Thailand Securities Depository Co., Ltd.
93 Ratchadaphisek Road, Dindaeng,
Dindaeng, Bangkok 10400 Thailand

บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด
เลขที่ 93 ถนนรัชดาภิเษก แขวงดินแดง
เขตดินแดง กรุงเทพฯ 10400

Highly Confidential

I/We _____ national I.D. card/passport/company Registration number _____

hereby request for Thailand Securities Depository Co., Ltd. ("TSD") to amend the following information of the securities holder:

<u>Type of information</u>	<u>Specify Original Information (Pre-Amendment)</u>	<u>Specify the Information Requiring Amendment</u>
<input type="checkbox"/> Honoric (Mr./Mrs./Miss)	➤	➤
<input type="checkbox"/> First name - last name	➤	➤
<input type="checkbox"/> For general contacts	➤	➤
<input type="checkbox"/> Mailing address for the delivery of proxy and meeting invitation documents (principal address) where there is a share balance on the XM date	<input type="checkbox"/> Use the newly changed address above <input type="checkbox"/> Specify the address* _____ _____ * This is the address pursuant to the register notified to TSD or securities depositing member company (broker/custodian) which will then affect the selection of the principal address	
<input type="checkbox"/> Postal code	➤	➤
<input type="checkbox"/> Home/Office telephone No.	➤	➤
<input type="checkbox"/> Mobile phone	➤	➤
<input type="checkbox"/> email address This email address is used for getting the result of amendment from TSD	➤	➤
<input type="checkbox"/> Other.....	➤	➤

◆ Amendment of the information will be effective when TSD has received request at least 5 business days prior to the book closing date.

In an event you deposit the securities with the securities depositing member company (broker/custodian), please contact your securities depositing member company directly for the amendment of any information.

◆ Mailing address for the delivery of documents should be convenient for the purpose of document receipt via registered mail, but the address must not be specified as a post office box as stipulated by the Department of Business Development, Ministry of Commerce.

I/We hereby certify that the aforementioned statements are true. Should TSD incur any damage or potential damage as a result of the undertaking specified above, I/We shall be fully responsible for any damage caused and shall compensate TSD in full.

I/We have thoroughly read all the details specified in the privacy notice of the Stock Exchange of Thailand group ("SET Group") (<https://www.set.or.th/privacy-notice.html>) and acknowledged that my/our personal data, and any third party's personal data I/We have provided to TSD (if any) will be processed and protected under such privacy notice. In this regard, I/We hereby confirm and represent that I/We have procured such third party to read all the details specified in such privacy notice and have duly obtained a proper and lawful consent from such third party to provide the personal data of the third party to TSD.

In addition, I/We hereby acknowledge that in case of any special action (such as where fingerprint is used instead of signature) which additional information that may contain sensitive personal data is required to be submitted to TSD and such additional information is necessary for the provision of TSD service, not providing such additional information may render TSD to be unable to provide TSD service to me/us. Hence, by signing this application, I/we agree and consent that such sensitive personal data to be processed by TSD in connection with the purpose of the provision of TSD service.

Signature _____ Securities holder
(_____) Phone no. _____

If a proxy has been assigned, please sign as both the securities holder and the grantor

I/We here by authorize _____ as my/our representative, with full authority to file this application.

Stamp Duty
THB 10

Signature _____ Grantor Signature _____ Grantee
(_____) (_____) Phone no. _____

For official use only

Date _____ Transaction no. _____ Checker _____

I have already checked all original identification documents

Signature _____ Officer

TSD301_V. 5/2023_EN_1/9/2023



Supporting Documents for the Application for Amending Securities Holder Records

1. **Application for amending of securities holder records** with the details filled in and signed by the securities holder correctly and completely.
2. **Amendment supporting documents in case of change to title/name/surname please attach:**
 - ◆ certificate of change to title, name or surname, marriage certificate, divorce certificate, as the case may be; and
 - ◆ Original securities certificate (original name/surname prior to the amendment) together with the application for the issuance of new securities certificate requesting registrar to issue a new securities certificate (new name/surname as per the amendment application).
3. **Identification documents of securities holder and authorized person (if any)** pursuant to the type of person with the details as per the table below.
 - In case of other types of person, please ask for additional information at SET Contact Center accordingly to the contact channels further below in the application form or <https://media.set.or.th/rulebook/form/SupportingDocumentsforIndividuals-JuristicPersons.pdf>
4. Copy of identification documents submitted to TSD may contain sensitive personal data which is not necessary for the provision of TSD service, and TSD has no intention of collecting such sensitive personal data. As a result, the document owners may proceed to cross out any part in order to cover up any sensitive personal data before submitting the identification documents containing such sensitive personal data to TSD. In case that no action is taken to cover up such sensitive personal data, TSD shall deem that you have given your consent to TSD to the collection of such sensitive personal data.

Type of person	Identification Documents only to support the request to change name/ surname	Documents for other types of requests
Individual person - Thai Nationality	1. In case the securities holder contacts TSD personally, the original Thai national identification card (Thai ID Card) or digital identification cards and the certification form for the civil history register via digital system (Tor.Ror12/2) of the securities holder must be presented. 2. In case the securities holder does not contact TSD personally, the securities holder must authorize a person to act on his/her behalf, and such person must present the original Thai ID Cards of the securities holder and its copy which has been certified as true and correct copy of the original document by the document owner. * If the original Thai ID Card of the securities holder cannot be presented, please attach the original of the certification document issued by the sub-district or district office, identifying to use those certified true copies instead of the original Thai ID Card (issued not more than 90 days before the date of submission as part of this application). 3. In case filing this application via registered mail, please attach, - Copies of Thai ID Card of the securities holder which has been certified as true and correct copy of the original document by the document owner.	A Copy of Thai ID Card of the securities holder which has been certified as true and correct copy of the original document by the document owner.
Individual person - Other Nationalities	1. In case the securities holder contacts TSD personally, the original alien identification card or passport of the transferor and the transferee must be presented. 2. In case the securities holder does not contact TSD personally, the securities holder appointed contact person must present the original alien identification card or passport and its copy which has been certified as true and correct copy of the original document by the document owner. * If the original passport cannot be presented or this application is being submitted by registered mail, - The copy of the passport must be notarized by a notary public, and such notarization must be certified by the Thai embassy or consulate. ◆ Such certification must be issued not more than 1 year before the date of submission as part of this application. * If the original signatory's alien identity card cannot be presented or this application is being submitted by registered mail, - Certificate of civil registration (issued not more than 90 days before the date of submission as part of this application)	A Copy of alien identification card / passport which has been certified as true and correct copy of the original document by the document owner.
Juristic person - Thai Nationality	1.1. A copy of an affidavit issued by the Ministry of Commerce (issued no more than 1 year from the date of issuance) certified by the authorized director(s) of such juristic person. 2. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner.	
Juristic person - Other Nationalities	1. A copy of the juristic person registration certificate issued by the regulating government agency in the country where such juristic person is domiciled. 2. A copy of the company's affidavit enumerating its directors authorized to bind the company and conditions relating thereto, showing the juristic person's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the governmental agency in the country where such juristic person is domiciled. 3. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner. <u>All documents for "Other Nationalities" above, must have been:</u> (1) notarized by the notary public or certified by any competent authority in the country where such documents were prepared or certified for the certification of the signature of the person who prepared or certified such documents. (The certification must be issued not more than 1 year before the date of submission as part of this application.) (2) certified by the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified for the notarization or certification performed by the public notary or such competent authority under (1). (The certification must be issued not more than 1 year before the date of submission as part of this application.) ■ The documents prepared in any other foreign languages other than English must be translated into English.	

Remark : 1. Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

2. TSD will consider the above documents when receiving the complete documents and clear information such as the copy of identification documents or signature.



Attachment B

General Offer Acceptance Procedure and Forms for NVDR

B.1 General Offer Acceptance Procedure for NVDR

B.2 General Offer Acceptance Form for NVDR

B.3 Confirmation of Securities Cost Form for NVDR

B.4 Power of Attorney for NVDR

**General Offer Acceptance Procedures for NVDRs of
NOVA EMPIRE PUBLIC COMPANY LIMITED**

NVDRs Holder of NOVA EMPIRE PUBLIC COMPANY LIMITED

1. Complete the Tender Offer Acceptance Form for NVDR

2. Advise broker to transfer the Scripless NVDR Shares to the following account
“UOB Kay Hian Securities (Thailand) Plc. for Tender”
Account No. **026-000000014-6**

3. Enclose a certified true copy of the following documents

1) Thai Individual

- 1.1 A certified copy of ID Card or
A certified copy of Civil Servant ID Card or
A copy of State Enterprise Employee Card
1.2 A certified copy of house registration for a
copy of State Enterprise Employee Card only

2) Foreign Individual

- A certified copy of Passport or
A certified copy of Alien Certificate

3) Thai Juristic Person

- 3.1 A certified copy of Company Affidavit Issued
by MOC not exceeding 6 months prior to the
last day of the tender offer period
3.2 A certified copy of documents stated in No. 1)
or 2) of the person who is duly authorized by
the company to certify true copy of document
in 3.1 above

4) Foreign Juristic Person

- 4.1 A certified copy of the certificate of
incorporation, and the affidavit issued by an
authorized officer of the juristic person or
regulatory body of the country where the
Juristic person is domiciled, which certifies
the name of the juristic person, the person
authorized to bind the juristic person, head
office location and any condition to the power
of such authorized person to bind the juristic
person (affidavit issued not exceeding 1 year
prior to the day of the tender offer period)
4.2 Documents state in No. 1) or 2) of the person
who is duly authorized by the company to
certify true copy of document in 4.1 above

Documents in 4.1 and 4.2 must be certified by the
notary public officer and Thai Embassy or Thai
Consulate in the country where the document
were prepared and issued not exceeding 1 year.

5) Foreign Juristic Person has to declare cost of securities by submitting the Confirmation of Securities Cost Form together with the evidence that demonstrates the cost basis. If the Offeree fails to declare the cost basis and to submit proper evidence of the cost basis, the withholding tax will be imposed on the entire proceeds of the sale of the securities.

6) A certified true copy of the first page of a passbook savings account or current account statement of Bank with the page showing the account name and number is required in case the Offeree selects the payment method by transferring to a bank account of 1.BAY 2.SCB 3.BBL 4.KTB 5. KBANK 6.TMB 7.UOB 8. TBANK 9.LH or 10.CIMBT

In case of security holder's authorized representative

- 1) Power of Attorney affixed with a Baht 10 / 30 stamp duty
2) Certified copy of identification documents of the shareholder and authorized representative as specify above

4. Submit all documents to

Please contact Khun Chainarong Boonchusanong or Khun Charun Suksakon or Operations Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower I, Wireless Road, Lumpini, Patumwan, Bangkok 10330 Tel: 0-2659-8000 ext. 8264, 8226

**General Offer Acceptance Form for NVDRs of
NOVA EMPIRE PUBLIC COMPANY LIMITED**

To **NOVA EMPIRE PUBLIC COMPANY LIMITED** ("The Offeror") and UOB Kay Hian Securities (Thailand) Plc. ("The General Offer Agent")
Acceptance Form No.
Date

I/We (Mr./Mrs./Ms./Company) Nationality
Contract Address (that can be reached via registered mail)
..... Postal Code Telephone No. Fascimile

Please specific type of seller

- Thai Individual ID Card/Civil Servant ID Card/State Enterprise Card No.
 Foreign Individual Alien Card/Passport No.
 Thai Juristic Person Company Registration No.
 Foreign Juristic Person that Operates Business in Thailand Company Registration No.
 Foreign Juristic Person that Does Not Operate Business in Thailand Company Registration No.

I/We hereby accept to sell Shares. (.....) NVDRs representing ordinary shares of NOVA EMPIRE PUBLIC COMPANY LIMITED ("NOVA") at the price of Baht **12.40** (Offeror don't have commission fee) total value of Baht subject to terms and conditions stated in the General Offer Document. I/We thoroughly examined the terms and conditions contained in the General Offer and agree to follow the terms and conditions stated in the General Offer document and will not revoke this share selling in any circumstance, except falling in conditions.

I/We hereby appoint UOB Kay Hian Securities (Thailand) Plc. as my/our proxy to sell, transfer, deliver shares, arrange the payment procedure and process, and do any other necessary and relevant to my/our acceptance of the General Offer.

Transfer Scripless NVDRs			
Transfer Date	TSD Participant No.	Transfer Slip No. TSD	No. of NVDRs
Total			

In case the total number of shares/NVDRs offered by the Offeree is more than the maximum number of shares to be repurchased by the Offeror, the Offeror shall allot the shares/NVDRs to be repurchased on a pro rata basis as specified in the General Offer document. If the Offeror cannot repurchase all the offered shares/NVDRs due to such condition, I/We allow the General Offer Agent to return me/us the NVDRs not repurchased by deposit NVDRs with TSD for securities trading account at

Broker Name.....Parti No.....Account No..... which I/We have my/our account (the broker and the account number must be the same as those used in the offering)

Payment Option: * Not deliver cheque by mailing**

- I/We will collect a payment cheque in person Hereby authorizer collect a payment
 Transfer to the specified bank account of (Commercial Bank branch in Thailand)

Branch.....Type of Account, Account No. --
(The name of bank account must be same as the seller name)

I/We attach evidence of transfer of the shares to account "UOB Kay Hian Securities (Thailand) Plc. for Tender", Account No. 026-00000014-6, together with a certified copy of the identification card and / or a certified copy of the Company Affidavit (in the case of a juristic person) as set out in the General Offer Acceptance procedure.

I/We studied the information, terms and conditions and agrees to comply with all terms and conditions under the general offer and I agree that the acceptance of the general Offer cannot be canceled under any circumstances. Unless the General Offer is canceled according to the conditions and the terms specified in the general offer.

I/We hereby acknowledge that UOB Kay Hian Securities (Thailand) Plc.(UOBKH), acting as a representative of the company, has collected, used, or disclosed personal information, including authorized representatives (if any), in order to provide services to you. Your personal information and that of others provided by you (if any) are protected under the Personal Data Protection Act B.E. 2562. Recognizing the importance of personal data protection, UOBKH has developed a Personal Data Protection Policy outlining the purposes, details, and rights related to the collection, usage, or disclosure of personal information. You can review this policy at <https://www.ustrade.co.th/Page/MaintainSubMenuPage/205>

In this regards, I/we acknowledge and consent UOBKH to proceed as informed above, and certify that other persons to which I/we have provided their personal information to UOBKH acknowledge and consent.

Signed.....Proxy Signed.....Offeree
(.....) (.....)

✂

Transfer of Scripless NVDR and and General Offer Acceptance Form Receipt

UOB Kay Hian Securities PCL. has received the General Offer Acceptance Form Holder of NVDRs of NOVA EMPIRE PCL. and the Transfer of Scripless NVDR with the document to transfer NVDRs totaling.....units of NVDRs from (Mr. /Mrs./Ms./Company)
Acceptance Form No.

The Offeree will receive payment by:

- Collect a payment cheque in person Hereby authorizer collect a payment
 Transfer to the specified bank account of (Commercial Bank branch in Thailand)

Branch.....Type of Account, Account No. --

Signed Recipient

(.....)

Date

Confirmation of Securities Cost Form for NVDR

(Only for Foreign Juristic Person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand or residing in a country that has double tax treaty with Thailand, but such treaty does not exempt the Foreign Juristic Person from withholding tax on the capital gains realized from the sale of securities in Thailand.)

Date.....

To: UOB Kay Hian Securities Public Company Limited (the "**General Offer Agent**")

We (Foreign Juristic Person)

Nationality..... Tax Identification No. (if any).....

Would like to declare the acquisition cost of our NOVA EMPIRE PUBLIC COMPANY LIMITED's securities to be offered for sale as follows:

Transfer Date	Securities Certificate No. / Transfer Slip No.	Securities Holders Name as appearing in the registration	No. of NVDRs (Units)	Cost per Share (Thai Baht)
Total				

We hereby attach

Totaling Pages, as the evidence(s) of the cost of the securities for the purpose of withholding tax calculation.

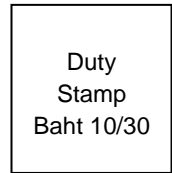
We hereby certify that the above statements are true and correct in all respects.

Signature The Offeree

(.....)

Remark: Foreign Juristic Person has to declare cost of shares by submitting the Form for Declaration of Cost of Offered Securities with the evidence of such cost. If this form is submitted with proper evidence of the cost basis, only the Offeree's gain on the sale (if any) will be subject to withholding tax. If the form is not submitted or proper evidence of the cost basis is not attached with the form, the withholding tax of 15% will be imposed on the entire proceeds of the sale instead of the capital gains (implying the cost of purchase is 0 baht (zero baht)).

Power of Attorney



Made at
Date.....

By this Power of Attorney, I/We Age years.
Nationality..... ID Card/Alien Card/Passport ID No.
Address
Postal Code.....Country.....
hold(s) NVDRs of NOVA EMPIRE PUBLIC COMPANY LIMITED.
hereby authorize Mr./Mrs./Ms. Age.....years.
Nationality..... ID Card/Alien Card/Passport ID No.
Address
Postal Code.....Country.....

To act as my/our proxy to

- to act as my/our attorney to sell, transfer, and deliver such securities of NOVA EMPIRE PUBLIC COMPANY LIMITED.,
 - Collect the payment cheque
- and through UOBKH (General Offer Agent) to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my behalf until its completion.

Any act taken by my/our proxy shall be deemed to be taken by myself/ourselves in every respect.

Signature Grantor
(.....)

Signature Proxy
(.....)

Signature Witness
(.....)

Signature Witness
(.....)

Note: 1.Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith.
2. A power of attorney executed with 10-baht stamp duty affixed in case of authorizing to perform the submission of General Offer Acceptance Form for NVDRs only, or 30-baht stamp duty affixed in case of authorizing to perform both the submission of General Offer Acceptance Form for NVDRs and receiving a cheque for the payment of ordinary shares