

(Translation)

August 8, 2024

Subject: Notice of the Extraordinary General Meeting of Shareholders No. 2/2024

To: Shareholders of Nova Empire Public Company Limited

Enclosures:

Supporting Documents for Meeting Agenda

1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders, held on April 30, 2024. (Enclosure No.1)
2. Share Repurchase for Financial Management Disclosure Form (for agenda item no.2)

Supporting Documents for Meeting Attendance

3. Proxy Forms B and C.
4. The Company's Articles of Association concerning the Shareholders' Meetings.
5. Profiles of the independent director in support of the shareholders' proxy.
6. Details of the Meeting Participation by Electronic Means (E-EGM).

On July 18, 2024, the Board of Directors of Nova Empire Public Company Limited (the "Company") resolved to hold the Extraordinary General Meeting of Shareholders No. 2/2024 on August 22, 2024, at 14.00 hours by electronic means (E-EGM) and specified the Record Date for shareholders to attend such meeting on August 2, 2024 in accordance with the Emergency Decree on Electronic Meetings B. E. 2563 (2020) and any relating laws and regulations to consider various matters. The agenda items are as follows;

Item 1 To acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders, held on April 30, 2024

Fact and Reason:

The 2023 Annual General Meeting of Shareholders was held on April 26, 2023. A copy of the Minutes of the said meeting is shown in Enclosure 1.

Opinion of the Board:

The Board of Directors considers that the Minutes of the Meeting have correctly recorded the Meeting's resolutions and thus deems it appropriate to propose the Extraordinary General Meeting of Shareholders to acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders, held on April 30, 2024, as per the proposed details.

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Votes required to pass this resolution:

This agenda item is for acknowledgment and thus requires no vote.

- Item 2 Consider approving the share repurchase project for financial management. The maximum amount allocated for share repurchase is 451 million baht. The number of shares to be repurchased will not exceed 36,370,000 shares (not exceed 21.4005 percent of all outstanding shares)..

Fact and Reason:

The Company's Articles of Association and relevant laws stipulate that a company may repurchase its shares provided it possesses accumulated profits and excess liquidity. If the repurchase exceeds 10 percent of the paid-up capital, shareholder meeting approval must be obtained, and the repurchase must be completed within one year. Furthermore, listed companies repurchasing shares for financial management purposes must meet the following additional qualifications:

- Retained earnings must be present as per the separate financial statements, and the repurchase limit cannot exceed the unallocated retained earnings of the company. These must be reserved until all treasury shares are sold, or when capital is reduced for the unsold treasury shares.
- There must be excess liquidity, taking into account the ability to repay debt within the next six months from the date of the share purchase. The repurchase must not impair the company's debt repayment capacity.
- The repurchase must not reduce the proportion of retail shareholding distribution (Free Float) below the minimum criteria set by the Stock Exchange, which is not less than 15 percent of the paid-up capital. Additionally, the number of minor shareholders holding shares less than 5 percent of the paid-up capital must not be less than 150 persons.

Opinion of the Board:

The Board Meeting Special Meeting No. 4/2024, held on July 18, 2024, resolved to propose to the shareholders' meeting the consideration and approval of the share repurchase project for financial management. The maximum amount allocated for the repurchase is not more than 451 million baht. The number of shares to be repurchased is not more than 36,370,000 shares (representing not more than 21.4005 percent of all paid-up shares) via a General Offer (GO).

In this regard, the Board of Directors opined that the Company possesses sufficient liquidity with retained profits according to the separate financial statements, as evidenced by the latest reviewed separate financial statements as of March 31, 2024. The Company retains earnings yet to be allocated amounting to 1,292,896,764 baht and has liabilities due within one year totaling 775,428,642 baht. Additionally, the Company possesses cash and cash equivalents for the group

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of companies amounting to 1,771,709,797 baht and bank deposits with collateral totaling 420,000,000 baht as of March 31, 2024 (The Company has already repaid debt from financial institutions that used the deposits as collateral in the second quarter of 2024), thus maintaining sufficient cash flow to execute the share repurchase project. Moreover, considering the Company's business plan for the next 3-5 years and the funding requirements, the Company demonstrates the capacity to pursue its existing business plan due to sufficient cash flow and an adequate financial status for future projects, which will be funded partly using internal cash flow and partly through borrowing from financial institutions.

The Board of Directors' meeting concluded that the approval of the share repurchase project aligns with the management of the financial plan. It will allow shareholders the opportunity to sell some shares at an appropriate price and will also increase the return on shareholders' equity. In the future, if dividends are paid, the dividend ratio will be higher due to the decreased number of shares eligible to receive dividends, assuming the Company pays the same amount of dividends.

Furthermore, in rendering decisions at the Board of Directors' meeting, the proportion of retail share distribution (Free Float) was also considered, which must remain in accordance with legal criteria under all potential scenarios, despite the low probability of occurrence.

The Board of Directors' Special Meeting No. 4/2024 has resolved to approve the proposal for consideration and approval in the forthcoming shareholder meeting as follows:

1. Approval of the share repurchase project for financial management. The maximum amount allocated for the share repurchase will not exceed 451 million baht. The number of shares to be repurchased will not exceed 36,370,000 shares (representing no more than 21.4005 percent of all sold shares) through a General Offer (GO).
2. Approval of the assignment of the Board of Directors, the Executive Committee, the Chief Executive Officer, a representative from the Board of Directors, a representative from the Executive Committee, or a representative from the Chief Executive Officer to have the authority to consider and act on various matters necessary to execute all the aforementioned transactions, including setting criteria, conditions, and other details as necessary and appropriate under relevant laws.

Details are shown in the Share Repurchase for Financial Management Disclosure Form (Enclosure No.2).

Votes required to pass this resolution:

This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the meeting and cast the vote.

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Item 3 Other matters (if any)

All shareholders of the Company are cordially invited to attend the Extraordinary General Meeting of Shareholders No. 2/2024 on August 22, 2024, at 14.00 hours by electronic means under the Emergency Decree on Electronic Meetings B.E. 2563 (2020). The Company shall open the registration at 12.00 hours.

For any shareholder wishing to appoint a proxy to attend and vote on their behalf, please complete and sign the attached Proxy Form B (Enclosure No.3). For any foreign shareholder who appoints a custodian in Thailand for the shares depository, please use the attached Proxy Form C (Enclosure No. 3). The Company would appreciate it if the proxy form is submitted along with the evidence of the meeting eligibility as set out in Enclosure No. 6 to the Company by August 21, 2024, via the channels below.

Postal service : Company Secretary
Nova Empire Public Company Limited
No. 88 Soi Bangna-Trad 30, Theprattana Road
Bangna Tai, Bangna
Bangkok 10260

E-mail : comsec@novaempire.co.th

In addition, shareholders may grant a proxy to the Company's independent directors to attend and vote on their behalf at this Meeting. Profiles of the independent directors nominated as proxies can be found in Enclosure No. 5. The Company will conduct the Meeting in compliance with its Articles of Association concerning Shareholders' Meeting as described in Enclosure No.4.

The Company holds this meeting via electronic method so that shareholders are requested to read further details in Enclosure No. 6.

Moreover, the Company has scheduled August 2, 2024, as the record date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2024.

Please be informed and kindly attend the Meeting on the date and at the time accordingly.

Very truly yours,

Nova Empire Public Company Limited

Parleerat Panboonhom

Sukanya Tipmanee

Authorized Signatory Directors

(Translation)**Minutes of the 2024 Annual General Meeting of Shareholders
Nova Empire Public Company Limited**

The Annual General Meeting of Shareholders for the year 2024 (the "**Meeting**") was held on 30 April 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 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, auditor, and legal advisor of the Company were present at the Meeting:

Directors in attendance:

- | | | |
|----|---|---|
| 1. | Mr. Niti jungnitnirundr | Vice Chairman of the Board of Directors |
| 2. | Miss Parleerat Panboonhom | Director / Chief Executive Office / Member of the Risk Management Committee (attended the Meeting through electronic media) |
| 3. | Mr. Sudwin Panyawongkhanti | Independent Director / Member of the Risk Management Committee Chairman of the Audit Committee |
| 4. | Dr. Ratana Sithiprasana | Independent Director / Audit Committee Member / Nomination Remuneration and Governance Committee Member |
| 5. | Assoc. Prof. Dr. Punchada Sirivunnabood | Independent Director / Audit Committee / Chairman of the Nomination Remuneration and Governance Committee / Chairman of the Risk Management 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) |

Directors in attendance:

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

There are 7 directors who attended the Meeting (87.5%)

Executives in attendance:

1. Miss Pornpassorn Chaipinyo Chief Finance and Accounting Officer
2. Mr. Wongwiwat Hema Company Secretary

The auditors from EY Office Limited.: (attended the Meeting through electronic media)

1. Miss Isaraporn Wisutthiyan
2. Mr. Preecha Arunnara

External Legal Advisor

1. Ms. Jantima Chinnapong

Company Secretary welcomed and thanked the shareholders for their participation in the 2024 Annual General Meeting of Shareholders 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 certified by relevant authorities, had been authorized to manage the Meeting.

Company Secretary informed the Meeting that there is an External Legal Advisor attending the Meeting to witness the voting procedure and to ensure that the Meeting shall proceed in accordance with laws, the Company's Articles of Association, as well as Good Corporate Governance Principles with a transparency manner. The Company's auditor from EY Office Limited. has also been invited to attend the Meeting.

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 10 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 to 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, independent financial advisor, and the auditors 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 2024 Annual General Meeting of Shareholders (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (Section 89/26) on 5 April 2024.

Company Secretary informed the Meeting that there were 4 shareholders who attended the Meeting in person and 30 by proxy, which is 34 persons in total, equal to 169,949,024 shares from the total issued and paid-up shares in the Company or 75.0965%, thus constituting a quorum under the Articles of Association of the Company.

Therefore, Company Secretary invited the Chairperson of the Meeting to open the 2023 Annual General Meeting of Shareholders of the Company.

Mr. Niti jungnitnirundr, Vice Chairman of the Board of Directors, presided as the Chairperson of the Meeting ("the **Chair**"), opening the Annual General Meeting of Shareholders for the year 2024 by

informing the Meeting that The Company would like to thank the shareholders for their valuable time to attend the 2024 Annual General Meeting of Shareholders.

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 custodian 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. For Agenda No. 5 regarding the appointment of directors, each nominated person shall be elected individually in accordance with the Good Corporate Governance Principles.
3. Voting procedure for each agenda item
 - 1) 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 (Blue), then press "Confirmed".
 - 2) 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.
 - 3) Shareholders shall have approximately 1 minute to determine the voting direction in each agenda item. After that, Company Secretary shall announce to close of the vote submission session and further inform the meeting's voting result.
 - 4) In the event that a shareholder leaves the meeting (Exit the Meeting) 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 (Exit the Meeting), it will be considered that the shareholders still wish to attend the meeting on that agenda.
4. 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 pressing "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 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

Company Secretary informed the Meeting that the Company had prepared the Minutes of the Extraordinary General Meeting of Shareholders No.1/2024 held on 30 January 2024, as provided in Enclosure No. 1. The Board of Directors considers and deems it appropriate to propose to the Meeting to acknowledge prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 held on 30 January 2024 because they were accurately recorded.

The Chair invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

The Chair requested the shareholders to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024.

Company Secretary informed the Meeting that this agenda item must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

The Meeting considered and voted as follows:

| Shareholders' voting results | (votes) | percent of all votes of the shareholders attended the Meeting and cast their vote |
|------------------------------|-------------|---|
| Agree | 126,625,817 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstention | 0 | - |
| Invalid | 0 | - |

Resolutions: The Meeting adopted the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 as proposed with a majority vote of the shareholders who attended the Meeting and cast the vote.

Agenda No. 2 To acknowledge the report on the Company's business operation for the year 2023

The Chair invited Miss Pornpassorn Chaipinyo, Chief Finance and Accounting, to present the overview and the result of the Company's business operation for the year 2023, which can be summarized as follows:

The Company has prepared a report on the Company's performance and the report on the supervision of the Audit Committee for the year 2023, as detailed in form 56-1, One Report for the year 2023 in the form of QR Code that appears in the invitation letter.

From operating according to strategy and the annual plan for 2023, the Company has increased its shareholding in Winchai Company Limited to 75 percent. This allows the Company to realize positive and consistent operational results from Winchai Limited and further strengthen its solid foundation.

The operating results in 2023 proved that the Company has clearly improved its performance by executing strategies and plans that continuously emphasize the three-dimensional connection in Governance, Risk Management, and Compliance. These are important in all aspects of business operations and finance (Operation & Financial)

In 2023, the Company has organized a strategic business plan and budget for the year 2023, which is a continuation of the plans from 2021 and 2022. This is a medium-term plan that improves the operating system in the operational sector, the oversight and internal control sector, and the financial and budget sector, in line with the transition from the steel and zinc business to the energy business. The vision, mission, and targets remain consistent with 2021 and 2022, emphasizing growth through exploring business opportunities in the energy sector, coupled with creating sustainability for all stakeholders in a suitable manner, including improving the corporate governance system with a focus on key information that benefits the business, and continuously reviewing the key internal control system, including the review of policies and criteria for transactions within an overall system.

In addition, the Company's Board and Audit Committee have overseen the quarterly auditing of operations facilitated by auditors that report to the Audit Committee. This surveillance includes the monitoring of financial status, adherence to pre-existing loan terms of the firm and its subsidiaries, and engaging with financial institutions to comprehend the expansion trajectory of the Company. These actions notably contribute to the refinancing of all Company loans. Consequently, this has enabled the Company to procure funds for the acquisition of supplementary shares in Winchai Company Limited, a unit consistently exhibiting robust fiscal performance.

In late 2023, an acquisition proposal was presented to the Company. Sermsang Power Corporation Public Company Limited, already holding a 25% stake in Winchai Company Limited, offered to purchase our remaining 75% share in the Winchai Company Limited. The intent behind this proposal was to procure fascinating commodities and germinate superior returns for our organization. Consequently, an Extraordinary General Meeting of Shareholders No. 1/2024, was convened on January 30, 2024. The agenda was to seek approval for the sale of Winchai shares for an aggregate price of 2,322 million baht, the entire business transaction to be facilitated via Top Empire Company Limited, a subsidiary of the Company. It's worth mentioning that the purchase price is subject to adjustments emanating from significant events impacting the value of Winchai's shares such as the payment of dividends to its shareholders.

The organization proposes the disacquisition of all holdings in Winchai, anticipating notable cash returns. This commendable return rate not only acknowledges the successful Winchai investment but also paves the way for further business expansion. The proceeds gained will be directed towards broadening the Company's diverse portfolios, subject to approval from the Extraordinary General Meeting of Shareholders. The Company has exhibited interest in Nova X Company Limited, known for offering offshore services in the oil and natural gas sectors. Nova X was selected as a crude oil storage and transfer provider for PTTEP Energy Development Company Limited (PTTEP ED). A service contract to this effect is set to commence on June 1, 2023, lasting five years from the operational start date. Commercial operations are projected to commence in December 2024, with PTTEP ED has the right to extend the service contract for an additional five years after the initial term. This strategic investment will allow the Company to broaden its business scope, hedge risks, and venture into emerging sectors. Aligned with this is the alternative energy industry that has been witnessing intense competition, albeit noticing a decline in return ratios.

The quantifiable performance outcomes will be documented in the forthcoming agenda.

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

Ms. Angkana Chuduang, representing the Thai Investors Association, posed a query regarding a substantial related party transaction involving Sermsang Corporation Public Company Limited, and Ms. Paleerat Panboonhom, major shareholders. The transaction in question is notably large, reaching into the billion baht range. She sought clarity on the company's policy regarding such sizeable transactions and the investment's value in promoting sustainability for the Company.

The management elucidated that extensive, related transactions, like the one in question, undergo thorough review for appropriateness and value by both the Company's Board of Directors and an independent financial advisor. To ensure transparency and compliance, exhaustive information has been disclosed in coordination with regulatory bodies, guaranteeing genuine advantage to the shareholders. Every initiative, irrespective of its connected transaction status, must yield returns matching or surpassing the predetermined standards of the Company's investment policy. Specifics on this have been confidently presented in the relevant literature. For instance, the divestment in Winchai Company Limited has furnished the Company with capital for further investment in the promising offshore petroleum segment. Additionally, it has provisioned for future endeavors, ensuring a balance of fund allocation.

There were no questions or comments from the shareholders.

This agenda item was only for acknowledgment of the operation of the Company in 2023. Therefore, there was no voting.

Agenda No. 3 Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2023

The Chair assigned Miss Pornpassorn Chaipinyo, Chief Finance and Accounting, to inform the Meeting in detail.

Miss Pornpassorn informed the Meeting that in order to comply with Sections 112 and 113 of the Public Company Limited Act, B.E. 2535 (as amended), and the Company's Articles of Association, the Company has prepared the Statements of Financial Position and the Statements of Comprehensive

Income for the year ended 31 December 2023, which a certified public accountant under EY Office Company Limited has audited. The Company's Audit Committee viewed that they are corrected. The Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023 had been approved by the Board of Directors. Therefore, the Board of Directors proposed the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023 to the Meeting for approval as detailed in Form 56-1 One Report for the year 2023 in the form of QR Code shown in the Registration Form.

A key summary of the Statements of Financial Position and the Statements of Comprehensive Income ended 31 December 2023 is as follows:

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%) |
| 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 | | | | |

Summary of Operating Result

Unit: Million Baht

| for the year ended 31 December | Consolidated financial statements | | Change | |
|--------------------------------|-----------------------------------|------|---------------------|---|
| | 2023 | 2022 | Increase/(Decrease) | % |
| 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 | | |

As demonstrated by the above table, the Group's income from continued operations, notably electricity sales, for the fiscal year ending 31 December 2023 stands at 55.89 million baht. This represents a substantial increase of 0.95 million baht or 1.73 percent compared to the equivalent timeframe in the

anterior year, which recorded total earnings of 54.94 million baht. Concurrently, the Group garnered income from ceased operations in the same fiscal year, amounting to 963.65 million baht. This signifies a significant surge of 184.98 million baht or 23.76 percent compared to the analogous period in the preceding year that registered a total income of 778.67 million baht. Influential natural factors contributed to this favorable outcome.

he Group acknowledged a gain derived from the business acquisition transacted below the fair value, amounting to 6.04 million baht. This gain was recognized in the income statement for the fiscal year concluding on December 31, 2022. The Company has finalized the assessment of the fair value pertaining to the identifiable assets procured and liabilities assumed from Winchai.

As of December 31, 2023, there has been a prominent increase in the Group's current assets and current liabilities relative to the preceding year. The primary trigger for this fluctuation is the distinct representation of Winchai's assets and liabilities under 'Winchai Assets and Liabilities'. 'Assets held for sale' reflect a value of 4,890.33 million baht in current assets, while 'liabilities directly associated with assets held for sale' constitute 2,504.81 million baht in current liabilities within the consolidated statement of financial position as of December 31, 2023.

In a professional context, the Group's Return on Assets (RoA) showed a slight decline in 2023 to 7.58 percent from 7.84 percent in 2022. However, there was an appreciable uptick in the Group's Liquidity Ratio in 2023, standing at 1.72 times as opposed to 0.73 times in the preceding year. As of December 31, 2023, the Group's shareholders' equity was reported at 2,438.09 million baht, marking a notable increase of 63.71 million baht from December 31, 2022. This substantial growth can primarily be attributed to the operating results yielded from the Group's investment in Winchai. Despite this, there was a decrease in the Group's Return on Equity (RoE) in 2023, which dropped to 17.18 percent from 18.74 percent in 2022.

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

There were no questions or comments from the shareholders.

The Chair requested the shareholders to consider and approve the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2023.

Company Secretary informed the Meeting that this agenda item must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

The Meeting considered and voted as follows:

| Shareholders' voting results | (votes) | percent of all votes of the shareholders attended the Meeting and cast their vote |
|------------------------------|-------------|--|
| Agree | 127,625,817 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstention | 0 | - |
| Invalid | 0 | - |

Resolutions: The Meeting approved the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2023 with a majority vote of the shareholders who attended the Meeting and cast the vote.

Agenda No. 4 Approval of an omission of annual dividend payments for 2023, and to inform the meeting of the previous paid interim dividend payment

The Chair assigned the Company Secretary to inform the Meeting in detail.

Company Secretary informed the Meeting that 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 each year as the Board of Directors deems appropriated.

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

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

There were no questions or comments from the shareholders.

The Chair requested the Meeting to consider and approve an omission of annual dividend payments for 2023, and to acknowledge the previous paid interim dividend payment.

Company Secretary informed the Meeting that this agenda item must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

The Meeting considered and voted as follows:

| Shareholders' voting results | (votes) | percent of all votes of the shareholders attended the Meeting and cast their vote |
|------------------------------|-------------|---|
| Agree | 127,625,817 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstention | 0 | - |
| Invalid | 0 | - |

Resolutions: The Meeting approved an omission of annual dividend payments for 2023 and to acknowledged the previous paid interim dividend payment as proposed, with a majority vote of the shareholders who attended the Meeting and cast the vote.

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

The Chair assigned the Company Secretary to inform the Meeting in detail.

Company Secretary informed the Meeting that 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:

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 Company announced on the Company's website during the period from 24 January 2024 to 26 February 2024 in order to invite the shareholders to nominate qualified persons to be elected as directors according to the criteria of the Company. The Company also invited the shareholders by an announcement through the electronics channel of the Stock Exchange of Thailand. The Company hereby informs that no shareholders nominated any candidates for election as directors of the Company.

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.

Company Secretary added that 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. This is in accordance with the criteria for 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

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

There were no questions or comments from the shareholders.

The Chair asked Company Secretary to explain the voting procedure for this agenda.

Company Secretary then explained that this agenda must be passed in accordance with the procedures described in the Articles of Association of the Company as follows;

- (1) Each shareholder shall have a number of votes equal to one share per one vote.
- (2) Shareholder may vote to appoint an individual or several persons to be the director but may not be exceeded to the number of the director to be elected at such time.

- (3) In the case that shareholder exercises his/her votes to appoint several persons to be directors, the shareholder may allot his/her votes to each person equal to his/her number of votes but shall not split his/her votes among any person.
- (4) The nominated shall be ranked in order descending from the highest number of votes received to the lowest and shall be appointed as a director in that order until the director positions are filled. Where the votes cast for nominated in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting, who shall have a casting vote.

However, to comply with the principles of Good Corporate Governance and the Best Practices of listed companies. Voting in this agenda will be done individually. Each nominated director must receive more than half of the votes of the shareholders who attend the meeting and vote.

The Meeting considered the matter and voted for each director individually as follows:

Mr. Niti Jungnitnirundr

| Shareholders' voting results | (votes) | percent of all votes of the shareholders attended the Meeting and cast their vote |
|------------------------------|-------------|---|
| Agree | 127,625,817 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstention | 0 | - |
| Invalid | 0 | - |

Mr.Sudwin Panyawongkhanthi

| Shareholders' voting results | (votes) | percent of all votes of the shareholders attended the Meeting and cast their vote |
|------------------------------|-------------|---|
| Agree | 127,625,817 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstention | 0 | - |
| Invalid | 0 | - |

Ms.Parleerat Panboonhom

| Shareholders' voting results | (votes) | percent of all votes of the shareholders attended the Meeting and cast their vote |
|------------------------------|-------------|---|
| Agree | 127,625,817 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstention | 0 | - |
| Invalid | 0 | - |

Resolutions: The Meeting approved, with a majority vote of the shareholders who attended the Meeting and cast a vote, the appointment of all three retiring directors, i.e., Mr. Niti Jungnitnirundr, Mr.Sudwin Panyawongkhanthi and Ms.Parleerat Panboonhom, to be the Company's director for another term of office.

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

The Chair assigned Company Secretary to inform the Meeting of the details of this agenda item.

The Company Secretary informed the Meeting that

The Company Secretary informed the Meeting that the Board of Directors approved the director's remuneration framework and policy to propose to the shareholders' meeting for approval. The remuneration must be in line with the duties and responsibilities and contains both short-term and long-term incentive ingredients and components, including considering factors such as the business and the performance of the Company, Market and industry norms, Economic condition, as well as duties and responsibilities of various committees. The Board of Directors has delegated the Nomination Remuneration and Corporate Governance Committee to consider and propose 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 | | | | | 10,000 | |

| | Board of Directors | | Audit Committee | | Nomination Remuneration and Corporate Governance Committee | Risk Management Committee |
|--|--------------------|----------------|-----------------|----------------|--|---------------------------------|
| | Annual Fee | Meeting Fee | Annual Fee | Meeting Fee | Meeting Fee | Meeting Fee |
| Corporate Governance Committee | | | | | | |
| 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 are none of any other forms of directors' remuneration.

Company Secretary further clarified that the Board of Directors had considered the opinion of the Nomination Remuneration and Corporate Governance Committee, considering 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.

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

There were no questions or comments from the shareholders.

Company Secretary clarified that voting for this agenda requires not less than two-thirds of the total number of votes of the shareholders attending the meeting.

The Meeting considered and voted as follows:

| Shareholders' voting results | (votes) | percent of all votes of the shareholders attended the Meeting |
|------------------------------|-------------|--|
| Agree | 127,625,817 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstention | 0 | - |
| Invalid | 0 | - |

Resolutions: The Meeting approved, with a vote of not less than two-thirds of the total votes of the shareholders who attended the Meeting, the remuneration of directors for 2024 as proposed in all respects.

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

The Chair assigned Company Secretary to inform the Meeting of the details of this agenda item.

The Company Secretary informed the Meeting that the Company's Articles of Association require 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.

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

1.) Appoint either one of the following auditors of the EY Office to be the auditor of the Company for the financial year ended on 31 December 2024:

1. Miss Isaraporn Wisutthiyan 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

Each auditor's profile is shown in Enclosure 4.

Miss Isaraporn Wisutthiyan is responsible for auditing the Company's accounts and expressing an opinion on the Company's financial statements for the year 2021 - 2023 (for the third consecutive year).

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 as 2023's), and an additional audit fee for the business acquisition transaction relevant to the acquiring of additional shares in Winchai Company Limited in January 2022 in the amount of THB 350,000.

EY Office shall be auditor for all 10 subsidiaries of the Company, while the 2023 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, there is none of any non-audit fee paid to the auditor for the year 2023.

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

There were no questions or comments from the shareholders.

Company Secretary informed the Meeting that this agenda must be passed by a majority vote of the shareholders who attended the meeting and cast their votes.

The Meeting considered and voted as follows:

| Shareholders' voting results | (votes) | percent of all votes of the shareholders attended the Meeting and cast their vote |
|------------------------------|-------------|---|
| Agree | 127,625,817 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstention | 0 | - |
| Invalid | 0 | - |

Resolutions: The Meeting approved, with a majority vote of the shareholders who attended the Meeting and cast their vote, the appointment of the Company's auditors and fixed their remuneration, as proposed in all respects.

Agenda No. 9 Other matters (if any)

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

Ms. Angkana Chuduang, representing the Thai Investors Association, queried the prospect of a potential extension for PTTEP Energy Development Company Limited's (PTTEP ED) contract during the next 5-10 years with Nova.

The Management articulated that the company's key employees possess significant expertise and experience, offering a competitive edge. They expressed confidence in the Company's ability to compete effectively for the 5-10 year contract. This assurance was attributed to the Company's comprehensive readiness from both technical and pricing perspectives, which should ensure an adequate return on investment

Ms. Angkana Chuduang, representative of the Thai Investors Association, advises the organization to contemplate conducting a hybrid meeting consonant with the guidelines of the Thai Investors Association. This policy recommends Thai Stock Exchange listed entities to organize general or extraordinary meetings through both onsite and online modalities, thereby providing a convenient platform for interaction, queries, and communication among shareholders, management, and the board of directors. This is in accordance with the directive issued by the Securities and Exchange Commission (letter no. W/2024, dated 10th January 2024), which solicits collaboration in orchestrating such shareholder general meetings.

The Management has communicated the company's acceptance of the aforementioned proposal for deliberation at the subsequent shareholder meeting. Despite this, the organization of the 2024 Annual General Meeting of Shareholders has witnessed comprehensive consideration of its appropriateness. This encompasses adherence to the criteria set forth in the identified circular. Nevertheless, during this shareholder meeting, the Company perceives the yet unresolved COVID situation. Additionally,

concerns related to air pollution pose detrimental effects on shareholders necessitated to travel for onsite meetings. It also imposes additional travel expenses on the shareholders. Observations from practices adopted by other listed companies indicate a preference towards online shareholder meetings, which more than half still utilize.

There were no further questions or comments from the shareholders.

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

The Meeting was adjourned at 15:30 hrs.

Signed _____ -signature- _____ Chair of the Meeting
(Mr.Niti Jungnitnirundr)
Vice Chairperson of the Board

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

Share Repurchase for Financial Management Disclosure Form**(Under Section 66/1 (2) of the Public Company Limited Act)****Nova Empire Public Company Limited****Amended Version dated August 8, 2024**

We, Nova Empire Public Company Limited (the “**Company**”), hereby notify the resolution of the Board of Directors’ special meeting No. 4/2024, which was held on July 18, 2024, regarding the approval of the presentation to the Extraordinary General Meeting No. 2/2024 on August 22, 2024 for consideration and approval of the Share Repurchase Program for Financial Management, with the details as follows

1. The Share Repurchase Project

- 1.1 The maximum amount to be used for the share repurchase is 450,988,000 THB.
- 1.2 The number of shares to be repurchased is 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 Method and stipulation of the time period for share repurchase

Repurchased by means of automated order matching via the trading system on the Stock Exchange of Thailand

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 period for the share repurchases is set 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

- 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 of the Company

2.1 Information on accumulated profit and excess liquidity of the company.

Information from the latest separate financial statement reviewed as of March 31, 2024

- Accumulated profit of the company equals THB 1,292,896,764
- Liabilities which will fall due within 1 year from the date of the commencement of share repurchase equals THB 775,428,642.
- 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 March 31, 2024, the Company's group had current assets amounting to THB 2,211,783,976, compared to current liabilities amounting to THB 775,428,642. This results in a net current asset balance of THB 1,436,355,334, indicating that the Company has sufficient capability to repay debts due within one year from the date of the share repurchase.

Additionally, the source of repayment for the current liabilities, amounting to THB 775,428,642 consists of cash and cash equivalents from the group of companies as at March 31, 2024, amounting to THB 1,771,709,797 and bank deposits pledged as collateral amounting to THB 420,000,000. The Company has already repaid the financial institution loans that were secured by these deposits during the second quarter of 2024.

2) Funding Sources for the Share Repurchase:

In the first quarter of 2024, the Company's separated financial statements indicate that it held cash and cash equivalents totaling THB 33,621,790. The Company owns a 99.99% interest in its subsidiary, Top Empire Co., Ltd. In the second quarter of 2024, the Company anticipates receiving additional funding of THB 1,864,214,475, which comprises THB 934,839,725 in dividends from Top Empire Co., Ltd. and THB 929,374,750 in partial capital repayment. This financing will provide the Company with 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. Reasons for the Share Repurchase

- 3.1. To improve the Earnings per Share (EPS) of the Company since the number of issued shares used as the basis for calculations shall be reduced in equal amount as the repurchased shares and provide an opportunity for higher share price. Nonetheless, the EPS shall depend on the Company's operating profit in the future
- 3.2. The dividend yield may increase considering the case that the Company pays the same amount of dividend with a smaller number of shares, which shall increase the dividend per share. Nonetheless, the rate of return shall depend on the Company's operating profit in the future.

4. Impacts after the Share Repurchase

- 4.1. 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.
- 4.2. 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.

5. Distribution and deduction of repurchased shares

- Distribution Method
 - by automated order matching via the trading system of the Exchange
 - to the company's shareholders according to their shareholding proportion
 - to the company's directors or personnel
 - public offering
- Nonetheless, The Board of directors of the Company shall make decision to determine the date of the Repurchased Shares disposal when the Repurchased Shares scheme is finish and shall inform accordingly.

Remark: The time period for the distribution and deduction of repurchased shares shall be after 3 months from the completion of the share repurchase but not exceeding 3 years

6. Past share repurchase (if any)

The date of the end of the latest share repurchase project: -none-

(The share repurchases under the new project may commence six months after the completion of all share repurchases, the conclusion of the latest share repurchase period, or the effective date of the cancellation of the share repurchase project).

7. In case the Company amends or cancels the share repurchase project (if any)

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. 3/2024 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 project at least three 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

Miss Sukanya Tipmanee
Director

Authorized to sign on behalf of the Company

Authorized to sign on behalf of the Company

The Distribution of Ordinary Shares Report Form

NOVA EMPIRE PUBLIC COMPANY LIMITED

As of August 2, 2024

Company Paid-up Capital (Ordinary Shares only) 84,974,512 Baht

Divided into Ordinary Shares 169,949,024 Shares at Par Value of 0.50 Baht

| | No. of Shareholders | No. of Shares | % of paid-up capital (Ordinary shares only) |
|---|--------------------------------|--------------------------|--|
| 1. Strategic Shareholder | | | |
| 1.1 Directors, managers, and executive management including related persons and associated persons | 5 | 75,637,064 | 44.51 |
| 1.2 Shareholders who have a holding of 5% or above including related persons | 1 | 32,330,000 | 19.02 |
| 1.3 Others controlling persons | - | - | - |
| 2. Share Repurchase | | | |
| 3. Minor Shareholders (Non-Strategic Shareholders) | 554 | 61,979,531 | 36.47 |
| 4. Shareholders who hold less than 1 board lot | 151 | 2,429 | 0.00 |
| Total | 711 | 169,949,024 | 100.00 |

The Company hereby certifies that the information above contained in this report is true and correct 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

List of Strategic Shareholders Name

| | No. of Shareholders | No. of Shares | % of paid-up capital (Ordinary shares only) |
|--|--------------------------------|--------------------------|--|
| 1. Directors, managers, and executive management including related persons and associated persons | | | |
| 1.1 Mr. Tossri Khowsurat | | 6,458,200 | 3.80 |
| 1.2 Dr. Prasit Kanchanasakdichai | | 15,280,000 | 8.99 |
| 1.3 Ms. Parleerat Panboonhom | | 53,797,364 | 31.66 |
| 1.4 Ms. Vilaisri Panboonhom | | 100,000 | 0.06 |
| 1.5 Ms. Jintana Chaipinyo | | 1,500 | 0.00 |
| Total | 5 | 75,637,064 | 44.51 |
| 2. Shareholders who have a holding of 5% or above including related persons | | | |
| 2.1 Semsang Power Corporation PLC | | 32,330,000 | 19.02 |
| Total | 1 | 32,330,000 | 19.02 |
| Grand Total | 6 | 107,967,064 | 63.53 |

หนังสือมอบอำนาจ (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) ขอมอบอำนาจให้
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 63 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30
Name Mrs. Ratana Sithiprasasna age 63 years, residing No. 88 Soi Bangna-Trad 30
ถนน เทพรัดน ตำบล/แขวง บางนาใต้ อำเภอ/เขต บางนา
Road Debaratana Tambol/Khwaeng Bangna Tai Amphur/Khet Bangna
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260
Province Bangkok Postal Code 10260

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2567
ในวันที่ 22 สิงหาคม 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปใน
วัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders
No.2/2024 on 22 August 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) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับทราบรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ซึ่งจัดขึ้นเมื่อวันที่ 30 เมษายน 2567

Item No. 1 To acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders held on April 30, 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 พิจารณานุมัติโครงการซื้อหุ้นคืนเพื่อการบริหารทางการเงิน วงเงินสูงสุดที่ใช้ในการซื้อหุ้นคืน ไม่เกิน 451 ล้านบาท จำนวนหุ้นที่จะซื้อคืน ไม่เกิน 36,370,000 หุ้น (คิดเป็นไม่เกินร้อยละ 21.4005 ของหุ้นที่จำหน่ายได้แล้วทั้งหมด) โดยเสนอซื้อเป็นการทั่วไป (General Offer หรือ GO)

Item No. 2 Consider approving the share repurchase project for financial management. The maximum amount allocated for share repurchase is THB 451 million. The number of shares to be repurchased will not exceed 36,370,000 shares (not exceed 21.4005 percent of all outstanding shares).

- (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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 3 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.

ในการประชุมประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567 ในวันที่ 22 สิงหาคม 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders No.2/2024 on 22 August 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 |
|--|--|--|

หนังสือมอบฉันทะ (แบบ ค.)
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 63 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30
Name Mrs. Ratana Sithiprasasna age 63 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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2567 ในวันที่ 22 สิงหาคม 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 Extraordinary General Meeting of Shareholders No.2/2024 on 22 August 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 รับทราบรับทราบรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ซึ่งจัดขึ้นเมื่อวันที่ 30 เมษายน 2567

Item No. 1 To acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders held on April 30, 2027

(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 พิจารณานุมัติโครงการซื้อหุ้นคืนเพื่อการบริหารทางการเงิน วงเงินสูงสุดที่ใช้ในการซื้อหุ้นคืน ไม่เกิน 451 ล้านบาท จำนวนหุ้นที่จะซื้อคืน ไม่เกิน 36,370,000 หุ้น (คิดเป็นไม่เกินร้อยละ 21.4005 ของหุ้นที่จำหน่ายได้แล้วทั้งหมด) โดยเสนอซื้อเป็นการทั่วไป (General Offer หรือ GO)

Item No. 2 Consider approving the share repurchase project for financial management. The maximum amount allocated for share repurchase is THB 451 million. The number of shares to be repurchased will not exceed 36,370,000 shares (not exceed 21.4005 percent of all outstanding shares).

(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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 3 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 - (b) I direct my proxy to cast the vote indicated below:

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ 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 ก.

Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โนวา เอ็มไพร์ จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567 ในวันที่ 22 สิงหาคม 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders No.2/2024 on 22 August 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 _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote | Disapprove vote | Abstain vote |

วาระที่ _____ เรื่อง _____

Item No.

Re:

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

วาระที่ _____ เรื่อง _____

Item No.

Re:

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

Articles of Association: Shareholder's Meetings

11. The company may not hold or pledge its own shares, except in the following cases:

(1) The company may repurchase shares from shareholders who voted against a shareholder meeting resolution approving amendments to the company's regulations regarding voting rights and dividend entitlements, due to perceived unfair treatment.

(2) The company may repurchase shares for financial management purposes, provided the company has accumulated profits and excess liquidity, and the repurchase does not cause financial instability.

However, shares held by the company are not counted as a quorum for shareholder meetings and have no right to vote or receive dividends.

In cases where the company repurchases shares for financial management according to (2), if the number of shares repurchased exceeds 10 percent of the paid-up capital, the company must request approval from the shareholders' meeting with a majority vote of the shareholders who attend the meeting and have voting rights. The repurchase must be carried out within one year from the date of approval from the shareholder meeting. If the amount repurchased does not exceed 10 percent of the paid-up capital, the company's board of directors shall have the authority to consider and approve the repurchase of such shares without needing approval from the shareholder meeting.

The company will sell the shares that it bought back according to the conditions and time period specified by law. In the event that the company is unable to sell the shares within the specified period, it will reduce capital by canceling the registered shares that cannot be sold, in accordance with the conditions and methods specified by law.

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.

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 2024: 7/7

Attendance at the Audit Committee Meeting in 2024: 2/2

Director Tenure: Since August 17, 2020 (approx. 4 years)

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

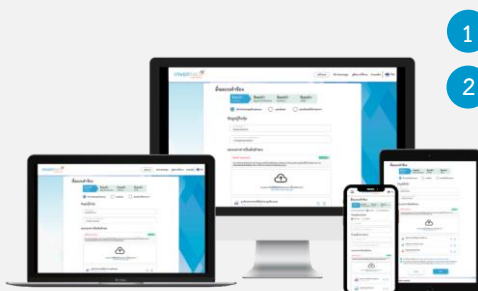
1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at

<https://app.inventech.co.th/NOVA142406R/#/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 15 August 2024 at 8:30 a.m. and shall be closed on 22 August 2024 Until the end of the meeting.

3. The electronic conference system will be available on 22 August 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 August 21, 2024 at 5.00 p.m.

Nova Empire Public Company Limited

Company Secretary Department

No. 88 Soi Bangna-Trad 30, Debaratna Road, Bangna-Tai, Bangna, Bangkok, 10260

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

 02-931-9136

 @inventechconnect

The system available during 15 – 22 August 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

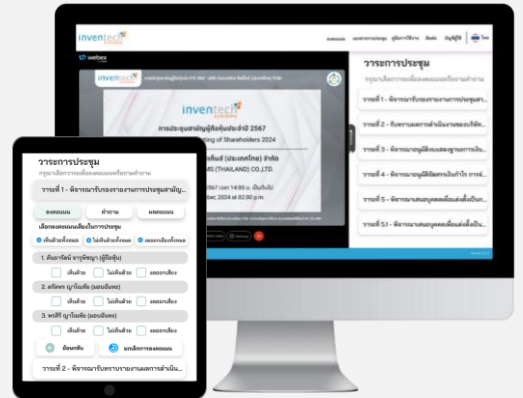


Report a problem

@inventechconnect

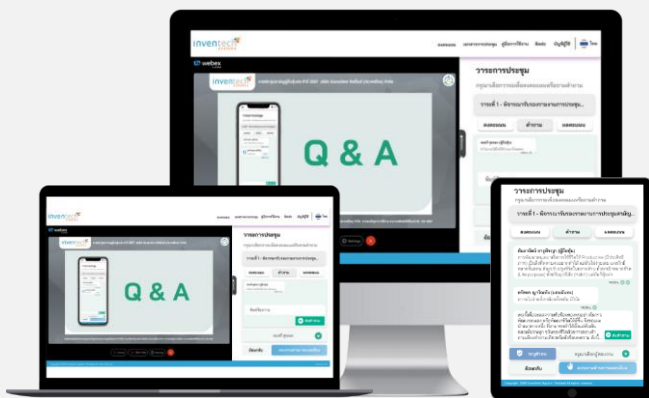
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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



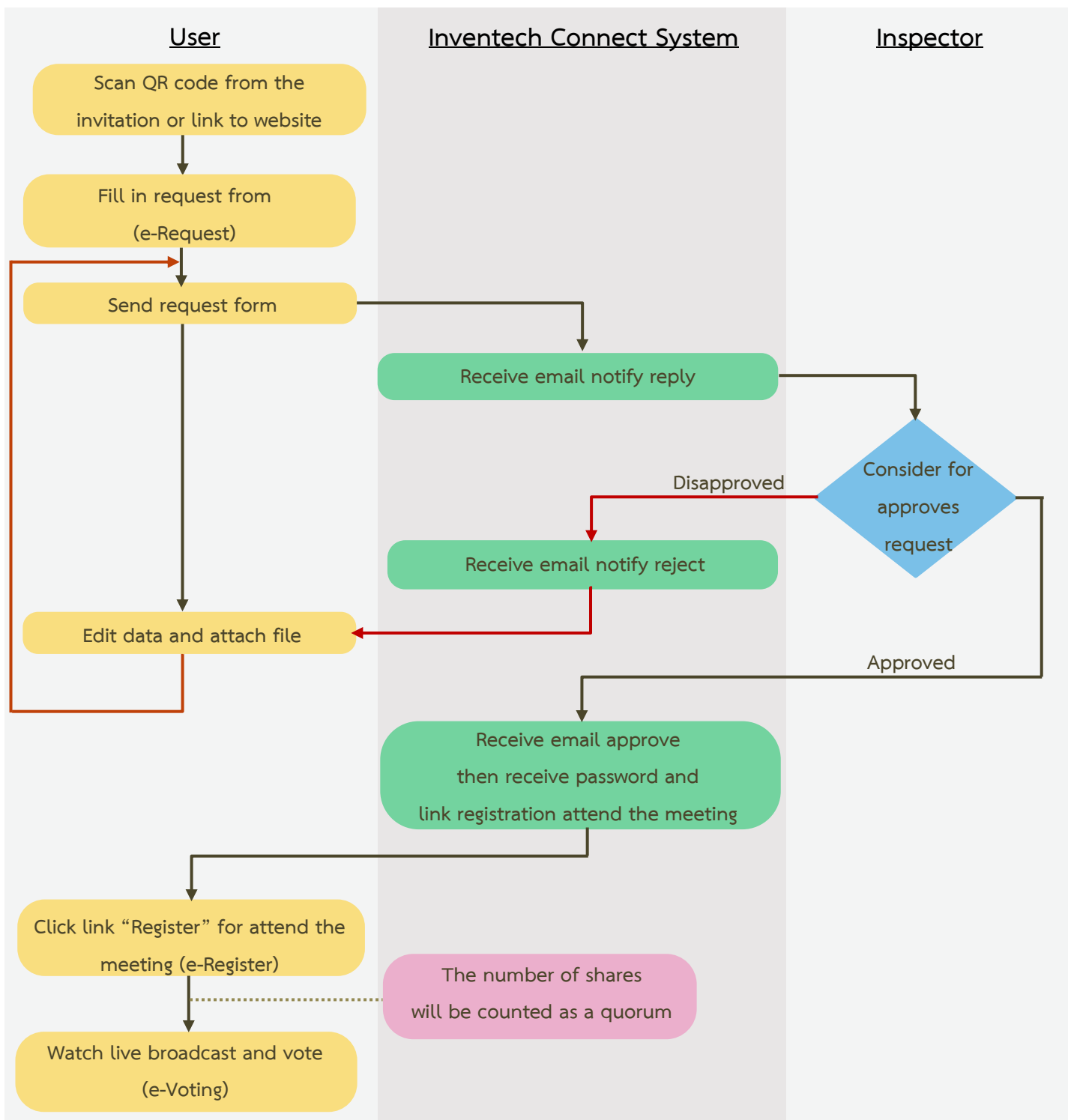
User Manual Inventech Connect



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.

Required Documents

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 Shareholders who are natural persons If a proxy is appointed to attend the meeting on behalf of a shareholder, the proxy must present a photograph of the identification document issued by a government agency, which includes the photograph and is still valid, for the grantor of the proxy, such as an identification card, alien identification card, or passport. Additionally, the proxy must sign to certify that it is a true copy to establish their rights. The proxy must also present their identification card, government official card, driver's license, or another card displaying their photograph, along with the registration form, to the company officials at the registration desk before attending the meeting.

2.2 Shareholders Who Are Foreign Juristic Persons

2.2.1 Should the representative of the juristic person attend the meeting in person or delegate a proxy to do so, the document must be notarized and bear signatures. Furthermore, said document must have been issued within the preceding 12 months.

2.2.2 Should the shareholder be a foreign investor who has appointed a local commercial bank as a custodian, they may exercise their rights as granted by the shareholder's proxy without presenting further identification documents.

3. If unable to identify oneself as a shareholder or shareholder's proxy, the company reserves the right to withhold permission to attend the meeting.