

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024
of
Nova Empire Public Company Limited

Nova Empire Public Company Limited (“the Company”) had held the Extraordinary General Meeting of Shareholders No.2/2024 (the "**Meeting**") on 30 January 2024, through electronic means. According to the Emergency Decree on Electronic Meeting B.E.2563, the video and audio broadcast of the Meeting from the meeting room of the Company's headquarter.

The Meeting began at 14:00 hours.

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

Directors in attendance:

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

Executives and Advisors in attendance:

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

Company Secretary welcomed and thanked the shareholders for their participation in the Extraordinary General Meeting of Shareholders No.2/2024 of the Company and informed the shareholders that the Meeting should be conducted by electronic means, which is in accordance with the Emergency Decree on Electronic Meeting B.E.2563 and the Notification of Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563. Inventech Systems (Thailand) Company Limited, a professional service provider for organizing electronic meeting, had been authorized to manage the Meeting.

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

Company Secretary informed the Meeting that the Company should broadcast both audio and video from the meeting room of the Company's headquarter. Company Secretary then explained how to communicate with the Meeting and how to verify shareholders' identity for registration purposes in accordance with details shown in Enclosure 6 sent to all shareholders together with the Invitation Letter of the Meeting.

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

Company Secretary introduced the directors and executives, legal advisors, and independent financial advisor who attended the Meeting, as shown in this Meeting's minutes. Company Secretary then informed the Meeting that the Company had fixed the date to determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.2/2024 (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (Section 89/26) on 2 August 2024.

Company Secretary informed the Meeting that at 14.00 hours, 5 shareholders attended the Meeting in person and 28 by proxy, which is 33 persons in total, equal to 129,347,384 shares from the total issued and paid-up shares in the Company or 76.1095%, thus constituting a quorum under the Articles of Association of the Company.

Therefore, Company Secretary invited the Vice Chairman of the Board of Directors to open the Extraordinary General Meeting of Shareholders No.2/2024 of the Company.

Mr. Niti Jungnitnirundr, Vice Chairman of the Board of Directors, presided as the Chairperson of the Meeting ("the **Chair**"), opening the Extraordinary General Meeting of Shareholders No.2/2024 by informing the Meeting that The Company would like to thank the shareholders for their valuable time to attend this Meeting.

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

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

1. To cast a vote, one share shall have one vote. A shareholder may cast his or her vote to either approve, disapprove or abstain from voting. Except for the shareholders who act as custodians shall have the right to split the vote. If the shareholders do not vote within the specified time, the Company will consider the shareholders to agree on that agenda.

2. Voting procedure for each agenda item
 - To cast a vote, shareholders shall specify an agenda item that appears in the system, which then four voting buttons will appear, i.e., 1. Agree (Green) 2. Disagree (Red) 3. Abstain (Orange), and 4. Cancel, then press "Confirmed".
 - If shareholders did not select any buttons within the period, the Company should assume shareholders agreed with such agenda item. However, shareholders may reconsider and change voting direction many times unless the vote session is announced close.
 - Shareholders shall have approximately 1 minute to determine the voting direction in each agenda item. After that, Company Secretary shall announce to close the vote submission session and further inform the meeting's voting result.
 - In the event that a shareholder leaves the meeting (log-out) before the closure of voting for any agenda, the shareholder will not be counted to constitute a quorum for such agenda. Additionally, shareholders' votes will not be counted for that agenda. However, if the shareholders do not leave the meeting (log-out), it will be considered that the shareholders still wish to attend the meeting on that agenda.
3. Before voting for each agenda, the Company will allow meeting attendees to ask questions or express opinions on issues related to that agenda as appropriate. The attendees, who wish to inquire or express their opinions on any agenda, shall type such opinions or questions in the Q&A part, then press "submit" to submit the inquiry into the system. Additionally, attendees may inquire via voice recording by pressing the "record" symbol and press "sent". Meeting attendees are required to provide their full names before asking questions. If there are many questions related to that agenda shown in the system, the Company will select questions as deemed appropriate.

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

There were no questions or comments from the shareholders.

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

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

Company Secretary informed the Meeting that the Company had prepared the Minutes of the 2024 Annual General Meeting of Shareholders held on April 30, 2024, as provided in Enclosure No. 1. The Board of Directors considers and deems it appropriate to propose to the Meeting to acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders No. held on April 30, 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.

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

Resolutions: The Meeting acknowledged the Minutes of the 2024 Annual General Meeting of Shareholders as proposed.

Agenda No. 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).

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

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.

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).

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 at this shareholders' 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.

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

Mr. Piyapong Prasatthong, a shareholder present at the meeting, inquired whether the Company had sufficient funds for the share repurchase project as proposed.

The company secretary clarified that the Company possessed adequate funds to execute the Shares Repurchase Project. Based on the Company's financial statements as of June 30, 2024, the Company had cash and cash equivalents of 904 million baht, total liabilities of 16 million baht, and retained earnings of 1,404 million baht.

There were no questions or comments from the shareholders.

The Company Secretary then asked the Meeting to 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), and approving 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. This agenda item must be approved by the majority vote of the shareholders who presented at the meeting and cast their vote.

The Meeting considered and voted as follows:

	(votes)	percent of all votes of the shareholders present at the Meeting and cast the vote
Agree	129,347,384	100.0000
Against	0	0.0000
Abstention	0	0.0000
Total	129,347,384	100.0000

Resolutions: The Meeting unanimously approved the share repurchase project for financial management, with a maximum amount of 451 million baht for share repurchase. The number of shares to be repurchased will not exceed 36,370,000 shares (representing no more than 21.4005 percent of all issued shares) through a general offer (GO). Approval was requested to assign the Board of Directors, the Executive Committee, the Chief Executive Officer, or their authorized representatives the authority to consider and take necessary actions for all related transactions, including setting criteria, conditions, and other necessary and appropriate details under relevant laws.

Agenda No. 3 To consider other matters (if any)

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

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

There were no question or comments from the shareholders.

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

The Meeting was adjourned at 14:35 hrs.

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

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