NOVA EMPIRE
NOVA EMPIRE PUBLIC COMPANY LIMITED

Criteria for Shareholders to Propose Agenda Items and Nominate Director Candidates in Advance for the 2027 Annual General Meeting of Shareholders Nova Empire Public Company Limited

1. Objective

Nova Empire Public Company Limited (the "Company") allows shareholders to propose agenda items and nominate candidates for election as directors in advance of the 2027 Annual General Meeting of Shareholders, in order to promote good corporate governance and the equitable treatment of shareholders.

2. Shareholder Qualifications and Submission Period

2.1 The proposer must be a shareholder of the Company, individually or jointly, holding in aggregate not less than 5 percent of the total voting shares of the Company as of the submission date.

2.2 Proposals may be submitted from 12 October 2026 to 31 December 2026.

3. Proposal of Agenda Items

3.1 Matters that will not be included in the agenda are matters with any of the following characteristics:

(1) Matters contrary to laws, regulations, notifications or rules of government or regulatory authorities, or inconsistent with the Company's objectives, Articles of Association, shareholders' resolutions or good corporate governance principles;

(2) Matters that are not beneficial to the Company's operations, or that benefit any specific person or group;

(3) Matters within the management authority of the Board of Directors; however, the Company welcomes useful suggestions for consideration as appropriate;

(4) Matters relating to the Company's normal course of business, unless clearly shown to involve irregularities;

(5) Matters beyond the Company's authority to carry out;

(6) Matters proposed by shareholders to a shareholders' meeting within the past 2 years that received support of less than 10 percent of the total voting shares, unless the facts have materially changed;

(7) Proposals with incomplete or incorrect information or documents, where the shareholder cannot be contacted, that are submitted after the deadline, or where the shareholder does not meet the qualifications in Clause 2;

(8) Other matters that the Board of Directors considers unnecessary to include in the agenda.

3.2 Complete the Agenda Proposal Form (Attachment 1), one form per agenda item, together with reasons and supporting documents (if any).

4. Nomination of Candidates for Election as Directors

4.1 The nominee must possess the qualifications and have none of the prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), the relevant notifications and the Company's Articles of Association, have knowledge and experience beneficial to the Company's business, and be able to devote sufficient time to the Company.

4.2 Complete the Director Nomination Form (Attachment 2) and the nominee's Letter of Consent (Attachment 3), one set per nominee, together with a copy of the nominee's ID card, evidence of education and work history.

5. Supporting Documents of the Shareholder

5.1 Evidence of shareholding issued by a securities company or Thailand Securities Depository Co., Ltd.

5.2 Individuals: a copy of the ID card or passport. Juristic persons: a copy of the company certificate issued within 6 months and a copy of the ID card of the authorized director(s). All copies must be certified as true copies.

5.3 For joint proposals, the first shareholder shall complete the entire form, while each subsequent shareholder shall complete Part 1 and sign. All documents shall be submitted together as one set.

6. Submission Channels

Send the documents by email to Comsec@novaempire.co.th by 31 December 2026, and deliver the originals to reach the Company by 15 January 2027 at Company Secretary Office, Nova Empire Public Company Limited, No. 195 One Bangkok Tower 4, 37th Floor, Units 3701–3707 and 3712, Wireless Road, Lumphini, Pathum Wan, Bangkok 10330.

7. Consideration Process

The Company Secretary will screen proposals, and the Nomination and Remuneration Committee will review nominees before submission to the Board. Approved matters or persons will be included in the meeting notice with the Board's opinion; for those not approved, reasons will be announced via the SET, the Company's website and at the meeting. The Board's decision is final.

8. Others

8.1 Questions on the agenda may be submitted in advance via the channels in Clause 6.

8.2 Personal data will be used only as necessary under these criteria, in accordance with the Personal Data Protection Act B.E. 2562 (2019). Please conceal religion and blood type on ID card copies.

8.3 Enquiries: Company Secretary Office, Tel. 02-399-2210 ext. 4, Email Comsec@novaempire.co.th

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Attachment 1

Agenda Proposal Form

for the 2027 Annual General Meeting of Shareholders

Nova Empire Public Company Limited

(One form per item; joint proposers from the 2nd onward complete Part 1 and sign)

Part 1 Shareholder Information

Name / Juristic person .....

Address .....

Telephone ..... Email.....

Number of shares held shares (as of .....)

Part 2 Proposed Matter

Proposed agenda item .....

Purpose ☐ For acknowledgement ☐ For approval

Proposed resolution, facts and reasons .....

.....

Attachments ☐ Shareholding evidence ☐ ID copy

☐ Company certificate ☐ Others (specify) .....

Part 3 Certification

I certify that the information and documents are true and complete, and consent to their use and disclosure for consideration under the Criteria.

Signature ..... Shareholder

(.....)

Date .....

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Attachment 2

Director Nomination Form

for the 2027 Annual General Meeting of Shareholders

Nova Empire Public Company Limited

(One form per nominee; joint proposers from the 2nd onward complete Part 1 and sign)

Part 1 Information of the Nominating Shareholder

Name / Juristic person .....

Address .....

Telephone ..... Email.....

Number of shares held shares (as of .....)

Nominate (Mr./Mrs./Ms.) .....

for election as ☐ Director ☐ Independent Director of the Company

Part 2 Information of the Nominee

Name (Thai) .....

Name (English) .....

Date of birth ..... Nationality

Contact address .....

Telephone ..... Email

Education

Degree	Field of study	Institution	Year

Director training (e.g. IOD) .....

Work experience in the past 5 years

Period	Position	Company / Organization	Type of business

Directorships in other listed companies: ..... companies

Positions in businesses competing with or related to the Company

☐ None ☐ Yes (specify) .....

Shares held in the Company (including spouse and minor children) ..... shares

Family relationship with directors, executives or major shareholders

☐ None ☐ Yes (specify) .....

Business relationship or interest with the Company or its subsidiaries in the past 2 years

☐ None ☐ Yes (specify) .....

Part 3 Shareholder's Certification

I hereby certify that the information and supporting documents are true, correct and complete, and that the nominee has acknowledged and consented to this nomination.

Signature ..... Shareholder

(.....)

Date .....

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Attachment 3

Letter of Consent and Certification of the Nominee

Nova Empire Public Company Limited

I, (Mr./Mrs./Ms.) .....

hereby consent to being nominated for election as a director of Nova Empire Public Company Limited at the 2027 Annual General Meeting of Shareholders, and certify that:

(1) All information and supporting documents provided are true, correct and complete;

(2) I possess the qualifications and have none of the prohibited or untrustworthy characteristics under the relevant laws and notifications, as set out in Clause 4.1 of the Criteria;

(3) I consent to the Company verifying my information and disclosing it in the notice of the shareholders' meeting or through other channels as required by law, if included in the agenda;

(4) If elected, I will perform my duties with responsibility, care and integrity, and devote sufficient time to the Company.

Signature ..... Nominee

(.....)

Date .....

Attachments: copy of ID card (or passport), evidence of education and work history, each certified as a true copy.