



Notice of the 2022

Annual General Meeting of Shareholders

Nova Empire Public Company Limited

April, 25, 2022

at 14.00 hours.

(Begin registration at 12.00 hours)

Broadcasting from the Company's Head Quarter.

Shareholders shall attend the meeting by means of electronic or give proxy to an independent director as details shown in the enclosure.

4 April 2022

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2022

To: Shareholders of Nova Empire Public Company Limited

Enclosures:

Documents accompanying Agenda

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021 held on 17 December 2021 (Document accompanying Agenda Item no. 1)
2. Annual Report 2021 (One Report), together with the Financial Statements of the Company for the financial year ended 31 December 2021 in the form of QR Code appearing on the Registration Form (Document accompanying Agenda Item nos. 2 and 3)
3. Profiles of candidates nominated for election as directors of the Company (Document accompanying Agenda Item no. 5)
4. Profiles of candidates nominated for election as auditors of the Company (Document accompanying Agenda Item no. 8)

Documents accompanying the Meeting

5. Registration Form (Please see the separate document)
6. Meeting Registration Procedure
7. Proxy Forms B, and C
8. Profiles of independent director to serve as proxy of the shareholders
9. Articles of Association of the Company concerning shareholders' meeting
10. Details of participation in meetings by electronic means

The Board of Directors of Nova Empire Public Company Limited (the "Company") would like to invite you to attend the 2022 Annual General Meeting of Shareholders (the "Meeting") on Monday, 25 April 2022 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, to consider the following agenda:

Agenda 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021

Opinion of the Board of Directors: The Board of Directors considers and deems it appropriate to propose to the Meeting to adopt the minutes of the Extraordinary General Meeting of Shareholders No. 2/2021 held on 17 December 2021 because they were accurately recorded. A copy of the said minutes is set out in Enclosure 1. The Company has published the said minutes on the Company's website and announced through the Stock Exchange of Thailand on 14 May 2021.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the report of the Company's business operation for the year 2021

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the shareholders meeting to acknowledge the Company's business operations for 2021 as details set out in the 2021 Annual Report (One Report); Enclosure 2.

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

Agenda 3 Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2021

Opinion of the Audit Committee: The Audit Committee has reviewed the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2021, which has been audited and signed by a certified public accountant under EY Office Company Limited. It is deemed appropriate to present to the Board of Directors to propose to the shareholders' meeting to consider the Financial Statements for the year ended on 31 December 2021.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the meeting to consider and approve the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2021 as details are shown in the 2021 Annual Report (One Report) in the form of QR Code. (Enclosure no.2)

A key summary of the same in comparison with the previous year is as follows:

	Million Baht	
	2020 (restated)	2021
Total assets	1,718.88	1,273.68
Total liabilities	1,015.37	269.52
Total shareholders' equity	703.51	1,004.16
Total revenues		
- from continued operation	23.98	50.36
- from discontinued operation	422.59	370.43
Share of profit from investment in associate	-	90.26
Profit (loss) for the year attributable to equity holders of the Company		
- from continued operation	(21.13)	44.56
- from discontinued operation	(111.76)	69.73

	Million Baht	
	2020 (restated)	2021
Earnings (loss) per share attributable to equity holders of the Company		
- from continued operation	(0.18)	0.33
- from discontinued operation	(0.93)	0.51

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 4 Approval of an omission of annual dividend payments for 2021

The Company has the policy to pay dividends at the rate of not greater than 50 percent of net profit after legal reserves in accordance with the Company's Articles of Association and relevant laws. The determination of the dividend payment shall be subjected to the cash flow and investment plan of the Company in each year as the Board of Directors deems appropriated.

Opinion of the Board of Directors: For the year 2021, although the Company's net profit according to the Company's financial statements was THB 114.29 million, most of the accounting recognition came from the sale of investments in a subsidiary and an associated company, while the Company still have plans to improve its operation the required certain amount of money. The Board of Directors is of the opinion that the Company should refrain from paying annual dividends from the 2021 operating results. The Company has completely allocated net profit as its legal reserve. Therefore, the Board of Directors should propose to the shareholders' meeting to approve the omission of the Company's 2021 dividend payment.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 5 Approval of the re-election of directors

In accordance with the Articles of Association of the Company, one-third of the directors of the Company shall be retired by rotation at the event of each Annual General Meeting of Shareholders. If the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall be retired.

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

1. Dr.Prasit Kanchanasakdichai Director
2. Ms.Sukanya Tipmanee Director
3. Mr. Tossri Khowsurat Director

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.

Opinion of the Board of Directors: The Board of Directors (without all three directors who are due to retire by rotation at the Annual General Meeting of Shareholders for the year 2022), considered the recommendation of the Nomination Remuneration and Corporate Governance Committee, taking into consideration the appropriateness and the best interests of the Company, and was of the view that all of the aforementioned directors, including the independent director, who are due to retire by rotation, have all the qualifications and do not possess any prohibited characteristics prescribed by law. They are qualified, knowledgeable, competent, and have a clear vision and extensive experience, which is beneficial to the business operations of the Company. In this regard, the persons, who are nominated to be the independent directors of the Company, are capable of expressing their opinions independently in accordance with relevant regulations. Shareholders are recommended to re-elect all three aforementioned directors who are due to retire by rotation to be the directors of the Company for the same positions for another term of office. This is in accordance with the criteria on the nomination of directors of the Company.

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

Voting: In order to comply with the principles of good corporate governance and 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.

Agenda 6 Approval of the remuneration of directors for 2022

Fact and Rationale: The Board of Directors proposes the director's remuneration framework and policy to the shareholders' meeting for approval. The mentioned remuneration shall be in accordance with the duties and responsibilities of the Board of Directors, and comprise both short- and long-term incentives. In addition, factors such as business and the company's performance, market and industry trends, economic conditions as well as duties and responsibilities of various committees shall also be taken into consideration. The Board of Directors bestows this duty to the Nomination Remuneration and Corporate Governance Committee to recommend the appropriate remuneration to the Board of Directors and the shareholders' meeting for consideration and approval every year.

The Nomination Remuneration and Corporate Governance Committee is of the opinion that the remuneration of directors for the year 2022 is still on par with other listed companies in the comparable energy sector, referring to the 2020 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:

	Board of Directors		Audit Committee		Nomination Remuneration and Corporate Governance Committee
	Annual Allowance	Meeting Fee	Annual Allowance	Meeting Fee	Meeting Fee
Chairperson of the Board	520,000	20,000			
Vice Chairperson of the Board	480,000	20,000			
Chairperson of the Audit Committee	100,000	10,000	280,000	20,000	10,000
Audit Committee Member	100,000	10,000	150,000	10,000	
Director	100,000	10,000			10,000

There is no other director remuneration in any other forms.

Opinion of the Board of Directors: The Board of Directors, with the recommendation of the Nomination and Remuneration Committee, has considered the matter, taking into consideration the appropriateness vs directors' duties, scope of roles and responsibilities, the reasonableness, and performance of the directors, and other reasons. The comparison with other companies engaging in the same industry or having a comparable size had also been made. Therefore, the Board of Directors deems it appropriate to recommend that shareholders approve the remuneration of directors of the Company for 2022 in the amount proposed above.

Voting: To approve this matter, a resolution must be passed by the vote of not less than two-thirds of the total votes of shareholders attending the meeting.

Agenda 7 Ratification of the additional auditor fee for the year 2021

The Company's Articles of Association requires the Annual General Meeting of Shareholders to appoint an auditor and determine the amount of remuneration to the auditor. The retiring auditor may be re-elected. The auditor must not be a director. Employees, employees, or persons holding any duties in the Company. The Company shall provide auditor rotation in accordance with the criteria set forth in the Securities and Exchange Act and/or other relevant laws.

Reference is made to the resolution of the 2021 Annual General Meeting of Shareholders approved the Company to dispose of all investments in TIW Industry Company Limited ("TIWI"), a subsidiary that the Company Holding 99.99% shares and such transfer had been completed since 30 April 2021. However, the Company still must prepare the Company's Consolidated Financial Statements in accordance with accounting standards and financial reporting standards. Therefore, the Company is required to review the interim financial information for the three-month period ended 31 March 2021 and to audit the financial information during the

period in which the Company has control, i.e., from 1 January 2021 to 30 April 2021. The Board of Directors, on the recommendation of the Audit Committee, therefore proposed to the auditor from EY Office Limited, who is the auditor for the fiscal year ended 31 December 2021, acting to review interim financial information with an audit fee of THB 100,000 and for the reviewing of TIWI's financial information for that period with an audit fee of THB 500,000, totaling THB 600,000 (excluding VAT).

In addition, during the year 2021, the Company is required to hire an expert to do the Purchase Price Allocation Report ("PPA Report") and hire a property appraiser to assess the fair value of the acquisition of companies in the solar power generation group acquired earlier in July 2020, and for the latter investment in Winchai Company Limited in April 2021. It was to prepare the financial statements in accordance with the Thai Financial Reporting Standards. No. 3. The preparation of the said PPA Report must be audited by the Company's auditor. With the recommendation of the Audit Committee, the Board of Directors has therefore proposed an auditor from EY Office Limited, who is the auditor for the fiscal year ended 31 December 2021, to audit the PPA Report of the subsidiaries within the solar power generating business with an audit fee of THB 250,000, and the THB 50,000 audit fee for the net asset review of Winchai Company Limited as of the transaction date, totaling THB 550,000 (excluding VAT).

Opinion of the Board of Directors: The Board of Directors, by the recommendation of the Audit Committee, has deliberately considered the suitability in various aspects and viewed that it was necessary to take action during the year so that the Board approved such audit fees to comply with relevant rules and regulations and to propose to the 2022 Annual General Meeting of Shareholders for further ratification.

Agenda 8 Approval of the appointment of auditors of the Company and fixing their remuneration for 2022

The Company's Articles of Association requires the Annual General Meeting of Shareholders to appoint an auditor and determine the amount of remuneration to the auditor. The retiring auditor may be re-elected. The auditor must not be a director. Employees, employees, or persons holding any duties in the Company. The Company shall provide auditor rotation in accordance with the criteria set forth in the Securities and Exchange Act and/or other relevant laws.

The Audit Committee has considered the nomination of auditors for the year 2022, comparing the knowledge, expertise, and audit fees of the former auditors and other auditors with the same standards and was of the opinion that the auditors of EY Office Limited ("EY Office") had proper business knowledge, experience, audit expertise, while the audit fee is at a reasonable price. In addition, their performance of the previous year is satisfied by the Board of Directors.

Opinion of the Board of Directors: The Board of Directors by the approval of the Audit Committee has deliberately considered the auditor in various aspects and agreed that the auditors of EY Office Limited (the "EY Office") is 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 shareholders meeting approve 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 2022:

1. Mr. Supachai Phanyawattano Certified Public Accountant No. 3940 or;
2. Miss Isaraporn Wisutthiyan Certified Public Accountant No. 7480 or;

Each auditor's profile is shown in Enclosure 4.

The Company would like to confirm that the aforementioned individuals are not directors, staff, or employees of the Company, nor do they hold any position in the Company. In addition, the proposed auditors and the EY Office do not have any relationship with or interest in the Company, including its management, major shareholders, or any of its related persons, which may affect the independent performance of the EY Office and auditors.

2.) If the aforementioned auditors are unable to perform their duties, the EY Office may procure another auditor to audit and express opinions on the Financial Statements of the Company in place of the aforementioned auditors. Such auditor shall perform its duties according to the Articles of Association of the Company.

3.) In addition, the shareholders should approve the auditor's remuneration for the year 2022 amounting to THB 960,000 (2021's is THB 910,000), 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.

The 2022 audit fee for all ten subsidiary companies totaling THB 1,710,000, and the audit fee for the audit relevant to the investment promotion certificate of the subsidiaries of THB 230,000, 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 2021.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 9 Approval of the amendment to the Company's objectives

Due to changes in the Company's business environment, the Company operates similarly to the nature of a holding company by holding shares in other companies it invested in. Moreover, by the nature of the energy business itself, most of the Company's subsidiaries had been set up to solely operate the business, while all business support is done by the parent company, for example, human resource, accounting and finance, legal, etc. This approach would help achieve better effective management and better use of the budget.

The Board of Directors Meeting held on 28 February 2022 considered and resolved that the Company shall amend its objective and Memorandum of Association to be more transparent and provide more flexibility to support various types of business, including management and administrative support for affiliated companies within the group as follows;

Memorandum of Association No.6 shall be amended as follows:

"6. The objectives of this public limited company have 36 items as shown in 4 copies of the documents attached to this certificate, with the signature of the registrar who certifies the document."

Amendment to the Company's objective:

"(36) Engages in the business of providing the following services to affiliated companies and the group;

- 1) *Manage commercial and/ or industrial activities, business coordination, investment planning, and business development*
- 2) *Management and technical support*
- 3) *Procurement management and logistics management*
- 4) *Marketing and promotion management*
- 5) *Personnel management and training*
- 6) *Management accounting and finance, accounting and tax management credit management*
- 7) *Design, research, and development of scaffold products*
- 8) *Administration and legal counsel according to law, including company secretary*
- 9) *Management information technology.”*

Opinion of the Board of Directors: The Board of Directors has considered and viewed it appropriate to propose to the shareholders' meeting to approve the proposal to the amendment to the Company's objective and the Memorandum of Association, and to authorize the Board of Directors or Chief Executive Officer or any person that the Board of Directors or the Chief Executive Officer assigned, to take any necessary actions to complete the registration for the amendment to the Company's objective and Memorandum of Association the Ministry of Commerce and other relevant agencies.

Voting: To approve this matter, a resolution must be passed by the vote of not less than three-fourths of the total votes of shareholders attending the meeting and cast their votes.

Agenda 10 Other matters (if any)

Please attend the meeting in the date and time accordingly.

Yours faithfully,

Mr.Niti Jungnitnirundr

Vice Chairperson of the Board

Information for Shareholders

The Record Date on which the Company relied to determine the names of shareholders who have the right to attend the Annual General Meeting of Shareholders 2022 was on 15 March 2021, in accordance with Section 89/26 of the Securities and Exchange Act B.E. 2535 (1992).

For any shareholder wishing to appoint a proxy to attend and vote on his/her behalf, please complete, sign and submit the attached Proxy Form B (Enclosure 7) to the Company before attending the Meeting. For any foreign shareholder who appoints a custodian in Thailand for shares depository, please use the attached Proxy Form C (Enclosure 7), together with the evidence of the meeting eligibility.

In case of any shareholder being unable to attend the meeting, you may appoint an independent director of the Company whose profile is attached to the Proxy Forms, as your proxy to attend and vote on your behalf. The details of the independent director proposed as proxy by the Company are shown in (Enclosure 8). Please send all relevant documents to the Company Secretary before the commencement of the Meeting. As for the Company's Articles of Association concerning shareholders' meetings, please see details in (Enclosure 9).

Following the rapid spread of the coronavirus disease 2019 (COVID-19) throughout various regions of the world, the Company seriously keeps abreast of and concerns to the situation. The Company therefore held this meeting through electronics mean. In this regard, shareholders can study the details in Enclosure 10.

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021

of

Nova Empire Public Company Limited

Nova Empire Public Company Limited ("the Company") had held the Extraordinary General Meeting of Shareholders No.2/2021 (the "**Meeting**") on Friday, 17 December 2021, 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, 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:

- | | | |
|----|---|---|
| 1. | Mr. Niti jungnitnirundr | Vice Chairman of the Board of Directors |
| 2. | Miss Parleerat Panboonhom | Director / Chief Executive Office |
| 3. | Mr. Sudwin Panyawongkhanti | Independent Director / Chairman of the Audit Committee |
| 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 (attended the Meeting through electronic media) |
| 6. | Dr. Prasit Kanchanasakdichai | Director (attended the Meeting through electronic media) |
| 7. | Mr. Kriengchai Trinapakorn | Director (attended the Meeting through electronic media) |
| 8. | Mr. Tossri Khowsurat | Director (attended the Meeting through electronic media) |
| 9. | Miss Sukanya Tipmanee | Director / Nomination Remuneration and Governance Committee Member (attended the Meeting through electronic media) |

All directors attended the Meeting (100%)

Executives and Advisors in attendance:

- | | | |
|----|-----------------------------|---|
| 1. | Miss Pornpassorn Chaipinyo | Chief Finance and Accounting Officer |
| 2. | Mr. Kongkoch Yongsavasdikul | Legal Advisor from Kudan & Partners Co., Ltd. |
| 3. | Miss Sapatra kerinsaguna | Legal Advisor from Kudan & Partners Co., Ltd. |
| 4. | Miss Duaenphan Leelawiwat | Independent Financial Advisor from Pioneer Advisory Co., Ltd. |
| 5. | Mr. Wongwiwat Hema | Company Secretary |

Company Secretary welcomed and thanked the shareholders for their participation in the Extraordinary General Meeting of Shareholders No.2/2021 of the Company and informed the shareholders that the Meeting should be conducted by electronic means, which is in accordance with the Emergency Decree on Electronic Meeting B.E.2563 and the Notification of Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563. Inventech Systems

(Thailand) Company Limited, a professional service provider for organizing electronic meeting, had been authorized to manage the Meeting to ensure shareholders' safety and reduce the risk of shareholders being exposed to the Covid-19 during this new spreading of the Covid-19 epidemic.

Company Secretary informed the Meeting that there is a representative from Kudan & Partners, External Legal Advisor of the Company, 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.

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 11 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.2/2021 (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (Section 89/26) on 29 November 2021.

Company Secretary informed the Meeting that there were 5 shareholders who attended the Meeting in person and 25 by proxy, which is 30 persons in total, equal to 124,465,321 shares from the total issued and paid-up shares in the Company or 88.9045%, 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.2/2021 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.2/2021 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 Extraordinary General Meeting of Shareholders No. 2/2021, held on April 30, 2021

Company Secretary informed the Meeting that the Company had prepared the Minutes of the 2021 Annual General Meeting of Shareholders held on April 30, 2021, 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 2021 Annual General Meeting of Shareholders No. held on April 30, 2021, 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 2021 Annual General Meeting of Shareholders as proposed.

Before considering Agenda 2, Miss Parleerat Panboonhom asked her permission to leave the meeting room as she has an interest in such an agenda item.

Company Secretary informed the Meeting that the consideration of agenda items 2 to 8 of the Meeting are interrelated and conditional to one another; therefore, should any particular item not be approved by this Meeting, the other agenda items which are interrelated and conditional to one another and those which have not been approved shall no longer be considered, and such related and other agenda items which have been previously approved shall be deemed canceled.

Agenda No. 2 To consider approving the acquisition of ordinary shares in Winchai Company Limited in the amount of 2,413,125 shares or representing 24.375 percent of all paid-up ordinary shares by way of acceptance of the entire business transfer from The Planet X Holding Co., Ltd., which is regarded as the Company's acquisition of assets and connected transaction

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

In accordance with the Board of Directors' Meeting No. 7/2021, held on November 1, 2021, has resolved to grant approval to propose the Shareholders' Meeting to consider approving the investment in ordinary

shares of Winchai Company Limited (“Winchai”), wind power generation company and an affiliated company in which the Company is holding 26.25 percent of all shares of Winchai, by way of acceptance of the entire business transfer from The Planet X Holding Co., Ltd. (“Planet”), including 2,413,125 ordinary shares in Winchai held by Planet, with a par value of THB 100 per share or representing 24.375 percent of all shares of Winchai, whereby payment shall be made in cash in the total amount of THB 700,000,000 (Seven Hundred Million Baht Only) (the “Entire Business Transfer Transaction”). In this Entire Business Transfer Transaction, the Company will accept a transfer of all assets and business of Planet, including such shares held by Planet in Winchai. After completion of the Entire Business Transfer Transaction, the Company will be holding a total of 5,011,875 shares in Winchai or representing 50.625 percent of all shares of Winchai, and Winchai will become the Company’s subsidiary.

The Entire Business Transfer Transaction will take place only after the conditions precedent as specified in the entire business transfer agreement between the Company (as transferee) and Planet (as transferor) (the “Entire Business Transfer Agreement”) shall have been fulfilled. Such conditions precedent include, but are not limited, the following:

- (1) The Company and Planet shall have obtained affirmative resolutions and/or approvals from the Board of Directors’ Meeting and the Shareholders’ Meeting of the Company and Planet to approve the execution of the Entire Business Transfer Transaction;
- (2) The Company shall have acknowledged and satisfied with Winchai’s due diligence report;
- (3) Winchai shall have proceeded and/or obtained the consent of the financial institutions which are lenders to be able to change the shareholders of Winchai according to the Entire Business Transfer Transaction.

The Company anticipates that should the Shareholders’ Meeting of the Company resolve to approve such transaction, and the conditions precedent as specified in the Entire Business Transfer Agreement have been fulfilled or waived, the Company shall conclude the acceptance of the entire business transfer of Planet by the first quarter of 2022

In this regard, the execution of the Entire Business Transfer Transaction is regarded as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (collectively, the “Notifications on Acquisition or Disposal of Assets”). Upon calculation of the transaction size based on the total value of consideration relative to the Company’s total assets based on the Company’s financial statements for the period ended September 30, 2021, which had been reviewed by the Company’s auditor, the transaction value shall be equal to 57.52 percent based on the total value of consideration. In the absence of any transaction on acquisition of assets by the Company over the past six months, which have not been approved by the Shareholders’ Meeting, the total transaction value of acquisition of assets by the Company is equal to 57.52 percent based on the total value of consideration, which is regarded as a type 1 transaction, i.e., a transaction between a listed company and a non-listed company, which is equal to 50 percent or higher, but lower than 100 percent, pursuant to the Notifications on Acquisitions of Disposal of Assets.

Additionally, the above Entire Business Transaction is regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the “Notifications on Connected Transactions”). At present, the Company has Ms. Parleerat Panboonhom (“Khun Parleerat”) as the major shareholder, while Planet is a subsidiary of Nathalin Co., Ltd. (“Nathalin”) (in which Nathalin holds shares in Planet representing 100.00 percent of all issued and paid-up shares of Planet), and the ultimate major shareholder of Nathalin is Mr. Choedchoo Panboonhom (“Mr. Choedchoo”), who is Khun Parleerat’s father, as a “close relative” as defined by the Notifications on Connected Transactions, and as such, Planet is regarded as the Company’s connected person.

Upon calculation of the value of such connected transaction, the transaction size is equal to 74.09 percent when compared with the Company's net tangible assets per the Company's financial statements for the period ended September 30, 2021, which had been reviewed by the certified public accountant, which is equal to THB 944,822,164, which the value of such connected transaction is more than THB 20 million and more than 3 percent of the net tangible assets of the Company (which is THB 28,344,665). In the absence of any connected transaction by the Company over the past six months, which have not been approved by the Shareholders' Meeting.

Therefore, the Company is required to comply with the Notifications on Acquisition or Disposal of Assets and the Notifications on Connected Transactions as follows:

- (1) To report and disclose the information memorandum on such transaction of the Company to the Stock Exchange of Thailand (the "SET") immediately, which must at least contain the information per List (1) attached to the Notifications on Acquisition or Disposal of Assets, as well as those imposed under the Notifications on Connected Transactions;
- (2) To appoint an independent financial advisor to carry out the relevant functions, including to provide its opinions as required by the Notifications on Acquisition or Disposal of Assets and the Notifications on Connected Transactions whereby the independent financial advisor's report shall be delivered to the shareholders for consideration along with the invitation letter for the Shareholders' Meeting. In this regard, the Company has appointed Pioneer Advisory Company Limited, which is a financial advisor on the list approved by the Office of the Securities and Exchange Commission (the "SEC Office"), as the independent financial advisor to provide the shareholders with its opinion on the execution of the Entire Business Transfer Transaction;
- (3) To convene a Shareholders' Meeting of the Company to approve the Entire Business Transfer Transaction by delivering the invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, and this agenda must be obtained approval from the Shareholders' Meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The source of funds for execution of the Entire Business Transfer Transaction in the amount of THB 700,000,000 can be described as follows:

- (1) Loan to be borrowed from the financial institution in the amount of THB 450,000,000 ("Financial Institution Loan"), in respect of which the Company is negotiating the terms of the loan agreement with several financial institutions, although, at the moment, the Company has obtained an acceptance from one of the financial institutions, and the Company plans to repay the loan to the financial institution in the amount of THB 450.00 Million out of the dividend representing 50.625 percent of all issued and paid-up shares of Winchai, which the Company anticipates to receive from Winchai's wind power projects;
- (2) Proceeds in the amount of THB 170,050,500, which the Company expects to derive from the private placement (PP) of newly issued ordinary shares to Sermsang Power Corporation PLC. ("Sermsang") according to the resolution passed by the Board of Directors' Meeting No. 7/2021, held on November 1, 2021, to propose the Shareholders' Meeting to consider approving offering of 16,430,000 newly issued ordinary shares with a par value of THB 0.50 per share at the subscription price of THB 10.35 per share; and
- (3) Proceeds in the amount of THB 79,949,500, which the Company expects to derive from the rights offering (RO) of newly issued ordinary shares according to the resolution passed by the Board of Directors' Meeting No. 7/2021, held on November 1, 2021, to propose the Shareholders' Meeting to consider approving the offering of 13,999,882 newly issued ordinary shares with a par value of THB 0.50 per share to the Company's existing shareholders by way of rights offering at the subscription price of THB 10.35 per share, and as such, after this rights offering of newly issued ordinary shares, the Company will derive proceeds in the total amount of THB 144,898,783.

A representative of the financial advisor further explained the overview of this transaction to the Meeting, by presenting the transaction structure, Winchai's past performance with excellent and consistent returns, plus its potential to generate stable profits in the future. In the first nine months of 2021, Winchai posted a net profit of THB 215 Million from revenue of THB 456 Million baht, and the full-year performance of Winchai in 2020 shows revenue of THB 775 Million and a net profit of THB 418 Million,

while the operating results in the first year of commercial operations, which started in April 2019, Winchai had revenue of THB 595 Million baht and a net profit of THB 258 Million.

A representative of the financial advisor explained further to the Meeting about the projection of Winchai's future performance by using a discount rate (WACC) at 7.03%, resulting in a net cash flow value of between THB 4,938 – THB 5,484 Million. After deducting the current net debt of approximately THB 1,501 Million, the value shall be in the range of THB 3,437 - 3,983 Million (considering the shareholders' equity at a hundred percent shareholding, and THB 838 – THB 971 Million for 24.375% of the total stakes of Winchai). In addition, Book Value for Winchai's ordinary shares at 24.375% will be worth THB 853.89 – THB 997.63 Million by the discounted cash flow method. As a result, both calculation methods reflect a higher value compared with the value of the proposed transaction of THB 700 Million.

A representative of the financial advisor explained the advantages and disadvantages of entering into this transaction which can be summarized as follows:

Advantages

1. The Company has a steady source of income and stable operating results in an increasing proportion.
2. The Company has control over Winchai due to being a subsidiary after this transaction is completed.
3. The company has expertise in the wind energy business already.
4. There is no risk from unsuccessful project development.

Disadvantages

1. Having debt, interest expenses, and debt to equity ratio (D/E Ratio) increased (but still at a level not higher than other listed companies in the energy business of similar size).
2. Dilution Effect from Right Offering and Private Placement.

A representative of the financial advisor explained additional conditions between the Company and Sermsang, which is if the Company acquired the renewable energy power plant project in the future during 24 months from the date of Sermsang had done purchasing of ordinary shares of the Company under Private Placement Program and become a shareholder of the Company; following funding plan for this transaction. For detail, the Company will open an auction to select investors who will participate in the future renewable energy power plant project for less than 25 percent of such project value. Sermsang will then have either a right to participate in such auction or a request to be awarded in such auction under the condition that Sermsang must submit an offer that is equal to or better than other bidders (Right to Match). This concept will not cause the Company to earn less investment or lose any benefits as Sermsang still have to submit bids to compete with other investors and must go through a process of consideration and approval from the Board of Directors and/or the shareholders of the Company and must comply with the rules and procedures prescribed by law. Further, the Company has no obligations or any responsibility in acquiring renewable energy power plant projects in the future during the period mentioned above.

A financial advisor representative explained further the call option's conditions of the Company's ordinary shares between Miss Parleerat Panboonhom and Sermsang. In brief, if the Company fail to complete the acquisition of a renewable energy power plant project during 18 months with a contracted capacity of 140 megawatts from the date of the completion of Sermsang's acquiring ordinary shares in the Company, Miss. Parleerat Panboonhom agreed that Sermsang would have the right to call Miss Parleerat Panboonhom to purchase the Company's ordinary shares held by Sermsang at a price and condition as follows: (1) THB 11.30 per one ordinary share if acquiring a renewable energy power plant project with a contractual capacity greater than or equal to 100 megawatts or (2) THB 11.78 per one ordinary share if acquired the renewable energy power plant project with a contracted capacity of less than or equal to 100 megawatts. However, the above-described call option is separate from the Company's deal, which is not affected or cause any damages to the Company.

The Company informed the Meeting that the Board of Directors' Meeting resolved to approve to propose the Shareholders' Meeting to consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to consider and make any arrangements

necessary for the execution of the Entire Business Transfer Transaction, including negotiate and sign any amendment of the Entire Business Transfer Agreement, agreements, contracts and other documents relating to the Entire Business Transfer Transaction, determine the rules, conditions and other details necessary for and relating to the Entire Business Transfer Transaction, as necessary and appropriate subject to the applicable laws.

Details appear in the invitation to the Meeting in Enclosures 2, 6, and 7.

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

Question: Mr. Piyapong Prasartthong, a shareholder who attended in person, asked if this transaction was successful, will Winchai Company Limited change its status to be a subsidiary of the Company at all?

Answer: Company Secretary clarified that If the transaction is completed, Winchai Company Limited will change its status to a subsidiary of the Company, which is expected to occur within the first quarter of 2022.

Question: Mr. Piyapong Prasartthong, a shareholder who attended in person, asked how the Company would record this transaction in its account?

Answer: The representative of the financial advisor clarified that the Company will be recorded this transaction as an investment in subsidiaries.

Question: Ms. Poonsri Karncharoenkulwong, volunteer to protect the rights of shareholders and a proxy holder of Thai Investors Association, asked that from the minutes of the 2021 Annual General Meeting of Shareholders held on April 30, 2021, the Company sold all investments in TIW Industry Co., Ltd. to Dr. Prasit Kanchanasakchai (Director and major shareholder of the Company) to increase the financial liquidity and cash flow of the Company. However, why this time, the Company decided to borrow money and raise capital to purchase ordinary shares in Winchai Company Limited through an entire business transfer from The Planet X Holding Company Limited, a wholly-owned subsidiary of Nathalin Company Limited, (where its ultimate shareholder (Mr. Cherdchu Panboonhom) is the father of a major shareholder of the Company; Miss Parleerat Panboonhom).

Answer: A representative of the financial advisor clarified that the disposal of all investments in TIW Industry Co., Ltd. had increased the Company's liquidity due to the reduced debt burden, giving the Company the ability to borrow money more from financial institutions, such as borrowing from a financial institution of THB 450 million as part of the funding plan for this transaction.

There were no further questions or comments from the shareholders.

Company Secretary informed the Meeting that this agenda item requires approval by not than less three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percent of all votes of the shareholders attended the Meeting and have the right to vote
Agree	43,738,915	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total	43,738,915	100.0000

Resolutions: The Meeting approved with the vote of not than less three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder with the following resolutions;

(1) Approved the acquisition of ordinary shares in Winchai Company Limited in the amount of 2,413,125 shares or representing 24.375 percent of all issued ordinary shares by way of acceptance of the entire business transfer from The Planet X Holding Co., Ltd., which is regarded as the Company's acquisition of assets and connected transaction; and

(2) To consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to consider and make any arrangements necessary for the execution of the Entire Business Transfer Transaction, including negotiate and sign any amendment of the Entire Business Transfer Agreement, agreements, contracts and other documents relating to the Entire Business Transfer Transaction, determine the rules, conditions and other details necessary for and relating to the Entire Business Transfer Transaction, as necessary and appropriate subject to the applicable laws.

Agenda No. 3 To consider approving the reduction of the Company's registered capital by THB 588 from the current registered capital of THB 70,000,000 to be THB 69,999,412 by cancelling the authorized but unissued ordinary shares in the amount of 1,176 with a par value of THB 0.50 per share

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary clarified that as the Company has a plan to increase its registered capital to support the offering of ordinary shares to the existing shareholders and by private placement means, which is in accordance with the funding plan to purchase ordinary shares in Winchai Company Limited ("Winchai"), as details had been clarified in agenda 2.

According to the Public Limited Companies Act B.E. 2535 (1992) (as amended) provides that a company may increase its registered capital by issuing new shares when all shares have been sold and fully paid up, or in the case where shares have not fully been sold, the remaining shares must be ones issued to accommodate convertible debentures or share warrants. Therefore, the Company is required to reduce its registered capital by canceling the authorized but unissued shares before proceeding with its registered capital increase.

In this regard, the Company has 1,176 unsold ordinary shares with a par value of THB 0.50 per share, remaining from the offering of shares to the existing shareholders in proportion to their shareholding according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021. Therefore, the Company had to reduce the registered capital of THB 588 from the original registered capital of THB 70,000,000 to the registered capital of THB 69,999,412 by canceling 1,176 shares of unissued shares at the par value of THB 0.50 per share before increasing its registered capital. This action will not affect the paid-up capital and the number of such paid-up shares of the Company.

Details appear in the invitation to the Meeting.

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

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the reduction of the Company's registered capital by THB 588 from the current registered capital of THB 70,000,000 to be THB 69,999,412 by canceling the authorized unissued ordinary shares in the amount of 1,176 with a par value of THB 0.50 per share.

Company Secretary informed the Meeting that this agenda item requires approval by not than less three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percent of all votes of the shareholders attended the Meeting and have the right to vote
Agree	124,465,321	100.0000
Disagree	0	0.0000

Shareholders' voting results	(votes)	percent of all votes of the shareholders attended the Meeting and have the right to vote
Abstention	0	0.0000
Total	124,465,321	100.0000

Resolutions: The Meeting considered this agenda item and unanimously resolved to approve the reduction of the Company's registered capital by THB 588 from the current registered capital of THB 70,000,000 to be THB 69,999,412 by canceling the authorized but unissued ordinary shares in the amount of 1,176 with a par value of THB 0.50 per share as proposed.

Agenda No. 4 To consider approving the amendment of Clause 4 (Registered Capital) of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital in agenda item 3

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary informed the Meeting that the Company must amend the Company's Memorandum of Association Clause 4 (Registered Capital) to be consistent with the reduction of the Company's registered capital in Agenda 3 by amending the text as follows:

“Clause 4.	Registered Capital	:	THB 69,999,412	(Sixty-Nine Million Nine Hundred and Ninety-Nine Thousand Four Hundred and Twelve Baht Only)
	Divided into	:	139,998,824 shares	(One Hundred Thirty-Nine Million Nine Hundred Ninety-Eight Thousand Eight Hundred and Twenty-Four Shares)
	Par Value per share	:	THB 0.50	(Fifty Satang)
	Classified into	:		
	Ordinary Shares	:	139,998,824 shares	(One Hundred Thirty-Nine Million Nine Hundred Ninety-Eight Thousand Eight Hundred and Twenty-Four Shares)
	Preferred Shares	:	-None-	(-)

Additionally, The Board of Directors' Meeting resolved to propose the Meeting to consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to proceed with the registration of the amendment of Clause 4 of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take necessary actions to comply with the Registrar's order to complete the registration, as per the proposed details in all respects.

Details appear in the invitation to the Meeting.

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

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the amendment of Clause 4 (Registered Capital) of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital in agenda item 3 as proposed.

Company Secretary informed the Meeting that this agenda item requires approval by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percent of all votes of the shareholders attended the Meeting and have the right to vote
Agree	124,465,321	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total	124,465,321	100.0000

Resolutions: The Meeting considered this agenda item and unanimously resolved to approve the amendment of Clause 4 (Registered Capital) of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital in agenda item 3, and to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to proceed with the registration of the amendment of Clause 4 of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take necessary actions to comply with the Registrar's order to complete the registration, as per the proposed details in all respects as proposed.

Agenda No. 5 To consider approving the increase of the Company's registered capital by THB 15,214,941 from the current registered capital of THB 69,999,412 to be THB 85,214,353 by issuing 30,429,882 newly issued ordinary shares with a par value of THB 0.50 per share

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary clarified that as the Company has a plan to increase its registered capital to support the offering of ordinary shares to the existing shareholders and by private placement means, which is in accordance with the funding plan to purchase ordinary shares in Winchai Company Limited ("Winchai"), as details had been clarified in agenda 2. Therefore, the Company is willing to increase the Company's registered capital by THB 15,214,941 from the current registered capital of THB 69,999,412 to be THB 85,214,353 by issuing 30,429,882 newly issued ordinary shares with a par value of THB 0.50 per share to accommodate the rights offering and private placement of ordinary shares following the funding plan to support the acquisition of Winchai's ordinary shares.

Details appear in the invitation to the Meeting.

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

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the increase of the Company's registered capital by THB 15,214,941 from the current registered capital of THB 69,999,412 to be THB 85,214,353 by issuing 30,429,882 newly issued ordinary shares with a par value of THB 0.50 per share.

Company Secretary informed the Meeting that this agenda item requires approval by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percent of all votes of the shareholders attended the Meeting and have the right to vote
Agree	124,465,321	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total	124,465,321	100.0000

Resolutions: The Meeting considered this agenda item and unanimously resolved to approve the increase of the Company's registered capital by THB 15,214,941 from the current registered capital of THB 69,999,412 to be THB 85,214,353 by issuing 30,429,882 newly issued ordinary shares with a par value of THB 0.50 per share as proposed.

Agenda No. 6 To consider approving the amendment of Clause 4 (Registered Capital) of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital in agenda item 5

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary informed the Meeting that the Company must amend the Company's Memorandum of Association Clause 4 (Registered Capital) to be consistent with the increase of the Company's registered capital in Agenda 5 by amending the text as follows:

"Clause 4.	Registered Capital	:	THB 85,214,353	(Eighty-Five Million Two Hundred Fourteen Thousand Three Hundred Fifty-Three Baht Only)
	Divided into	:	170,428,706 shares	(One Hundred Seventy Million Four Hundred Twenty-Eight Thousand Seven Hundred and Six Shares)
	Par Value per share	:	THB 0.50	(Fifty Satang)
	Classified into	:		
	Ordinary Shares	:	170,428,706 shares	(One Hundred Seventy Million Four Hundred Twenty-Eight Thousand Seven Hundred and Six Shares)
	Preferred Shares	:	-None-	(-)"

Additionally, The Board of Directors' Meeting resolved to propose the Meeting to consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to proceed with the registration of the amendment of Clause 4 of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take necessary actions to comply with the Registrar's order to complete the registration, as per the proposed details in all respects.

Details appear in the invitation to the Meeting.

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

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the amendment of Clause 4 (Registered Capital) of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital in agenda item 5 as proposed.

Company Secretary informed the Meeting that this agenda item requires approval by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percent of all votes of the shareholders attended the Meeting and have the right to vote
Agree	124,465,321	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total	124,465,321	100.0000

Resolutions: The Meeting considered this agenda item and unanimously resolved to approve the amendment of Clause 4 (Registered Capital) of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital in agenda item 5, and to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to proceed with the registration of the amendment of Clause 4 of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take necessary actions to comply with the Registrar's order to complete the registration, as per the proposed details in all respects as proposed.

Agenda No. 7 To consider approving the allocation of the Company's newly issued ordinary shares to the existing shareholders by way of rights offering in the amount not exceeding 13,999,882 shares at the ratio of 10 existing ordinary shares to 1 ordinary share issued and offered at the offering price of THB 10.35 per share

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary clarified that as this Meeting had resolved to increase the Company's registered capital in the amount of THB 15,214,941 from the original registered capital of THB 69,999,412 to a registered capital of THB 85,214,353, with details as shown in Agenda 5 above.

In this regard, the Company wishes to allocate the Company's newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering) in the amount of not more than 13,999,882 shares with a par value of THB 0.50 per share, which will be offered at the price of THB 10.35 per share, in the ratio of 10 existing shares per 1 new share and any fraction thereof shall be disregarded. The Company will use the proceeds from the capital increase as part of its investment in purchasing ordinary shares in Winchai as explained in agenda 2.

The offering price of newly issued ordinary shares to the Company's existing shareholders by way of rights offering above has been determined relative to the market price of such shares, which is higher by approximately 2.98 percent of the weighted average price of the Company's shares being traded on the SET for the past period of 15 consecutive business days before the day on which the Board of Directors resolved to propose the matter to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider approving the issuance and allocation of the Company's newly issued ordinary shares to the Company's existing shareholders by way of rights offering. The weighted average price of the Company's shares calculated for the past period of 15 consecutive business days from October

7, 2021, to October 29, 2021, is equal to THB 10.05 per share (Source: SETSMART from www.setsmart.com).

The Board of Directors' Meeting deems it appropriate to propose the Shareholders' Meeting to consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to consider determining the rules, conditions and other details necessary for and in connection with the issuance and allocation of newly issued ordinary shares, as necessary and appropriate subject to the applicable laws, including, but not limited to, where shareholders may oversubscribe for the newly issued ordinary shares, provided that the existing shareholders who oversubscribe for such shares shall be allocated with shares for which they have oversubscribed only when there are any shares remaining from the full allocation thereof to the Company's existing shareholders who have subscribed for such shares, at the same subscription price for such shares, and any fraction thereof shall be disregarded.

The allocation of such shares by way of rights offering shall proceed as follows:

(1) Should there be any shares remaining from the first round of allocation by way of rights offering, and the number of which is more than or equal to the number of shares oversubscribed by the existing shareholders, such remaining shares shall be allocated to all oversubscribers who have made payments therefor in full according to the number of their intended oversubscription.

(2) Should there be any shares remaining from the first round of allocation by way of rights offering, and the number of which is less than the number of shares oversubscribed by the existing shareholders, such remaining shares shall be allocated to the oversubscribers in accordance with the following procedures:

(2.1) The allocation shall be based on the existing shareholding percentages of the respective oversubscribers, by multiplying the existing shareholding percentages by the number of remaining shares to arrive at the number of shares to be allocated to the respective oversubscribers, and any fraction thereof shall be disregarded, provided that the number of allocated shares shall not exceed the number of shares subscribed and paid for subscription price by the respective shareholders.

(2.2) Should there still be any shares after the allocation under (2.1), such remaining shares shall be allocated to the respective oversubscribers who have not yet received the allocation of shares in full according to their existing shareholding percentages, by multiplying the existing shareholding percentages by the number of remaining shares to arrive at the number of shares to be allocated to the respective oversubscribers and any fraction thereof shall be disregarded, provided that the number of allocated shares shall not exceed the number of shares subscribed and paid for by the respective shareholders. The allocation of shares to the oversubscribers under the procedure in this (2.2) shall proceed until there shall be no more shares left to be allocated.

If the allocation of the oversubscribed shares as hereinabove described results in any oversubscribing shareholder's holding of the Company's shares to be increased up to or beyond the trigger point, which will require the shareholder to make a tender offer as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, the oversubscribers have the right to cancel such oversubscription. However, if the oversubscribers intend to the oversubscribed the shares, such oversubscribers have a duty to comply with the related rules and applicable laws.

Furthermore, should there be any newly issued ordinary shares remaining from the allocation of shares by way of rights offering and oversubscription, the Company shall reduce its registered capital by canceling the newly issued ordinary shares remaining from the offering accordingly.

Details appear in the invitation to the Meeting in Enclosures 3, and 5.

Details appear in the invitation to the Meeting.

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

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the allocation of the Company's newly issued ordinary shares to the existing shareholders by way of rights offering in the amount not exceeding

13,999,882 shares at the ratio of 10 existing ordinary shares to 1 ordinary share issued and offered at the offering price of THB 10.35 per share, and the authorization to the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive officer to consider determining the rules, conditions and other details necessary for and in connection with the issuance and allocation of newly issued ordinary shares, as necessary and appropriate subject to the applicable laws, as per the proposed details in all respects.

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	124,525,964	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total	124,525,964	100.0000

Note: In this agenda item, one additional shareholder was registering to attend the Meeting, representing 60,643 shares, and as such, the total number of shareholders present in this agenda item amounted to 31 shareholders, representing a total of 124,525,964 shares.

Resolutions: The Meeting considered this agenda item and unanimously resolved to approve the allocation of the Company's newly issued ordinary shares to the existing shareholders by way of rights offering in the amount not exceeding 13,999,882 shares at the ratio of 10 existing ordinary shares to 1 ordinary share issued and offered at the offering price of THB 10.35 per share, the authorization to the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive officer to consider determining the rules, conditions and other details necessary for and in connection with the issuance and allocation of newly issued ordinary shares, as necessary and appropriate subject to the applicable laws, as per the proposed details in all respects as proposed.

Agenda No. 8 To consider approving the allocation of the Company's newly issued ordinary shares by way of private placement in the amount not exceeding 16,430,000 shares at the offering price of THB 10.35 per share

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary clarified that as this Meeting had resolved to increase the Company's registered capital in the amount of THB 15,214,941 from the original registered capital of THB 69,999,412 to a registered capital of THB 85,214,353, with details as shown in Agenda 5 above.

In this regard, the Company wishes to allocate the Company's newly issued ordinary shares by way of the private placement to Sermsang Power Corporation Public Company Limited or ("Sermsang") at the offering price of THB 10.35 per share. By any means, Sermsang is not a connected person of the Company and/or subsidiary and/or associated company of the Company, whether directly or indirectly in accordance with the Notifications on Connected Transactions.

The issuance of such newly issued ordinary shares represents an offering of shares by which the Board of Directors has resolved to clearly determine the offering price to be proposed to the Shareholders' Meeting for consideration at THB 10.35 per share, which is not lower than 90 percent of the market price as required by the Notification No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors (the "Notification No. TorJor. 72/2558"). The market price for the offering of newly issued ordinary shares to Sermsang is calculated from the weighted average price of the Company's ordinary shares being traded on the SET for the past period of 15 consecutive business days before the day on which the Board of Directors resolved to propose the Extraordinary

General Meeting of Shareholders No. 2/2021 to consider approving the issuance and allocation of the Company's newly issued ordinary shares to Sermsang. The weighted average price of the Company's shares calculated for the past period of 15 consecutive business days from October 7, 2021, to October 29, 2021, is equal to THB 10.05 per share (Source: SETSMART from www.setsmart.com).

In addition, such issuance of newly issued ordinary shares requires approval from the Shareholders' Meeting of the Company, and despite such approval from the Shareholders' Meeting for the Company to issue and allocate its newly issued ordinary shares, the Company is also required to obtain approval from the SEC Office as required by the Notification No. TorJor. 72/2558 prior to proceeding with the offering and allocation of the Company's newly issued ordinary shares.

Should the offering price of the newly issued ordinary shares to Sermsang on this occasion be lower than 90 percent of the market price prior to the SET's order to accept such newly issued shares as listed securities, the Company is obliged to prohibit Sermsang from selling all such allocated shares within one year from the date on which the shares start trading on the SET (Silent Period). Upon a lapse of six months after such shares have started trading on the SET, Sermsang may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions, and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended), and the circular letter No. BorJor. (Wor) 17/2015 Re: Stipulation of Silent Period for Shares or Convertible Securities by Private Placement.

In addition, the Board of Directors also resolved to grant approval to propose the Shareholders' Meeting to consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to consider and takes various arrangements necessary for, relating to and/or in connection with the capital increase and the allocation of the Company's newly issued ordinary shares for offering by way of the private placement, including, but not limited to, the following matters:

(1) To determine, amend, add conditions and details relating to the issuance, offering, allocation, and subscription for the newly issued ordinary shares, including, but not limited to, the allocation of newly issued ordinary shares on one or several occasions, the number of shares to be offered, the schedule for offering, subscription and payment for the shares, and to determine any other conditions and details relating to the allocation of newly issued ordinary shares in compliance with the laws, rules, and regulations applicable to the issuance and offering of securities;

(2) To negotiate, enter into and sign the relevant documents and agreements, and to have the authority to take any other actions in connection with the issuance, offering, and allocation of the above newly issued ordinary shares, including, but not limited to, prepare and sign the applications, notices, instruments or any documents in relation to the capital increase and allocation of the Company's newly issued ordinary shares, and certify various documents, contact, submit and/or obtain documents with, to and from the officials or representatives of any relevant authorities, as well as a listing of the Company's newly issued ordinary shares on the SET;

(3) To take any other actions necessary, relating to and/or in connection with the capital increase and allocation of the Company's newly issued ordinary shares in compliance with the applicable laws and/or regulations;

(4) To authorize the Board of Directors to consider determining the offering price of shares higher than the price determined by resolution of the Shareholders' Meeting of the Company, provided that such price is the best price according to the market circumstances during the offering of shares to investors.

Pursuant to the Notification No. TorJor. 72/2558, the Company is required to complete the share offering within the period as approved by the Shareholders' Meeting, but not exceeding three months from the date the Shareholders' Meeting passes its resolution to approve the offering of the newly issued shares, or complete the share offering within 12 months from the date the Shareholders' Meeting passes its resolution to approve the share offering in the event where it is clearly specified by resolution of the Shareholders' Meeting that upon a lapse of such three months, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.

Details appear in the invitation to the Meeting in Enclosures 4, and 5.

Details appear in the invitation to the Meeting.

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

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the allocation of the Company's newly issued ordinary shares by way of private placement in the amount not exceeding 16,430,000 shares at the offering price of THB 10.35 per share, and the authorization to the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive officer to consider determining the rules, conditions and other details necessary for and in connection with the issuance and allocation of newly issued ordinary shares, as necessary and appropriate subject to the applicable laws, as per the proposed details in all respects.

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	124,525,964	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total	124,525,964	100.0000

Resolutions: The Meeting considered this agenda item and unanimously resolved to approve the allocation of the Company's newly issued ordinary shares by way of private placement in the amount not exceeding 16,430,000 shares at the offering price of THB 10.35 per share, the authorization to the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive officer to consider determining the rules, conditions and other details necessary for and in connection with the issuance and allocation of newly issued ordinary shares, as necessary and appropriate subject to the applicable laws, as per the proposed details in all respects as proposed.

Agenda No. 9 To consider other matters (if any)

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

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 15:45 hrs.

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

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

Profiles of retiring directors nominated for election as directors of the Company for another term of office

Name Dr. Prasit Kanchanasakdichai

Age 58 years old

Nationality Thai

Current directorship Director

Type of proposed directorship Director

Shareholding in the Company 15,280,000 shares or 8.99% (as of 15 March 2022)

Education Doctor of Business Administration (Honor) Program in Finance, Boston University, USA
 Master of Business Administration Program in Marketing, National Institute of Development Administration
 Bachelor of Engineering Program in Mechanical Engineering, Kasetsart University

Training Role of the Chairman Program (RCP), Batch No. 38, Year 2016, Thai Institute of Directors
 Assessing Company Performance Enhancing Good Corporate Governance, Asst. Prof. Mr. J.Thomas Connelly

Experience

Listed Company None

Non-listed Company

Period of Time	Position	Organizational Name
2021 – Present	Chairman of the Board of Directors/ Managing Director	Thaicons Max Company Limited
2019 – Present	Chairman of the Board of Directors/ Managing Director	TCB Solution Company Limited
2018 – Present	Chairman of the Board of Directors/ Managing Director	Thai Barge Container Service Company Limited
2018 – Present	Chairman of the Board of Directors/ Managing Director	TIW Industries Company Limited
2015 –17 August 2020	Chairman of the Board of Directors/ Chief Executive Officer	Thailand Iron Works Public Company Limited
2012 - Present	Chairman of the Board of Directors/ Managing Director	TCB Daikure Company Limited
2011 – Present	Director	Daikure (Thailand) Company Limited

Period of Time	Position	Organizational Name
2010 – 2020	Independent Director	Capital Numura Securities Public Company Limited
2007 – Present	Managing Director	TCB Home Center Company Limited
2004 – Present	Chairman of the Board of Directors/ Managing Director	C.M. Manufacturing Company Limited
2004 – Present	Chairman of the Board of Directors/ Managing Director	Thai Const & Building Manufacturing Public Company Limited

Other business that may have a conflict of interests with the Company

None

Director tenure

6 years 5 months (appointed on 6 November 2015)

Meeting Attendance Record in 2020

8/8

Company/Subsidiaries/Associates or any other entities that may have a conflict of interests during the past 2 years

- Involving in management of salary staff, employees or consultants in TIW Industry Co., Ltd.
- Not a professional service provider (e.g. auditor, legal advisor)
- Controlling entities had a business relationship with the Company or Company's subsidiaries in relation to purchasing/sale of raw material/goods/service, lending/loan which all of those can be considered as the supporting business with the comparable general condition)

Name Miss Sukanya Tipmanee
Age 34 years old
Nationality Thai
Current directorship Director/ Member of Nomination, Remuneration and Corporate Governance Committee
Type of proposed directorship Director
Shareholding in the Company None
Education Bachelor of Accountancy, Chulalongkorn University
Training Director Accreditation Program (DAP), Year 2020
Experience
Listed Company None

Non-listed Company

Period of Time	Position	Organizational Name
April 2017-Present	Director / Director of Finance Department	The Prodigy Group Company Limited
April 2017-Present	Director	The Prodigy Tech Company Limited The Prodigy Partner Company Limited Speed Production Company Limited Prodigy House Company Limited The Prodigy Generation Company Limited Nova X Company Limited United Offshore Aviation Company Limited The Prodigy Group Nine Company Limited The Prodigy Vega Company Limited The Prodigy Five Company Limited The Prodigy Ten Company Limited The Prodigy Zete Company Limited The Prodigy Eight Company Limited
2016-2017	Accounting and Finance Department Manager	Laguna Holiday Club Company Limited
2009-2016	Audit Department Manager	Pricewaterhousecoopers ABAS Limited

Other business that may have a conflict of interests with the Company None

Director tenure	1 year and 8 months (appointed on 17 August 2020)
Meeting Attendance Record in 2021	Board of Directors Meeting (8/8)
Company/Subsidiaries/Associates or any other entities that may have a conflict of interests during the past 2 years	<ul style="list-style-type: none"> ● Not a professional service provider (e.g. auditor, legal advisor) ● Being a director at other companies having a business relationship with the Company or Company's subsidiaries which all of those can be considered as supporting the business with comparable general condition.

Name Mr. Tossri Khowsurat

Age 33 years old

Nationality Thai

Current directorship Director

Type of proposed directorship Director

Shareholding in the Company 6,500,800 shares or 3.83% (as of 15 March 2022)

Education Bachelor of Commerce in Finance, Deakin University, Melbourne, Australia

Training Director Accreditation Program (DAP) Course, Year 2020

Experience

Listed Company None

Non-listed Company

Period of Time	Position	Organizational Name
Apr 2017-Present	Director	Ubon Bio Agricultural Co., Ltd.
Apr 2017-Present	Director	Ubon Sunflower Co., Ltd. Ubon Biogas Co., Ltd.
Apr 2017-Present	Director	Ubon Biogas Co., Ltd.

Other business that may have a conflict of interests with the Company None

Director tenure 5 months (appointed on 12 November 2021)

Meeting Attendance Record in 2020 N/A

Company/Subsidiaries/Associates or any other entities that may have a conflict of interests during the past 2 years

- Not a professional service provider (e.g. auditor, legal advisor)
- No business relationship (e.g. purchase/sale of raw material/goods/service, lending/loan)

Auditor



Supachai Phanyawattano

Senior Partner, Assurance | Thailand

Certified Public Accountant (Thailand) No. 3930

Profile

- Supachai has over 35 years of extensive experience with EY Thailand serving a wide range of audit clients both listed and other local and multinational companies.

Qualification and Education

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- Member of the Federation of Accounting Professions of Thailand
- Bachelor's degree in Accounting from Kasetsart University and Master's degree in management from Sasin Business School of Chulalongkorn University.

Professional Experiences

- He has been in charge of the audits of listed groups in Thailand for over 35 years. He has also been the audit partner for the Thai subsidiaries of numerous large multinationals and has worked extensively as part of global audit teams. He has comprehensive experience covering agriculture, food, consumer products - retail & wholesale, healthcare, real estate, power and utilities, automotive, telecommunication and servicing sectors.
- He has also been involved in the initial public offerings and conducted due diligence assignments in various industries.

Example of his present listed audit clients

- Chow Steel Industries Public Company Limited
- Sri Trang Agro-Industry Public Company Limited
- Sri Trang Gloves (Thailand) Public Company Limited
- Supalai Public Company Limited
- Charoong Thai Wire & Cable Public Company Limited
- Lee Feed Mill Public Company Limited



Isarapom Wisutthiyan

Partner, Assurance | Thailand

Certified Public Accountant (Thailand) No. 7480

Profile

- Isarapom has been in public accounting practice in Thailand with EY for over 25 years.

Qualification and Education

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- Member of the Federation of Accounting Professions of Thailand
- Bachelor's degree in Accounting from Assumption University

Professional Experiences

- She has extensive experience serving a wide range of audit clients, both listed and other local and multinational companies. She has also been involved in the initial public offerings (IPO).
- She has comprehensive experience covering power & utilities, steel, property development, transportation, telecommunication, industrial product, consumer products - retail, insurance, hotel and servicing sectors.

Example of her present listed audit clients

- Bangsaphan Barmill Public Company Limited
- Bangkok Expressway and Metro Public Company Limited
- Indara Insurance Public Company Limited
- Forth Corporation Public Company Limited
- Forth Smart Service Public Company Limited
- The Platinum Group Public Company Limited



Preecha Arunnara

Partner, Assurance | Thailand

Certified Public Accountant (Thailand) No. 5800

Profile

- Preecha has been in public accounting practice in Thailand with EY for over 20 years

Qualification and Education

- Certified Public Accountant (Thailand)
- Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- Fellow of the Federation of Accounting Professions
- Bachelor's degree in Accounting from Chulalongkorn University
- Master's degree in Business Economics from Thammasat University

Professional Experiences

- He has extensive experience serving a wide range of audit clients, both listed and other local and multinational companies. He has also been involved in the initial public offerings (IPO).
- He has comprehensive experience covering oil & gas, petrochemical, consumer products - retail & wholesale, manufacturing and servicing sectors.

Key listed audit clients

- Delta Electronics Public Company Limited
- Big Camera Corporation Public Company Limited
- Srithai Superware Public Company Limited
- Communication & System Solution Public Company Limited

Required Documents

For the attendance to the Extraordinary General Meeting of Shareholders No.1-2564

1. **The shareholder attends the meeting by himself/herself**

Please present the Identity card or the Official identification card or the driving license or any card that show the picture of the shareholder and the Registration Form, then proceed in accordance with

2. **In case of Proxy**

2.1 The proxy must show his/her Identity card or the Official identification card or the driving license or any card that show the picture of the proxy and the Registration Form.

2.2 The Grantor, individual person, must sign in the proxy form in the same manner as in his/her copy of the Identity card or the Official identification card or the driving license or any card that show the picture of the Grantor. Such paper should be attached to the proxy form and submitted to the company prior to the attendance to the meeting.

2.3 The Grantor, juristic person, must sign in the proxy form in the same manner as in the company's certificate showing name of authorized signatories. Such paper should be attached to the proxy form and submitted to the company prior to the attendance to the meeting.

3. The company will not permit the shareholder or the proxy to attend the meeting in case that he/she cannot show any evidence as specify in the above mention.

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

ปิดอากรแสตมป์ 20 บาท
Duty Stamp 20 Baht

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ
I/We nationality
อยู่บ้านเลขที่
Address

(2) เป็นผู้ถือหุ้นของบริษัท โนวา เอ็มไพร์ จำกัด (มหาชน) ("บริษัท")
being a shareholder of Nova Empire Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows
 หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes
 หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint

1. ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code Or

2. ชื่อ รัตนา สิทธิประศาสน์ อายุ 60 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30
Name Mrs. Ratana Sithiprasasna age 60 years, residing No. 88 Soi Bangna-Trad 30
ถนน เทพรัตนา ตำบล/แขวง บางนาใต้ อำเภอ/เขต บางนา
Road Debaratana Tambol/Khwaeng Bangna Tai Amphur/Khet Bangna
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260
Province Bangkok Postal Code 10260

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565
ในวันจันทร์ที่ 25 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อน
ไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders
on Monday, 25 April 2022 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting
B.E.2563, or such other date, time and place if the meeting is rescheduled.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

- วาระที่ 1** **รับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2564**
- Item No. 1** **Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
-
- วาระที่ 2** **รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2564**
- Item No. 2** **Acknowledgement of the Annual Report on the business operation of the Company for 2021**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
-
- วาระที่ 3** **พิจารณาอนุมัติงบการเงินของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564**
- Item No. 3** **Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2021**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
-
- วาระที่ 4** **อนุมัติการจ่ายเงินปันผลประจำปี 2564**
- Item No. 4** **Approval of an omission of annual dividend payments for 2021**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 อนุมัติการแต่งตั้งกรรมการที่ครบรอบออกจากตำแหน่งตามวาระ

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

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- กรณีแต่งตั้งกรรมการทั้งหมด
Approve the appointment of all directors
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- กรณีแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
Approve the appointment of each director listed below
1. ดร.ประสิทธิ์ กาญจนศักดิ์ชัย
Dr. Prasit Kanchanasakdichai
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
2. นางสาวสุกัญญา ทิพย์มณี
Ms. Sukanya Tipmanee
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
3. นายทศสิทธิ์ โควสุรัตน์
Mr. Tossri Khowsurat
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 อนุมัติค่าตอบแทนกรรมการสำหรับปี 2565

Item No. 6 Approval of the remuneration of directors for 2022

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

วาระที่ 7 ให้สัตยาบันสำหรับค่าสอบบัญชีสำหรับปี 2564 เพิ่มเติมจากที่ได้ขออนุมัติไว้เดิม

Item No. 7 Ratification of the additional auditor fee for the year 2021

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

วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2565

Item No. 8 Approval of the appointment of auditors of the Company and fixing their remuneration for 2022

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

วาระที่ 9 อนุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

Item No. 9 Approval of the amendment to the Company's objectives

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

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 10 Other business (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

ในการประชุมประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันจันทร์ที่ 25 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2022 Annual General Meeting of Shareholders on Monday, 25 April 2022 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, or such other date, time and place if the meeting is rescheduled., or such other date, time and place if the meeting is rescheduled.

วาระที่ _____ เรื่อง _____

Item No.

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____

เรื่อง _____

Item No.

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____

เรื่อง _____

Item No.

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____

เรื่อง _____

เลือกตั้งกรรมการ (ต่อ)

Item No.

Re:

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

ชื่อกรรมการ

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

หนังสือมอบฉันทะ (แบบ ก.)
Proxy (Form C.)

ปิดอากรแสตมป์ 20 บาท
Duty Stamp 20 Baht

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ
I/We nationality
อยู่บ้านเลขที่
Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น ให้กับ
As a Custodian for
ซึ่งเป็นผู้ถือหุ้นของของบริษัท โนวา เอ็มไพร์ จำกัด (มหาชน) ("บริษัท")
being a shareholder of Nova Empire Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ	เสียง ดังนี้
holding the total amount of	shares	and have the rights to vote equal to	votes as follows
<input type="checkbox"/> หุ้นสามัญ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
ordinary share	shares	and have the rights to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
preference share	shares	and have the rights to vote equal to	votes

(2) ขอมอบฉันทะให้
Hereby appoint

1. ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code Or

2. ชื่อ รัตนา สิทธิประศาสน์ อายุ 60 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30
Name Mrs. Ratana Sithiprasasna age 60 years, residing No. 88 Soi Bangna-Trad 30
ถนน เทพรัด ตำบล/แขวง บางนาใต้ อำเภอ/เขต บางนา
Road Debaratana Tambol/Khwaeng Bangna Tai Amphur/Khet Bangna
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260
Province Bangkok Postal Code 10260

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565
ในวันจันทร์ที่ 25 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อน
ไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders
on Monday, 25 April 2022 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting
B.E.2563, or such other date, time and place if the meeting is rescheduled.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The Proxy may authorize for total holding shares and voting right.

มอบฉันทะบางส่วน คือ

The Proxy may authorize for some of total holding shares as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง

Total voting right votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2564

Item No. 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve vote Disapprove vote Abstain vote

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2564

Item No. 2 Acknowledgement of the Annual Report on the business operation of the Company for 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve vote Disapprove vote Abstain vote

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564

Item No. 3 Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve vote Disapprove vote Abstain vote

วาระที่ 4 **อนุมัติการกระจายเงินปันผลประจำปี 2564**

Item No. 4 **Approval of an omission of annual dividend payments for 2021**

- (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 | Disapprove | Abstain |
| vote | vote | vote |

วาระที่ 5 **อนุมัติการแต่งตั้งกรรมการที่ครบรอบออกจากตำแหน่งตามวาระ**

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

- (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:
- กรณีสั่งตั้งกรรมการทั้งหมด
- Approve the appointment of all directors
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Disapprove | Abstain |
| vote | vote | vote |
- กรณีสั่งตั้งกรรมการเป็นรายบุคคล ดังนี้
- Approve the appointment of each director listed below
1. ดร.ประสิทธิ์ กาญจนศักดิ์ชัย
Dr.Prasit Kanchanasakdichai
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Disapprove | Abstain |
| vote | vote | vote |
2. นางสาวสุกัญญา ทิพย์มณี
Ms.Sukanya Tipmanee
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Disapprove | Abstain |
| vote | vote | vote |
3. นายทศสิทธิ์ ไควสุรัตน์
Mr. Tossri Khowsurat
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Disapprove | Abstain |
| vote | vote | vote |

วาระที่ 6 **อนุมัติค่าตอบแทนกรรมการสำหรับปี 2565**

Item No. 6 **Approval of the remuneration of directors for 2022**

- (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 | Disapprove | Abstain |
| vote | vote | vote |

วาระที่ 7 ให้อัตยาบันสำหรับค่าสอบบัญชีสำหรับปี 2564 เพิ่มเติมจากที่ได้ขออนุมัติไว้เดิม

Item No. 7 Ratification of the additional auditor fee for the year 2021

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

วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2565

Item No. 8 Approval of the appointment of auditors of the Company and fixing their remuneration for 2022

- (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 9 อนุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

Item No. 9 Approval of the amendment to the Company's objectives

- (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 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 10 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ค ตามแนบ
If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โนวา เอ็มไพร์ จำกัด (มหาชน)

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

ในการประชุมประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันจันทร์ที่ 25 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2022 Annual General Meeting of Shareholders on Monday, 25 April 2022 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, or such other date, time and place if the meeting is rescheduled., or such other date, time and place if the meeting is rescheduled.

วาระที่ _____ เรื่อง _____

Item No.

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย _____ เสียง

Approve

ไม่เห็นด้วย _____ เสียง

Disapprove

งดออกเสียง _____ เสียง

Abstain

vote

วาระที่ _____ เรื่อง _____

Item No.

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Item No.

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

เห็นด้วย _____ เสียง

Approve

ไม่เห็นด้วย _____ เสียง

Disapprove

งดออกเสียง _____ เสียง

Abstain

vote

วาระที่ _____ เรื่อง **เลือกตั้งกรรมการ (ต่อ)**

Item No.

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

ชื่อกรรมการ

เห็นด้วย _____ เสียง

Approve

vote

ไม่เห็นด้วย _____ เสียง

Disapprove

vote

งดออกเสียง _____ เสียง

Abstain

vote

ชื่อกรรมการ

เห็นด้วย _____ เสียง

Approve

vote

ไม่เห็นด้วย _____ เสียง

Disapprove

vote

งดออกเสียง _____ เสียง

Abstain

vote

ชื่อกรรมการ

เห็นด้วย _____ เสียง

Approve

vote

ไม่เห็นด้วย _____ เสียง

Disapprove

vote

งดออกเสียง _____ เสียง

Abstain

vote

Information of directors proposed by the company as a proxy

Name-Surname: Dr.Ratana Sithiprasasna

Position: Independent Director, Member of the Audit Committee, Member of the Nomination Remuneration and Corporate Governance Committee

Family relationship with other directors: None

Nationality: Thai

Number of Shareholding: None

Interest at any agenda item: None

Highest academic qualifications: Ph.D. in Tropical Medicine, Mahidol University

IOD Training Program: Directors Accreditation Program (DAP) Class of 177/2020

Current positions in other companies or organizations: None

Any business matters that may cause conflict with the Company.: None

Attendance at the Board of Directors Meeting in the past year: 8/8

Attendance at the Audit Committee Meeting in the past year: 7/7

Articles of Association: Shareholder's Meetings

36. In a shareholders' meeting, there must be at least 25 shareholders or one-half of the total shareholders and holding not less than one-third of the total shares issued present in persons or by proxies (if any) in order to constitute a quorum.

If within an hour from the time fixed for the shareholders' meeting, the quorum prescribed by the first paragraph is not constituted, the meeting, if called upon the requisition of the shareholders, shall be dissolved. If such meeting is called other than by the shareholders' requisition, another meeting shall be called and a notice of the meeting shall be sent to the shareholders at least 7 days prior to the meeting date. At such meeting, no quorum shall be necessary.

37. In any shareholders' meeting, a shareholder is entitled to appoint a proxy to represent him at the meeting and have the right to vote.

The instrument appointing a proxy shall be in written and signed by the shareholder appointing the proxy in accordance with a form as prescribed by the Public Company Registrar and shall at least have the following particulars:

- a) the amount of shares held by such shareholder;
- b) the name of the proxy;
- c) the meeting for which the proxy is appointed to attend and vote.

Such instrument appointing the proxy shall be submitted to the chairman or the person authorised by the chairman prior to the proxy attending the meeting.

38. In the event the meeting has not completed its consideration for the agenda prescribed in the notice of the meeting or for matters raised by the shareholders holding not less than one-third of the total shares issued and it is necessary that the consideration be adjourned, the meeting shall fix place, date, and time for the next meeting and the board of directors shall give a notice of the meeting indicating the place, date, time, and agenda to shareholders of not less than 7 days prior to the meeting date. The said notice shall also be published in a newspaper with at least 3 days prior to the meeting date.

39. The chairman of the board of directors shall be the chairman for the shareholders' meeting. In the event the chairman is not present or is unable to discharge his duties, vice-chairman, if any, shall serve as the chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the shareholders present shall elect one of their members to be the chairman.

40. In every shareholders' meeting, all shareholders shall have one vote for each share.

A shareholder who has a special interest in any resolution may not vote on such resolution, except for the election of directors.


A resolution of any shareholders' meeting shall be passed by majority votes of all shareholders attending the meeting and having the right to vote, except for the following cases where a resolution of not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote is required:

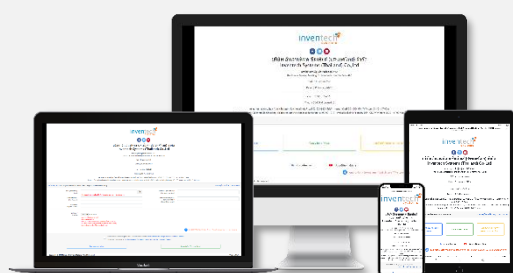
- a) the sale or transfer of the Company's business whether in whole or in substantial part to any other person;
- b) the purchase or acceptance of any transfer of the business of other public or private companies; and
- c) the enter into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the Company's business, an assignment to any person for the management of the Company's business, or the merger with any other person for the purpose of profit and loss sharing.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inet.inventech.co.th/NOVA161134R> 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 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

**** 1 email account per 1 shareholder ID****

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 18 April 2022 at 8:30 a.m. and shall be closed on 25 April 2022 Until the end of the meeting.

3. The electronic conference system will be available on 25 April 2022 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, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by 22 April 2022 before 17.00 hours


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

 02-931-9819

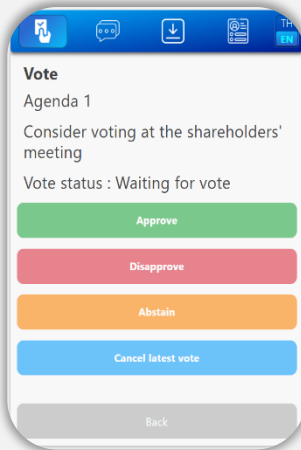
 The system available during 18 – 25 April 2022 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)


Step for registration for attending the meeting (e-Register)



- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click “Login” button
- 4 Click “REGISTER” button the system has already registered and counted as a quorum.

Step voting process (e-Voting)



- 1 Click on menu “Voting” or symbol 
- 2 Select which agenda that you want to vote.
- 3 Click the voting button as you choose.
- 4 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 are closed.

Step to ask questions via InvenTech Connect



- 1 Ask a question via send the question.
 - Click “Ask a question” on menu or symbol 
 - Select which agenda that you want to ask.
 - Type the question then click “Send” 
- 2 Ask a question by recording
 - Select which agenda that you want to ask.
 - Click “Microphone” button or symbol 
 - Then say the question you want to ask.
 - When you want to stop record, press the sound recording symbol.
 - Click “Send” button or symbol [Send](#)

How to use InvenTech Connect



1 User Manual
via e-Request

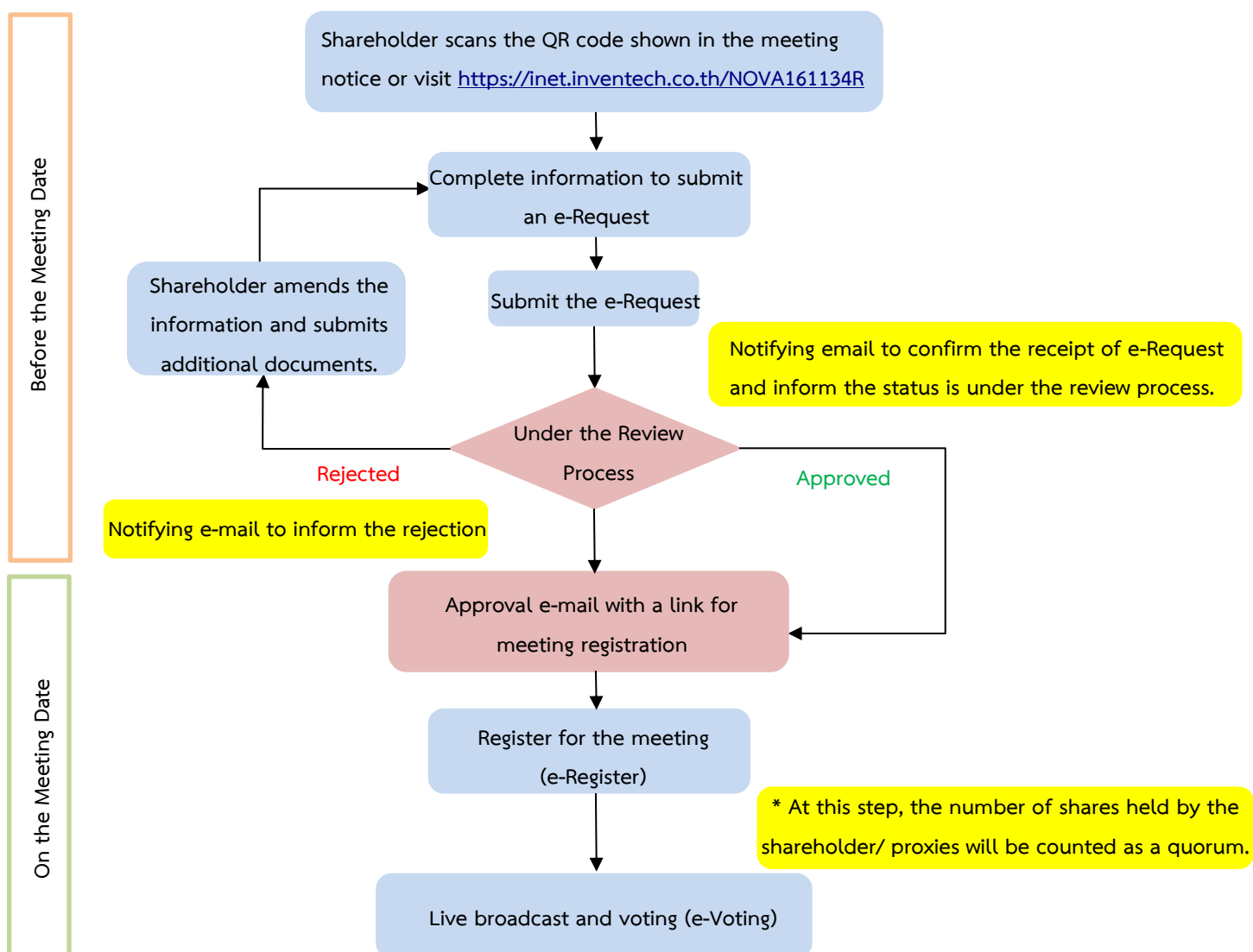


2 User Manual
InvenTech Connect

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 Firefox or Chrome (Recommend) or Safari ** The system does not supported internet explorer.

Flowchart for the Meeting Attendance via e-Meeting



Note

1. For a proxy appointed by multiple shareholders:

- Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the meeting

- Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.