

9 April 2026

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2026

To: Shareholders of Nova Empire Public Company Limited

Enclosures:

Documents accompanying Agenda

1. Copy of the Minutes of the General Meeting of Shareholders 2025 (Document accompanying Agenda Item no. 1)
2. Form 56-1 or “One Report” for the year 2025, together with the Financial Statements of the Company for the financial year ended 31 December 2025 in the form of a QR Code (Document accompanying Agenda Item no. 2 and 3)
3. Profiles of the Company's directors whose terms have expired and have been nominated for another term as directors (Document accompanying Agenda Item no. 5)
4. Profiles of candidates nominated for election as auditors of the Company (Document accompanying Agenda Item no. 7)

Documents accompanying the Meeting

5. Registration Form (Please see the separate document)
6. Required documents for attendance to the meeting
7. Proxy Forms B and C
8. Profiles of an independent director to serve as a proxy of the shareholders
9. Articles of Association of the Company concerning shareholders' meeting
10. Guidelines for attending of electronic meeting

The Board of Directors of Nova Empire Public Company Limited (the “Company”) would like to invite you to attend the 2026 Annual General Meeting of Shareholders (the “Shareholders’ Meeting”) on 24 April 2026 at 1.00 p.m. (Bangkok time) through electronic media (E-AGM) according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020), to consider the following agenda:

Agenda 1 To consider and adopt the minutes of the General Meeting of Shareholders 2025

Objectives and Reasons: The Company held the General Meeting of Shareholders 2025 on 30 April 2025. The Company has prepared the meeting minutes as Enclosure 1.

Opinion of the Board of Directors: The Board of Directors considers and deems it appropriate to propose to the Shareholders' Meeting to consider and adopt the minutes of the General Meeting of Shareholders 2025 held on 30 April 2025 because they were accurately recorded. A copy of the minutes of the General Meeting of Shareholders 2025 is set out in Enclosure 1.

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

Agenda 2 To acknowledge the reports of board of directors and operating results for the year ended 31 December 2025

Objectives and Reasons: The Company has summarized its operating results for 2025 in the Form 56-1 or One Report for the year 2025. Details set out in Enclosure 2 (in QR Code form).

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the Shareholder's Meeting to acknowledge the Company's operating results for 2025 as details set out in Form 56-1 or One Report for the year 2025 as Enclosure 2.

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

Agenda 3 To consider and approve the financial statements for the year ended 31 December 2025

Objectives and Reasons: In compliance with the Public Limited Company Act B.E. 2535 (as amended) (the "Public Limited Company Act") and the Company's Articles of Association, which require the Board of Directors to prepare a balance sheet and profit and loss account as at the end of the Company's fiscal year for proposing to the shareholders' meeting at the annual general meeting for consideration and approval, the Board of Directors must arrange for the auditor to complete the audit before proposing it to the shareholders' meeting.

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 2025, which has been audited and signed by a certified public accountant of the Company under EY Office Limited. It is deemed appropriate to present to the Board of Directors to propose to the Shareholders' Meeting to consider the Consolidated Financial Statements for the year ended on 31 December 2025.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the Audited Consolidated Financial Statements of the

Company for the financial year ended 31 December 2025, as details are shown in Form 56-1 or One Report for the year 2025 in the form of QR Code (Enclosure 2).

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

Summary of Operating Result			(Unit: Million Baht)	
For the year ended	Consolidated financial statements		Change	
	31 December 2025	31 December 2024	Increase/ (Decrease)	%
Continuing operations:				
Sale of electricity	42.72	52.25	(9.53)	(18%)
Service income	586.47	-	586.47	-
Cost of sales of electricity	(30.94)	(35.61)	4.67	13%
Cost of service	(472.08)	-	(472.08)	-
Gross Profit	126.17	16.64	109.53	658%
Other income (expenses)	112.01	15.90	96.11	604%
Administrative expenses	(107.74)	(121.47)	13.73	11%
Operating profit (loss)	130.44	(88.92)	219.36	247%
Finance cost	(132.98)	(24.79)	(108.19)	(436%)
Loss before income tax	(2.54)	(113.70)	111.16	98%
Income tax benefit (expenses)	(20.83)	33.94	(54.77)	(161%)
Loss for the year from continued operations	(23.37)	(79.76)	56.39	71%
Discontinued operation:				
Profit after tax for the year from discontinued operation	-	352.40	(352.40)	(100%)
Profit (loss) for the year	(23.36)	272.64	(296.00)	(109%)
Total comprehensive income for the year (loss)	(25.46)	290.83	(316.29)	(109%)
Profit (loss) attributable to:				
Total equity holders of the Company	(23.36)	247.07	(270.43)	(109%)
Non-controlling interests of the subsidiaries	-	26.51	(26.51)	(100%)
Equity holders of the subsidiary before combination of business under common control	-	(0.94)	0.94	(100%)

Summary of Operating Result			(Unit:Million Baht)	
For the year ended	Consolidated financial statements		Change	
	31 December 2025	31 December 2024	Increase/ (Decrease)	%
Total comprehensive income attributable to:				
Total equity holders of the Company	(25.46)	260.90	(286.36)	(110%)
Non-controlling interests of the subsidiaries	-	30.87	(30.87)	(100%)
Equity holders of the subsidiary before combination of business under common control	-	(0.94)	0.94	100%

For the year ended	Consolidated financial statements		Change	
	31 December 2025	31 December 2024	Increase/ (Decrease)	%
Key Financial Ratio				
Gross Profit Margin (%)	20	32	(12.00)	(38%)
Operating Profit Margin (%)	21	(170)	191.00	112%
Net Profit Margin (%)	(4)	(153)	149.00	97%

(Unit:Baht)

For the year ended	Consolidated financial statements		Change	
	31 December 2025	31 December 2024	Increase/ (Decrease)	%
Basic earnings (loss) per share				
Profit (loss) attributable to equity holders of the Company				
From continuing operations	(0.19)	(0.50)	0.31	62%
From discontinued operation	-	2.09	(2.09)	(100%)
Total profit (loss) attributable to equity holders of the Company	(0.19)	1.59	(1.78)	(112%)

Summary of Financial Position			(Unit:Million Baht)	
For the year ended	Consolidated financial statements		Change	
	31 December 2025	31 December 2024	Increase/ (Decrease)	%
Current assets	851.32	373.65	477.67	128%
Non-current assets	3,413.31	3,130.94	282.37	9%
Total assets	4,264.63	3,504.59	760.04	22%
Current liabilities	519.40	712.23	(192.83)	(27%)
Non-current liabilities	2,501.98	1,326.57	1,175.41	89%
Total liabilities	3,021.39	2,038.80	982.58	48%
Total shareholder's equity	1,243.24	1,465.79	(222.54)	(15%)

For the year ended	Consolidated financial statements		Change	
	31 December 2025	31 December 2024	Increase/ (Decrease)	%
Key Financial Ratio				
Return on assets (%)	7.34	(2.28)	9.62	422%
Return on equity (%)	(2.92)	(5.44)	2.52	46%
Liquidity ratio (time)	1.67	0.52	1.15	221%

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

Agenda 4 To consider the approval for omitted dividend payment

Objectives and Reasons: 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 appropriate.

Opinion of the Board of Directors: Regarding the Company's performance in the consolidated financial statements for 2025, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve to omit dividend payment for the operating results of 2025. However, the Company, by the resolution of the Board of Directors' Meeting, may consider paying interim dividends to

shareholders in other forms in the future when it is considered that the Company has certain, sufficient and consistent income and profits.

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

Agenda 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation

Objectives and Reasons: In accordance with the Articles of Association of the Company, one-third (1/3) 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 (1/3) shall be retired. Currently, there are 8 directors; therefore, at this Annual General Meeting of Shareholders, 3 directors are retiring this year, the names of which are as follows:

1. Miss Parleerat Panboonhom Director
2. Prof. Dr. Punchada Sirivunnabood Director
3. Dr. Ratana Sithiprasasna Director

Dr. Ratana Sithiprasasna, who retires by rotation at Annual General Meeting of Shareholders 2026, has no intention to extend her terms as the Company's 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, as well as the overall skills of the committee (Skill Matrix) and views that the Company should recruit personnel who have additional knowledge and understanding of the Company's business. The Nomination Remuneration and Corporate Governance Committee has considered and proposed to the Board of Directors' Meeting to propose to the Shareholders' Meeting to consider the appointment of 2 directors whose terms are due to expire, namely 1) Miss Parleerat Panboonhom and 2) Prof. Dr. Punchada Sirivunnabood, to return to their positions as directors for another term, and the appointment of Rear Admiral Paraj Ratanajaipan to replace of Dr. Ratana Sithiprasasna, who retires by rotation at Annual General Meeting of Shareholders 2026, has no intention to extend her terms as the Company's director.

Opinion of the Board of Directors: The Board of Directors (without the director having an interest in this matter), 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 persons nominated in this Shareholders' Meeting, 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. The persons nominated in this Shareholder's Meeting have passed the Company's consideration procedure, have qualifications in accordance with the relevant rules and regulations and are suitable for the Company's business operations. The Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of 2 directors in replacement of those who must retire by rotation, namely 1) Miss Parleerat Panboonhom and 2) Prof. Dr. Punchada Sirivunnabood, to return to their respective positions as directors for another term, in accordance with the Company's director nomination criteria, and to propose the appointment of Rear Admiral Paraj Ratanajaiapan as an Independent Director to replace Dr. Ratana Sithiprasasna, who retires by rotation at the Annual General Meeting of Shareholders 2026 and has expressed her intention not to stand for re-election for another term. Profiles of candidates nominated for election as directors of the Company are set out in Enclosure 3.

Voting: To comply with the principles of good corporate governance and best practices of listed companies, voting on this agenda will be done individually. Each nominated director must receive a majority vote of the shareholders who attend the meeting and entitled to vote.

Agenda 6 To consider and approve the directors' remuneration for 2026

Objectives and Reasons: 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 has considered the current structure and rates of remuneration for directors as approved by the 2025 Annual General Meeting of Shareholders as follows:

Directors' remuneration in 2025

(Unit:Baht)

Position	Board of Directors		Audit Committee		Nomination Remuneration and Corporate Governance Committee	Risk Management Committee
	Annual Fee	Meeting Fee	Annual Fee	Meeting Fee	Meeting Fee	Meeting Fee
Chairperson	750,000	35,000				
Vice Chairperson	500,000	20,000				
Chairperson of Audit Committee			420,000	25,000		
Audit Committee Member			150,000	15,000		
Chairperson of the Nomination Remuneration and Corporate Governance Committee					10,000	
Member of the Nomination Remuneration and Corporate Governance Committee					10,000	
Chairperson of the Risk Management Committee						20,000
Member of the Risk Management Committee						20,000
Director*	150,000	15,000				

Note: * Executive Director will not be eligible for any meeting fee.

The Nomination, Remuneration and Corporate Governance Committee has reviewed the current structure and rates of director remuneration, which were approved by the Annual General Meeting of Shareholders 2025, and is of the opinion that they remain appropriate. The Committee therefore recommends proposing to the Annual General Meeting of Shareholders 2026 that the remuneration be maintained at the same rates as follows:

Directors' remuneration in 2026

(Unit:Baht)

Position	Board of Directors		Audit Committee		Nomination Remuneration and Corporate Governance Committee	Risk Management Committee
	Annual Fee	Meeting Fee	Annual Fee	Meeting Fee	Meeting Fee	Meeting Fee
Chairperson	750,000	35,000				
Vice Chairperson	500,000	20,000				
Chairperson of Audit Committee			420,000	25,000		
Audit Committee Member			150,000	15,000		
Chairperson of the Nomination Remuneration and Corporate Governance Committee					10,000	
Member of the Nomination Remuneration and Corporate Governance Committee					10,000	
Chairperson of the Risk Management Committee						20,000
Member of the Risk Management Committee						20,000
Director*	150,000	15,000				

Note: * Executive Director will not be eligible for any meeting fee.

There is no other director remuneration in any other form.

Opinion of the Board of Directors: The Board of Directors, with the recommendation of the Nomination Remuneration and Corporate Governance 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 listed companies engaging in the same industry or having a comparable size had also been made. Therefore, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the directors' remuneration for 2026 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 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2026

Objectives and Reasons: 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, staff, 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 2026, 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.

Therefore, it is proposed that one of the following auditors be the Company's auditor for the year 2026.

Name of Auditor	Certified Public Accountant No.	Responsible for auditing the Company since
1. Miss Isaraporn Wisutthiyan	7480	2021 – 2025 (5 years)
2. Mr. Preecha Arunnara	5800	-
3. Miss Sirirat Sricharoensup	5419	-

Each auditor's profile is shown in Enclosure 4.

In addition, the auditor's remuneration for 2026 is proposed as follows:

(Unit:Baht)

Auditor's Remuneration	2025	2026
1. Review of the consolidated and separate quarterly financial statements (three quarters)	150,000 per quarter (Total 450,000)	150,000 per quarter (Total 450,000)
2. Audit of the consolidated and separate financial statements for the year 2025, ending on 31 December 2025	600,000	600,000
Total (excluding VAT)	1,050,000	1,050,000

Additionally, EY Office Limited will serve as the auditor for all 12 subsidiaries within the Group (same auditing office), with the audit fee for the financial statements of the subsidiaries for the year ending on 31 December 2026 totaling 2,110,000 baht (excluding VAT).

The stated audit fee excludes other out-of-pocket expenses, which are expenses incurred from non-audit fees such as travel expenses, allowances, etc., which are not to exceed 100,000 baht per year for auditing the entire Group. In 2025, the Company has set a budget for out-of-pocket expenses of not exceeding 100,000 baht as well.

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”) are the most suitable. In addition, the auditors are knowledgeable and have a sophisticated understanding of the Company’s business and experience and expertise in auditing. Therefore, the Board of Directors deems it appropriate to propose to the Shareholders’ Meeting to consider and 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 2026:

Name of Auditor	Certified Public Accountant No.
1. Miss Isaraporn Wisutthiyan	7480
2. Mr. Preecha Arunnara	5800
3. Miss Sirirat Sricharoensup	5419

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 quarterly financial statements review (three quarters), amounting to 150,000 baht per quarter (total 450,000 baht) and for the financial statements audit for the year 2026, ending on 31 December 2026, amounting to 600,000 baht, totaling 1,050,000 baht (excluding VAT). The stated audit fee excludes other out-of-pocket expenses, which are not to exceed 100,000 baht per year for auditing the entire Group.

The Board of Directors hereby certifies that it will ensure that the Company and its subsidiaries can prepare financial statements on time.

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

Agenda 8 Other matters (if any)

Please attend the meeting in the date and time accordingly.

Yours faithfully,

-sign-

Mr. Niti Jungnithirundr

Chairperson of the Board of Directors

Information for Shareholders

The Record Date on which the Company relied to determine the names of shareholders who have the right to attend the 2026 Annual General Meeting of Shareholders (Record Date) was on 27 March 2026, in accordance with Section 89/26 of the Securities and Exchange Act B.E. 2535 (1992).

The registration and voting counting for the 2026 Annual General Meeting of Shareholders shall be conducted by electronic means. The Company shall also invite a representative from a law firm to examine that the voting process and the Meeting is transparent and in accordance with the law and the Articles of Association of the Company, including the good governance principle, in order to comply with the shareholders' meeting requirements of the Stock Exchange of Thailand.

Shareholders who wish to attend the meeting via the electronic system, please refer to the procedures for how to use the Inventech Connect Electronic Conferencing System (Enclosure 10). In case of any problems in use, you can contact the hotline number at 02-460-9228 (Service between 17 – 24 April 2026 at 08.30 a.m. – 05.30 p.m. working business day only).

Shareholders may appoint Mr.Sudwin Panyawongkhanti, who is an independent director of the Company as their proxy. The appointed independent director shall vote on each agenda as stated by the shareholder in the Proxy Form (Enclosure 7). Profiles of the independent directors are set out in Enclosure 8.

In the case that shareholders would like to appoint any person to act as their proxy or proxy the provided independent directors to act on their behalf, shareholders must prepare the Proxy Form together with the required documents and have them delivered at

Nova Empire Public Company Limited,

Office of Company Secretary,

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

Or send via electronic channels

by 5.00 p.m. on 20 April 2026.

Shareholders may download the Invitation to the Annual General Meeting of Shareholders for the year 2026, including the relevant meeting documents and Proxy Forms, at the Company's website, www.novaempire.co.th under the Investor Relations section, select sub-heading "Shareholders Meeting Information". Shareholders are encouraged to submit questions or opinions in relation to any agenda item prior to the meeting date by emailing the Investor Relations Group at investorrelations@novaempire.co.th

(Translation)

Minutes of the 2025 Annual General Meeting of Shareholders

Nova Empire Public Company Limited

The 2025 Annual General Meeting of Shareholders (the "Meeting") was held on 30 April 2025, through electronic means. According to the Emergency Decree on Electronic Meeting B.E. 2563, the video and audio broadcast of the Meeting from the meeting room of the Company headquarter.

The Meeting began at 2.00 p.m.

Mr. Niti jungnitnirundr, Chairman of the Board of Directors, presided as the Chairman of the Meeting (the "Chair"). The following directors, executives, auditor, and legal advisor of the Company were present at the Meeting:

Directors in attendance:

1. Mr. Niti Jungnitnirundr Chairman of the Board of Directors
2. Miss Parleerat Panboonhom Chief Executive Officer/ Executive Director/
Member of the Risk Management Committee
(attended the Meeting through electronic media)
3. Mr. Sudwin Panyawongkhanti Vice Chairman of the Board of Directors/
Independent Director/ Chairman of the Audit
Committee/ Member of the Risk Management
Committee (attended the Meeting through
electronic media)
4. Dr. Ratana Sithiprasasna Independent Director/ Member of the Audit
Committee/ Member of the Nomination,
Remuneration and Governance Committee
5. Assoc. Prof. Dr. Punchada Sirivunnabood Independent Director/ Member of the Audit
Committee/ Chairman of the Nomination,
Remuneration and Governance Committee/
Chairman of the Risk Management Committee
(attended the Meeting through electronic media)
6. Mr. Tossri Khowsurat Director (attended the Meeting through electronic
media)

7. Mr. Thanapat Parinyaroj Director (attended the Meeting through electronic media)
8. Miss Sukanya Tipmanee Executive Director/ Member of the Nomination, Remuneration and Governance Committee (attended the Meeting through electronic media)

The proportion of the Company's directors attending the meeting was 100 percent.

Executives in attendance:

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

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

1. Miss Isaraporn Wisutthiyan

External Legal Advisor

1. Mrs. Nopparat Sutthiluk

The Company Secretary welcomed and thanked the shareholders for their participation in the 2025 Annual General Meeting of Shareholders of the Company and informed the shareholders that the Meeting should be conducted by electronic means, which is in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 and the Notification of Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563. Inventech Systems (Thailand) Company Limited, a professional service provider for organizing electronic Meeting certified by relevant authorities, had been authorized to manage the Meeting.

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

The Company Secretary informed the Meeting that the Company should broadcast both audio and video from the meeting room of the Company's headquarter and the Company had recorded the Meeting in the form of video media. The Company Secretary then explained how to communicate with the Meeting and how to verify shareholders' identity for registration purposes in accordance with details shown in Enclosure 10 sent to all shareholders together with the Invitation Letter of the Meeting.

The 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, the Company Secretary clarified that the Company reserves the right to respond to other agendas or related agendas as the Company deems appropriate. The Company Secretary also informed the Meeting of how to contact the Call Center if any problems arise during the use of the system.

The Company Secretary introduced the directors and executives, legal advisors, independent financial advisor, and the auditors who attended the Meeting, as shown in this Meeting's minutes. The 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 2025 Annual General Meeting of Shareholders (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (Section 89/26) on 28 March 2025.

The Company Secretary informed the Meeting that there were 3 shareholders who attended the Meeting in person and 26 by proxy, which were 29 persons in total, equal to 93,390,454 shares or 69.9140 percent of the issued and paid-up shares with voting rights at this meeting, which were 133,579,024 shares out of the total issued and paid-up shares of the Company in the number of 169,949,024 shares due to the Company had 36,370,000 repurchased shares according to the Share Repurchase Project for Financial Management Purposes. These repurchased shares shall not be counted in a quorum for shareholders' meeting and would not have the right to vote. Therefore, from the number of shareholders attending the meeting and the number of shares held, a quorum was constituted under the Articles of Association of the Company.

Therefore, The Company Secretary invited the Chairperson of the Meeting to open the 2025 Annual General Meeting of Shareholders of the Company.

Mr. Niti jungnitnirundr, Chairman of the Board of Directors, presided as the Chairperson of the Meeting (the "Chair"), opening the 2025 Annual General Meeting of Shareholders by informing the Meeting that The Company would like to thank the shareholders for their valuable time to attend the 2025 Annual General Meeting of Shareholders.

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

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

1. To cast a vote, one share shall have one vote. A shareholder may cast his or her vote to either [approve], [disapprove] or [abstain] from voting. Except for the shareholders who act as custodian shall have the right to split the vote. If the shareholders do not vote within the specified time, the Company will consider the shareholders to agree on that agenda.
2. For Agenda 5 regarding the appointment of directors in replacement of those who must retire by rotation, each nominated person shall be elected individually in accordance with the Good Corporate Governance Principles.
3. Voting procedure for each agenda item

- (1) The Meeting will consider the matters in the order of the agenda specified in the invitation letter, presenting information on each agenda item and giving shareholders an opportunity to ask questions before voting, and announcing the voting results to the meeting once the counting of votes on each agenda item has been completed in order.
 - (2) To cast a vote, shareholders shall select the agenda they wish to vote on, then press the “Vote” button. The system will display three buttons for voting: Agree, Disagree, and Abstain. For shareholders or those who have received multiple proxies, the system will display all names of those who have received proxies. Voting will be separated by user account.
 - (3) In the event that a shareholder wishes to cancel a vote, press the "Cancel Voting" button. For any shareholder who does not vote within the specified time, the Company will assume that the shareholder agrees with that agenda. 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, the Company Secretary shall announce to close of the vote submission session and further inform the meeting's voting result.
 - (4) In case of receiving proxy from multiple shareholders, click on the “User Account” menu and click on the “Change Account” button to log in to the accounts of other shareholders. The system will not remove votes from the meeting database.
 - (5) In the event that a shareholder leaves the meeting (Exit the Meeting) before the closure of voting for any agenda, the shareholder's vote will not be counted as the quorum for that agenda item and the vote will not be counted in the remaining agenda items immediately. However, leaving the quorum on any agenda item will not deprive the shareholder or proxy of the right to return to the meeting and vote on the next agenda item in the system.
 - (6) For shareholders who grant proxy to others to attend the meeting, which is a form of voting according to the shareholder's wishes, the company has recorded the votes of approval, disapproval or abstention according to the wishes specified in the proxy form in the system for voting according to the agenda.
4. Asking questions or expressing opinions in the meeting room
- 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 select the agenda that the attendees want to ask, then press the “Question” button and follow the steps as described above. The attendees can type such opinions

or questions to submit the inquiry into the system or make a reservation to inquire via visual and audio signals.

Meeting attendees are required to provide their full names before asking questions. If any shareholder or proxy does not wish to have their name disclosed, please state that they do not wish to have their name disclosed before asking a question or expressing an opinion.

If there are many questions related to that agenda shown in the system, the Company will select questions as deemed appropriate, taking into account their consistency with the agenda, questions that have already been asked by others, or questions that the Company has already clarified, etc.

Before the commencement of consideration of agenda items, the 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 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 2/2024

The Company Secretary informed the Meeting that the Company held the Extraordinary General Meeting of Shareholders No. 2/2024 on 22 August 2024. The Company has prepared the meeting minutes as Enclosure 1 which the Company has sent along with the invitation letter.

The Board of Directors considers and deems it appropriate to propose to the Shareholders' Meeting to consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 2/2024 held on 22 August 2024 because they were accurately recorded.

The Chair invited the shareholders to ask questions or expressing opinions.

There were no questions or comments from the shareholders.

The Chair requested the shareholders to consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 2/2024

The Company Secretary informed the Meeting that this agenda item must be passed by a majority vote of the shareholders who attended the Meeting and entitled to vote.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percentage of total votes of the shareholders attended the Meeting and entitled to vote
Agree	93,390,454	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total shareholders (29 persons)	93,390,454	100.0000

Resolutions: The Meeting adopt the minutes of the Extraordinary General Meeting of Shareholders No. 2/2024 as proposed with a majority vote of the shareholders who attended the Meeting and entitled to vote.

Agenda 2 To acknowledge the reports of board of directors and operating results for the year ended 31 December 2024

The Chair invited Miss Pornpassorn Chaipinyo, Chief Finance and Accounting Officer, to present the overview and the result of the Company's business operation for the year 2024, which can be summarized as follows:

Miss Pornpassorn informed the Meeting that the Company has summarized its operating results for 2024 in the Form 56-1 or One Report for the year 2024. Details set out in Enclosure 2 (in QR Code form) which the Company has sent along with the invitation letter.

The operating results in 2024 is in line with the long-term strategy and plan that continuously emphasizes the three-dimensional linkages in governance, risk management, and compliance of the business operations in both operations and finance. In 2024, the Company initiated the development of the Floating Storage and Offloading Unit (FSO) service project with PTTEP ED, which is the first offshore service project of Nova X, along with improving the work systems in the operations, internal governance and control, and finance and budget to be consistent. The vision, mission, and goals are still the same as the previous year, which focused on growth from finding business opportunities in the energy business along with creating sustainability for various stakeholders appropriately, including developing a corporate governance system that emphasizes essential content that is beneficial to the business according to the criteria of the Corporate Governance Survey Project of Listed Companies (CGR) and continuously reviewing the important internal control system in terms of reviewing policies and criteria for related party transactions as a whole system.

In addition, the Board of Directors, through the Audit Committee, has monitored the audit of the operating results by the auditors who report to the Audit Committee every quarter, including monitoring the financial status and compliance with the existing loan conditions of the Company and its subsidiaries, and communicating with financial institutions to understand the Company's growth direction. One of the

investment strategies led to the sale of all investments of Winchai Co., Ltd. The Group of Companies can use the proceeds from the sale of investments as capital to develop the FSO project while the loan approval from the financial institutions has not been completed, including being able to repurchase shares from some shareholders in the share repurchase program in late 2024, allowing all shareholders to receive a portion of the money in proportion to their shareholding.

Although the Covid-19 situation has improved, the PM 2.5 dust problem still remains and shows no signs of decreasing. However, the company still takes care of various employee welfare as usual. The working style has been changed to Flexible Hour to reduce employee travel, which helps reduce the organization's Carbon Footprint, as well as reduce the increase and exposure to PM 2.5. The operation was highly successful. The IT department supported appropriate and diverse equipment, technology, and communication formats. Work goals were set and monitored by supervisors and HR.

In addition, for the Company's anti-corruption policy, the Chair assigned the Company Secretary to inform the Meeting in detail.

The Company Secretary informed the Meeting that in terms of the Company's anti-corruption policy, the Company has established an anti-corruption policy to express the Company's intention to fight against all forms of corruption, including to create knowledge, understanding, and guidelines for compliance with the anti-corruption policy for directors, executives, and employees at all levels. In addition, the Company has a plan to join the coalition and receive certification as an anti-corruption organization of the Thai private sector from the Private Sector Collective Action Against Corruption Commission (CAC). The Company will declare its intention to join the CAC in 2025.

The Board of Directors deems it appropriate to propose to the Shareholder's Meeting to acknowledge the Company's operating results for 2024 as details set out in Form 56-1 or One Report for the year 2024 as Enclosure 2 which the Company has sent along with the invitation letter.

The Chair invited the shareholders to ask questions or expressing opinions.

There were no questions or comments from the shareholders.

The Company Secretary informed the Meeting that this agenda item was only for acknowledgment of the operating results for the year ended 31 December 2024. Therefore, there was no voting.

Agenda No. 3 To consider and approve the financial statements for the year ended 31 December 2024

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

Miss Pornpassorn informed the Meeting that in order to comply with Sections 112 and 113 of the Public Company Limited Act, B.E. 2535 (as amended), and the Company's Articles of Association, the Company has prepared the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2024. The Audit Committee has reviewed the Consolidated Financial Statements, which has been audited and signed by a certified public accountant of the Company under EY Office Limited. The Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the Audited Consolidated Financial Statements as details are shown in Form 56-1 or One Report for the year 2024 in the form of QR Code (Enclosure 2) which the Company has sent along with the invitation letter.

A key summary of the Statements of Financial Position and the Statements of Comprehensive Income for the year 2024 is as follows:

Summary of Operating Result

(Unit: Million Baht)

For the year ended	Consolidated financial statements		Change	
	31 December 2024	31 December 2023 (Restated)	Increase/ (Decrease)	%
Continuing operations:				
Sale of electricity	52.25	55.89	(3.64)	(7%)
Gross Profit	16.64	18.34	(1.70)	(9%)
Other income (expenses)	15.90	(1.00)	16.90	1,690%
Administrative expenses	(121.47)	(54.94)	66.53	121%
Operating loss	(88.92)	(37.61)	51.31	136%
Finance cost	(24.79)	(34.36)	(9.57)	(28%)
Loss before income tax	(113.70)	(71.96)	41.74	58%
Income tax benefit (expenses)	33.94	(0.07)	34.01	48,586%
Loss for the year from continued operations	(79.76)	(72.04)	7.72	11%
Discontinued operation:				
Profit after tax for the year from discontinued operation	352.40	486.87	(134.47)	(28%)

Summary of Operating Result

(Unit: Million Baht)

For the year ended	Consolidated financial statements		Change	
	31 December 2024	31 December 2023 (Restated)	Increase/ (Decrease)	%
Profit for the year	272.64	414.83	(142.19)	(34%)
Total comprehensive income for the year	290.83	399.90	(109.07)	(27%)
Profit (loss) attributable to:				
Total equity holders of the Company	247.07	297.71	(50.64)	(17%)
Non-controlling interests of the subsidiaries	26.51	121.03	(94.52)	(78%)
Equity holders of the subsidiary before combination of business under common control	(0.94)	(3.92)	2.98	76%
Total comprehensive income attributable to:				
Total equity holders of the Company	260.90	286.52	(25.62)	(9%)
Non-controlling interests of the subsidiaries	30.87	117.30	(86.43)	(74%)
Equity holders of the subsidiary before combination of business under common control	(0.94)	(3.92)	2.98	76%

For the year ended	Consolidated financial statements		Change	
	31 December 2024	31 December 2023 (Restated)	Increase/ (Decrease)	%
Key Financial Ratio				
Gross Profit Margin (%)	32	33	(1.00)	(3%)
Operating Profit Margin (%)	(170)	(67)	(103.00)	(154%)
Net Profit Margin (%)	(153)	(129)	(24.00)	(19%)

(Unit:Baht)

For the year ended	Consolidated financial statements		Change	
	31 December 2024	31 December 2023 (Restated)	Increase/ (Decrease)	%
Basic earnings (loss) per share				
Profit (loss) attributable to equity holders of the Company				
From continuing operations	(0.50)	(0.40)	0.10	25%
From discontinued operation	2.09	2.15	(0.06)	(3%)
Total profit (loss) attributable to equity holders of the Company	1.59	1.75	(0.16)	(9%)

Summary of Financial Position

(Unit:Million Baht)

For the year ended	Consolidated financial statements		Change	
	31 December 2024	31 December 2023 (Restated)	Increase/ (Decrease)	%
Current assets	373.65	5,124.99	(4,751.34)	(93%)
Non-current assets	3,130.94	529.76	2,601.18	491%
Total assets	3,504.59	5,654.75	(2,150.16)	(38%)
Current liabilities	712.23	3,065.04	(2,352.81)	(77%)
Non-current liabilities	1,326.57	125.77	1,200.80	955%
Total liabilities	2,038.80	3,190.81	(1,152.01)	(36%)
Total shareholder's equity	1,465.79	2,463.94	(998.15)	(41%)

For the year ended	Consolidated financial statements		Change	
	31 December 2024	31 December 2023 (Restated)	Increase/ (Decrease)	%
Key Financial Ratio				
Return on assets (%)	(2.28%)	7.34%	(0.10)	(131%)
Return on equity (%)	(5.44%)	(2.92%)	(0.03)	(86%)
Liquidity ratio (time)	0.52	1.67	(1.15)	(69%)

The Group has consolidated revenue of continued operation from sales of electricity for the year ended 31 December 2024 of Baht 52.25 million, which decreased by Baht 3.64 million or 7% compared with the last year, which had revenue of Baht 55.89 million. Meanwhile, the cost of electricity sales for the year ended 31 December 2024, was Baht 35.61 million, down by Baht 1.94 million, or 5%, from the last year's cost of Baht 37.55 million. However, due to natural factors impacting the operation of solar power plants, the Group's electricity sales revenue declined compared to the last year.

For the year ended 31 December 2024, the Group has loss for the year from continuing operations Baht 79.76 million, which increased by Baht 7.72 million or 11% compared with the last year, which had loss for the year from continuing operations of Baht 72.04 million. The Group's administrative expenses increased due to project management costs related to Nova X Co., Ltd., and consultancy fees for investment purchase and sale transactions. The Group also recognized income tax benefits totaling Baht 33.94 million and deferred tax assets of Baht 35.68 million, as shown in the comprehensive income statement and financial position statements, respectively. The significant increase this year was mainly due to temporary differences from right of use assets and lease liabilities recognition of a crude oil storage and unloading vessel leasing agreement, amounting to Baht 31.71 million. However, the Group has profit from discontinued operation for the year ended 31 December 2024 of Baht 352.40 million, which decreased by Baht 134.47 million or 28% compared to the last year, which had profit from discontinued operation of Baht 486.87 million. Since the Group has transferred out all business in Winchai Co., Ltd. ("Winchai") during the year, profit from discontinued operation reflects the performance from 1 January 2024 to 11 March 2024 and recognizes profit from the sale of investment in a subsidiary of Baht 244.54 million due to the entire business transfer during the year. Consequently, the net profit after tax for the year from discontinued operation decreased from last year by Baht 134.47 million.

As of 31 December 2024, the Group reported current assets of Baht 373.65 million, a decrease by Baht 4,751.34 million or 93%, from 31 December 2023 due to the transfer of entire business including all of Winchai's shares during the year. The Group classified Winchai's assets, amounting to Baht 4,890.33 million, as held-for-sale assets under current assets. After the Group transferred the entire business including all of Winchai's shares, the current assets decreased significantly. The Group's non-current assets rose to Baht 3,130.94 million, an increase of Baht 2,601.18 million, or 491%, from 31 December 2023. This increase aligns with the Group's strategic investment objective which is investment in crude oil storage and offloading vessel with CALM buoy system project ("Project") of a subsidiary. As a result, construction-in-progress assets related to the Project grew up by Baht 1,354.07 million from last year, including a CALM buoy, a mooring system, chains and anchors, and a hose system etc. Additionally, the Group recognized the right-of-use assets Baht 1,345.85 million from entering into the vessel lease agreement in July 2024. This project has now begun commercial operations since 26 February 2025.

As of 31 December 2024, the Group has current liabilities of Baht 712.23 million, which decreased by Baht 2,352.81 million, or 77%, from 31 December 2023 due to the transfer of entire business including all of Winchai's shares during the year. The Group classified Winchai's liabilities, amounting to Baht 2,504.81 million, as held-for-sale liabilities under current liabilities. After the Group transferred the entire business including all of Winchai's shares, the current liabilities decreased significantly. Furthermore, the redemption of the Company's debenture No. 1/2023 before its maturity date totaling of Baht 400.00 million resulting to the decreasing of the Group's current liabilities of Baht 2,352.81 million. However, the Group has non-current liabilities of Baht 1,326.57 million, increased by Baht 1,200.80 million or 955%, from 31 December 2023, mainly due to the recognition of lease liabilities of Baht 1,345.85 million from entering into the vessel lease agreement for the Project in July 2024. This led to a significant increase in the non-current liabilities from last year.

The Group's shareholders' equity of Baht 1,465.79 million as at 31 December 2024 which decreased by Baht 998.15 million, or 41%, from 31 December 2023. This resulted from the recognition of total comprehensive income for the period of Baht 290.83 million, the decreasing of shareholder's equity from the treasury shares of Baht 450.99 million, the acquisition cost of business combination under common control of Baht 213.50 million, and the decrease of equity attributable to non-controlling interests of the subsidiaries of Baht 627.21 million from the divestment of Winchai.

The Company Secretary informed the Meeting that The Audit Committee has reviewed the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2024, which has been audited and signed by a certified public accountant of the Company under EY Office Limited. It is deemed appropriate to present to the Board of Directors to propose to the Shareholders' Meeting for consideration. The Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2024.

The Chair invited the shareholders to ask questions or expressing opinions.

There were no questions or comments from the shareholders.

The Chair requested the shareholders to consider and approve the financial statements for the year ended 31 December 2024.

The Company Secretary informed the Meeting that this agenda item must be passed by a majority vote of the shareholders who attended the Meeting and entitled to vote.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percentage of total votes of the shareholders attended the Meeting and entitled to vote
Agree	93,390,454	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total shareholders (29 persons)	93,390,454	100.0000

Resolutions: The Meeting approved the financial statements for the year ended 31 December 2024 as proposed with a majority vote of the shareholders who attended the Meeting and entitled to vote.

Agenda 4 To consider the approval for omitted dividend payment

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

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

Regarding the Company's performance in the consolidated financial statements for 2024, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve to omit dividend payment for the operating results of 2024. However, the Company, by the resolution of the Board of Directors' Meeting, may consider paying interim dividends to shareholders in other forms in the future when it is considered that the Company has certain, sufficient and consistent income and profits.

The Company Secretary stated that, upon reviewing the relevant facts, the Company has successfully conducted its operations in 2024. It has divested all investments in Winchai Co., Ltd., realizing a profit from the sale categorized as profit from discontinued operations. Furthermore, the solar energy segment continues to yield operational profit, and the Company has effectively invested in the offshore petroleum production support project managed by Nova X Co., Ltd., which commenced commercial operations on 26 February 2025. Consequently, it is evident that the Company has operated successfully in alignment with the objectives and vision established by the Board of Directors.

There were no questions or comments from the shareholders.

The Chair requested the shareholders to consider the approval for omitted dividend payment.

The Company Secretary informed the Meeting that this agenda item must be passed by a majority vote of the shareholders who attended the Meeting and entitled to vote.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percentage of total votes of the shareholders attended the Meeting and entitled to vote
Agree	87,381,454	93.5657
Disagree	6,009,000	6.4342
Abstention	0	0.0000
Total shareholders (29 persons)	93,390,454	100.0000

Resolutions: The Meeting approved an omission of dividend payment as proposed with a majority vote of the shareholders who attended the Meeting and entitled to vote.

Agenda 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation

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

The Company Secretary informed the Meeting that in accordance with the Articles of Association of the Company, one-third (1/3) 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 (1/3) shall be retired. Currently, there are 8 directors; therefore, at this Annual General Meeting of Shareholders, 3 directors are retiring this year, the names of which are as follows:

1. Mr. Thanapat Parinyaroj Director
2. Miss 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, as well as the overall skills of the committee (Skill Matrix) and views that the Company should recruit personnel with legal expertise or who have additional knowledge and understanding of the Company's business. The Nomination Remuneration and Corporate Governance Committee has considered and proposed to the Board of Directors' Meeting to propose to the Shareholders' Meeting to consider the appointment of 2 directors whose terms are due to expire, namely 1) Miss Sukanya Tipmanee and 2) Mr. Tossri Khowsurat, to return to their positions as directors for another term, as both of them have knowledge and experience in the energy business, which

complements the Company's Skill Matrix, which continues to seek investment projects in new energy businesses in the future. For the vacant position to replace Mr. Thanapat Parinyaroj, the Company will select a suitable person with legal expertise or an understanding of the offshore petroleum business, which is the Company's core business, and will propose to the Board of Directors' Meeting to propose to the another shareholders' meeting.

The Board of Directors (without the director having an interest in this matter), 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 persons nominated in this Shareholders' Meeting, 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. The persons nominated in this Shareholder's Meeting have passed the Company's consideration procedure, have qualifications in accordance with the relevant rules and regulations and are suitable for the Company's business operations. The Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of 2 directors in replacement of those who must retire by rotation, namely 1) Miss Sukanya Tipmanee and 2) Mr. Tossri Khowsurat, to return to their positions as directors for another term. 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 3 which the Company has sent along with the invitation letter.

For the vacant position to replace Mr. Thanapat Parinyaroj, the Board of Directors' Meeting will select a suitable person with legal expertise or an understanding of the offshore petroleum business, which is the Company's core business, and will propose to the another shareholders' meeting.

The Chair invited the shareholders to ask questions or expressing opinions.

There were no questions or comments from the shareholders.

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

The Company Secretary informed the Meeting that this agenda item must be passed in accordance with the procedures described in Clause 15 of the Articles of Association of the Company as follows;

- (1) One shareholder shall have one vote per one share.
- (2) Each shareholder shall use all of their votes under (1) to elect one or more persons as directors, but may not divide thier votes to any person in any number.
- (3) Persons who receive the highest number of votes in descending order will be elected as directors in the number of directors to be elected at that time. In the event that persons elected in descending order receive an equal number of votes, which would exceed the number of directors to be elected at that time, the chairman shall have a casting vote.

However, the Company Secretary further explained that to comply with the principles of Good Corporate Governance and the Best Practices of listed companies. Voting in this agenda will be done individually. Each nominated director must receive a majority vote of the shareholders who attended the Meeting and entitled to vote.

The Chair requested the shareholders to consider and approve the appointment of directors in replacement of those who must retire by rotation.

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

Miss Sukanya Tipmanee

Shareholders' voting results	(votes)	percentage of total votes of the shareholders attended the Meeting and entitled to vote
Agree	93,390,454	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total shareholders (29 persons)	93,390,454	100.0000

Mr. Tossri Khowsurat

Shareholders' voting results	(votes)	percentage of total votes of the shareholders attended the Meeting and entitled to vote
Agree	93,390,454	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total shareholders (29 persons)	93,390,454	100.0000

Resolutions: The Meeting approved the appointment of 2 directors in replacement of those who must retire by rotation, namely 1) Miss Sukanya Tipmanee and 2) Mr. Tossri Khowsurat, to return to their positions as directors for another term as proposed with a majority vote of the shareholders who attended the Meeting and entitled to vote.

Agenda 6 To consider and approve the directors' remuneration for 2025

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

The Company Secretary informed the Meeting that 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 has considered the current structure and rates of remuneration for directors as approved by the 2024 Annual General Meeting of Shareholders as follows:

Directors' remuneration in 2024

(Unit:Baht)

Position	Board of Directors		Audit Committee		Nomination Remuneration and Corporate Governance Committee	Risk Management Committee
	Annual Fee	Meeting Fee	Annual Fee	Meeting Fee	Meeting Fee	Meeting Fee
Chairperson	750,000	35,000				
Vice Chairperson	650,000	30,000				
Chairperson of Audit Committee			420,000	25,000		
Audit Committee Member			150,000	10,000		
Chairperson of the Nomination Remuneration and Corporate Governance Committee					10,000	
Member of the Nomination Remuneration and Corporate Governance Committee					10,000	
Chairperson of the Risk Management Committee						20,000
Member of the Risk Management Committee						20,000
Director*	150,000	10,000				

Note: * Executive Director will not be eligible for any meeting fee.

In this regard, the results of the survey on the remuneration of directors of Thai listed companies in 2024 found that the remuneration of directors of the Company is still slightly lower than other listed companies in the comparable energy group, especially in terms of meeting fees. Therefore, it is proposed to adjust the rate and method of paying remuneration to directors for 2025 as follows:

Directors' remuneration in 2025

(Unit:Baht)

Position	Board of Directors		Audit Committee		Nomination Remuneration and Corporate Governance Committee	Risk Management Committee
	Annual Fee	Meeting Fee	Annual Fee	Meeting Fee	Meeting Fee	Meeting Fee
Chairperson	750,000	35,000				
Vice Chairperson	500,000	20,000				
Chairperson of Audit Committee			420,000	25,000		
Audit Committee Member			150,000	15,000		
Chairperson of the Nomination Remuneration and Corporate Governance Committee					10,000	
Member of the Nomination Remuneration and Corporate Governance Committee					10,000	
Chairperson of the Risk Management Committee						20,000
Member of the Risk Management Committee						20,000
Director*	150,000	15,000				

Note: * Executive Director will not be eligible for any meeting fee.

The revision are as follows:

- Decrease the remuneration of the Vice Chairperson by
 1. Decrease the annual fee from 650,000 baht to 500,000 baht and
 2. Decrease the meeting fee from 30,000 to 20,000 baht per meeting.
- Increase the meeting fee of the Audit Committee Member from 10,000 baht to 15,000 baht per meeting.
- Increase the meeting fee of the Member of the Board of Directors from 10,000 baht to 15,000 baht per meeting.

There is no other director remuneration in any other form.

The Company Secretary further clarified that the Board of Directors, with the recommendation of the Nomination Remuneration and Corporate Governance 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 listed companies engaging in the same industry or having a comparable size had also been made. Therefore, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the directors' remuneration for 2025 in the amount proposed above.

The Chair invited the shareholders to ask questions or expressing opinions.

Mr. Wanchai Lertsrijatuporn, a representative from the Thai Investors Association, inquired about the adjustment and increase in directors' remuneration, citing alignment with remuneration trends of other listed companies within the same industry. He questioned the urgency of this adjustment in the current accounting period, given that the Company reported in agenda item 4 that it did not declare dividends due to poor performance in the previous year. Furthermore, he noted the Company's current business conditions, which exhibit a negative net profit rate and significantly diminished return on assets, return on equity, and liquidity ratio. Mr. Lertsrisutphon asked whether the company might consider alternative options, such as postponing the adjustment of directors' remuneration until a more stable financial position is achieved that would allow for dividend payments.

The Chair assigned the Company Secretary to provide clarification to the shareholders as requested.

The Company Secretary articulated that the Company's financial statements for 2024, while reflecting an operational loss, indicate that the Board of Directors has effectively supervised the Company's continuous growth in alignment with established goals over the past year. The Company remains dedicated to its role as an energy provider. A significant highlight is the recognition of profits from the sale of investments in Winchai Co., Ltd. Additionally, the solar energy sector has demonstrated strong performance. Upon evaluating the performance metrics and the strategic direction of the Company's operations, it is evident that the Board of Directors has fulfilled its responsibilities effectively and that the Company has achieved appropriate growth. Furthermore, the recent adjustment in directors' remuneration aims to provide motivation and ensure alignment with industry standards, thus facilitating comparison with other listed companies within the same sector.

There were no questions or comments from the shareholders.

The Chair requested the shareholders to consider and approve the directors' remuneration for 2025.

The Company Secretary informed the Meeting that this agenda item must be passed by the vote of not less than two-thirds of the total votes of shareholders attending the meeting.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percentage of total votes of the shareholders attended the Meeting
Agree	93,390,454	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total shareholders (29 persons)	93,390,454	100.0000

Resolutions: The Meeting approved the directors' remuneration for 2025 as proposed with the vote of not less than two-thirds of the total votes of shareholders attended the Meeting.

Agenda 7 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2025

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

The Company Secretary informed the Meeting that the Company's Articles of Association 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, staff, 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 2025, 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.

Therefore, it is proposed that one of the following auditors be the Company's auditor for the year 2025.

Name of Auditor	Certified Public Accountant No.	Responsible for auditing the Company since
1. Miss Isaraporn Wisutthiyan	7480	2021 – 2024 (4 years)
2. Mr. Preecha Arunnara	5800	-
3. Miss Sirirat Sricharoensup	5419	-

Each auditor's profile is shown in Enclosure 4 which the Company has sent along with the invitation letter.

In addition, the auditor's remuneration for 2025 is proposed as follows:

(Unit:Baht)

Auditor's Remuneration	2024	2025
1. Review of the consolidated and separate quarterly financial statements (three quarters)	150,000 per quarter (Total 450,000)	150,000 per quarter (Total 450,000)
2. Audit of the consolidated and separate financial statements for the year 2025, ending on 31 December 2025	540,000	600,000
Total (excluding VAT)	990,000	1,050,000

Additionally, EY Office Limited will serve as the auditor for all 12 subsidiaries within the Group (same auditing office), with the audit fee for the financial statements of the subsidiaries for the year ending on 31 December 2025 totaling 2,110,000 baht (excluding VAT).

The stated audit fee excludes other out-of-pocket expenses, which are expenses incurred from non-audit fees such as travel expenses, allowances, etc., which are not to exceed 100,000 baht per year for auditing the entire Group. In 2024, the Company has set a budget for out-of-pocket expenses of not exceeding 100,000 baht as well.

The Board of Directors by the approval of the Audit Committee, has deliberately considered the auditor in various aspects and agreed that the auditors of EY Office Limited (the "EY Office") are the most suitable. In addition, the auditors are knowledgeable and have a sophisticated understanding of the Company's business and experience and expertise in auditing. Therefore, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and 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 2025:

Name of Auditor	Certified Public Accountant No.
1. Miss Isaraporn Wisutthiyan	7480
2. Mr. Preecha Arunnara	5800
3. Miss Sirirat Sricharoensup	5419

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

forementioned 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 quarterly financial statements review (three quarters), amounting to 150,000 baht per quarter (total 450,000 baht) and for the financial statements audit for the year 2025, ending on 31 December 2025, amounting to 600,000 baht, totaling 1,050,000 baht (excluding VAT). The stated audit fee excludes other out-of-pocket expenses, which are not to exceed 100,000 baht per year for auditing the entire Group.

The Board of Directors hereby certifies that it will ensure that the Company and its subsidiaries can prepare financial statements on time.

The Chair invited the shareholders to ask questions or expressing opinions.

Mr. Wanchai Lertsrijatuporn, a representative of the Thai Investors Association, questioned the justification for the 60,000 baht increase in the auditor's fees, considering the increased workload and complexity. Currently, the "Big 4" auditing firms utilize AI technologies, such as Data Analytics, to review documents and detect accounting irregularities, thereby improving accuracy and efficiency while lowering time and costs. He also asked whether the Company held discussions with the auditor from EY before deciding to approve the increase in the auditor's remuneration.

The Chair assigned Miss Pornpassorn Chaipinyo, Chief Finance and Accounting Officer, to provide clarification to the shareholders as requested.

Ms. Pornpassorn reported that the Company has engaged in discussions with EY Office regarding the escalation of audit fees, which reflects the growing volume and complexity of work. The Company's objective is to expand into various offshore service sectors, leading to an increased number of subsidiaries within the corporate group, thereby positioning itself to effectively support offshore operations. Consequently, the transactions recorded between the end of 2024 and 2025 have experienced significant growth. Regarding the application of AI in data analytics, EY Office has begun utilizing AI where applicable. However, certain aspects still necessitate auditor judgment, including reasoning and logic, to analyze more complex scenarios in addition to AI applications. As a result, the auditors determined that an increase in personnel is warranted to address the additional complexity and volume of work. The company therefore concludes that the proposed increase in audit fees is justified and intends to present this proposal to shareholders for their consideration and approval. There were no questions or comments from the shareholders.

The Chair requested the shareholders to consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2025.

The Company Secretary informed the Meeting that this agenda item must be passed by a majority vote of the shareholders who attended the Meeting and entitled to vote.

The Meeting considered and voted as follows:

Shareholders' voting results	(votes)	percentage of total votes of the shareholders attended the Meeting and entitled to vote
Agree	93,390,454	100.0000
Disagree	0	0.0000
Abstention	0	0.0000
Total shareholders (29 persons)	93,390,454	100.0000

Resolutions: The Meeting approved the appointment of auditor and fix his/her remuneration for the year ended 31 December 2025 as proposed with a majority vote of the shareholders who attended the Meeting and entitled to vote.

Agenda 8 Other matters (if any)

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

There were no questions or comments from the shareholders. In addition, since the Company had given shareholders an opportunity to propose questions in advance, there were no further questions in advance.

The Company Secretary explained the details of the preparation of the meeting minutes in order to comply with the best practices. After the Meeting, the Company will announce the resolution of the meeting via the Stock Exchange's news system on the next business day. The Company will complete the meeting minutes within 14 days from the Meeting date, including submitting them to the Stock Exchange via the Stock Exchange's information dissemination system and publishing them on the Company's website, which will allow shareholders to be informed of the meeting results and be able to verify the accuracy of the Meeting.

The Chair thanked the shareholders for attending the Meeting, and declared the Meeting adjourned.

Form 56-1 or “One Report” for the year 2025, together with the Financial Statements of the Company for the financial year ended 31 December 2025 in the form of a QR Code



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NOVA&date=260424>

**Profiles of the Company's directors whose terms have expired and have been
nominated for another term as directors**

Miss Parleerat Panboonhom

Current position: Director / Executive Director / Member of the Risk Management Committee

Type of director to be nominated for election: Director

Date of appointment: 17 August 2020 (Hold the position for 6 years)

Age: 46 years

Nationality: Thai

Shareholding proportion: 33,261,177 shares (from the shareholder list as of 8 January 2026)

Educational qualifications:

Master's Degree in Maritime Administration Chulalongkorn University

Director training courses:

Director Accreditation Program (DAP) Course, 2021

Director/Executive positions held in SET listed companies: None

Positions held in other organizations (non-listed):

Period	Position	Organization name
Jan 2024 - Present	Director	ENERGY EMPIRE COMPANY LIMITED
Jun 2024 - Present	Director	VISTA OCEAN CO., LTD.
Nov 2022 - Present	Director	NATHALIN WELSTAR ENERGY COMPANY LIMITED
Nov 2022 - Present	Director	SUBPUD ENERGY 1 COMPANY LIMITED
Nov 2022 - Present	Director	SUBPUD ENERGY 2 COMPANY LIMITED
2020 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	NOVA X CO., LTD.
2020 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	THE PRODIGY GROUP NINE CO., LTD.
2020 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	THE PRODIGY VEGA CO., LTD.
2020 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	ROMKLAO WIND FARM CO., LTD.
2020 - Present	Chairman of the Executive Board / Director / Chief Executive Officer	THE PRODIGY TEN CO., LTD.

Period	Position	Organization name
2020 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	THE PRODIGY SETE CO., LTD.
2020 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	THE PRODIGY EIGHT CO., LTD.
2019 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	UNITED OFFSHORE AVIATION COMPANY LIMITED
2018 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	PRODIGY HOUSE COMPANY LIMITED
2018 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	THE PRODIGY GENERATION COMPANY LIMITED
2017 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	PUT ON THE RITZ COMPANY LIMITED
2015 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	THE PRODIGY TECH COMPANY LIMITED
2015 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	THE PRODIGY GROUP COMPANY LIMITED
2006 – Present	Chairman of the Executive Board / Director / Chief Executive Officer	SPEED PRODUCTION COMPANY LIMITED
Nov 2023 - Oct 2024	Director	TOP EMPIRE COMPANY LIMITED
2006 - 2017	Director	WINCHAI COMPANY LIMITED
2015 – 2016	Director	SOLAR REFORM COMPANY LIMITED
2015 - 2016	Director	SOLAR REFORM 2 COMPANY LIMITED
2013 – 2016	Director	SOLAR VALLEY COMPANY LIMITED

Meeting attendance in the past year:

- Board of Directors Meeting 5/5 times
- Board of Risk Management Committee 1/1 time

Positions held in other businesses that may cause conflicts of interest/be in competition with the company: None

Having an interest in the following ways with the company/parent company/subsidiary/associate company or juristic persons that may have conflicts at present or in the past 2 years:

- Not being a professional service provider (such as an auditor, legal advisor).
- No business relationship (such as buying/selling raw materials/products/services lending money or borrowing money).

Recruitment criteria and methods:

The Nomination, Remuneration, and Corporate Governance Committee shall have the duty to nominate, select suitably qualified persons and propose to the Board of Directors to consider appointing or propose to request the approval of appointment to the Shareholders' Meeting under the Articles of Association.

The Nomination, Remuneration, and Corporate Governance Committee shall prepare the "Skill Matrix" for considering the appropriateness together with diversity in various areas, such as independence, age, race, and sexuality to ensure that the overall Component of the Board of Directors is consistent with the current and future direction of the business operation and strategies. However, in considering the nomination for appointing the existing director to further be the director for another term, the Nomination, Remuneration, and Corporate Governance Committee shall consider factors including performance, history of meeting attendance and participation, and support in the Board of Directors' activities.

In nomination of the person to hold the director office, the Nomination, Remuneration, and Corporate Governance Committee shall consider the nomination of the person from different sources, including the person advised by the Company's director or the person nominated by the shareholder according to the rules prescribed by the Company, the director database of Thai Institute of Directors or from the external consulting firm's advice.

**Profiles of the Company's directors whose terms have expired and have been
nominated for another term as directors**

Prof. Dr. Punchada Sirivunnabood

Current position: Independent Director, Member of the Audit Committee, Chairperson of the Nomination Remuneration and Corporate Governance Committee, Chairperson of the Risk Management Committee

Type of director to be nominated for election: Director

Date of appointment: 18 August 2020 (Hold the position for 6 years)

Age: 47 years

Nationality: Thai

Shareholding proportion: None

Educational qualifications:

Ph.D. in Political Science, Northern Illinois University

M.A. in Political Science, Ohio University

B.A. in Political Science, Chulalongkorn University

Director training courses:

Director Accreditation Program (DAP), 2020

Risk Management Program for Corporate Leaders (RCL), 2022

Advanced Audit Committee Program (AAP), 2022

Ethical Leadership Program (ELP), 2023

Subsidiary Governance Program (SGP), 2024

ESG in the Boardroom: A Practical Guide for Board (ESG), 2024

Director/Executive positions held in SET listed companies: None

Positions held in other organizations (non-listed): : None

Period	Position	Organization name
2024 - Present	Dean, Faculty of Social Sciences and Humanities	Dean, Faculty of Social Sciences and Humanities
2023 - Present	Mahidol University	Mahidol University
2010 - Present	Deputy Director, Institute of Human Rights and Peace Studies	Deputy Director, Institute of Human Rights and Peace Studies

Meeting attendance in the past year:

- Board of Directors Meeting 4/5 times
- Board of Audit committee 4/4 times

- Board of Nomination Remuneration and Corporate Governance Committee 3/3 times
- Board of Risk Management Committee 1/1 time

Positions held in other businesses that may cause conflicts of interest/be in competition with the company: None

Having an interest in the following ways with the company/parent company/subsidiary/associate company or juristic persons that may have conflicts at present or in the past 2 years:

- Not being a director involved in management, an employee, or an advisor who receives a regular salary.
- Not being a professional service provider (such as an auditor, legal advisor).
- No business relationship (such as buying/selling raw materials/products/services lending money or borrowing money).

Recruitment criteria and methods:

The Nomination, Remuneration, and Corporate Governance Committee shall have the duty to nominate, select suitably qualified persons and propose to the Board of Directors to consider appointing or propose to request the approval of appointment to the Shareholders' Meeting under the Articles of Association.

The Nomination, Remuneration, and Corporate Governance Committee shall prepare the "Skill Matrix" for considering the appropriateness together with diversity in various areas, such as independence, age, race, and sexuality to ensure that the overall Component of the Board of Directors is consistent with the current and future direction of the business operation and strategies. However, in considering the nomination for appointing the existing director to further be the director for another term, the Nomination, Remuneration, and Corporate Governance Committee shall consider factors including performance, history of meeting attendance and participation, and support in the Board of Directors' activities.

In nomination of the person to hold the director office, the Nomination, Remuneration, and Corporate Governance Committee shall consider the nomination of the person from different sources, including the person advised by the Company's director or the person nominated by the shareholder according to the rules prescribed by the Company, the director database of Thai Institute of Directors or from the external consulting firm's advice.

Profile of the Person Nominated to be a Company Director

Rear Admiral Paraj Ratanajaipan

Type of director to be nominated for election: Director

Age: 58 year

Nationality: Thai

Shareholding proportion: None

Educational qualifications:

Armed Forces Academies Preparatory School, Class 28

Royal Thai Naval Academy, Class 85

Master of Engineering: Computer Science, Asian Institute of Technology (AIT)

Commanding Officer and Surface Warfare Tactics Course (Naval Training Command)

Royal Thai Naval Staff College, Class 64

Military Observer Course, On Call List (Joint Staff)

Politics and Governance in Democratic System for Senior Executives Course, Class 20

Naval War College Course, Class 50, Naval Education Department

National Defense College Course, Class 67

International Education:

Data Systems Officer: IMET FY 96, Virginia, USA

Maritime Law and Security Seminar, Canberra, Australia

Defense and Strategic Studies Course, M.Sc (Military Science), College of Strategic Studies, National

Defense University, Beijing, China

Director/Executive positions held in SET listed companies: None

Positions held in other organizations (non-listed):

Period	Position	Organization name
Oct 2025 – Present	Deputy Director, Department of Naval Communications and Information Technology	Department of Naval Communications and Information Technology, Royal Thai Navy
Oct 2025 – Present	Royal Thai Navy Spokesman	Royal Thai Navy Spokesman's Office
Oct 2022 – Sep 2025	Deputy / Assistant Royal Thai Navy Spokesman	Royal Thai Navy Spokesman's Office

Prior Work Experience

- Director, Operations Division, Department of Naval Communications and Information Technology
- Deputy Secretary of the Royal Thai Navy, Royal Thai Navy Secretariat
- Director, Public Relations Division, Royal Thai Navy Secretariat
- Director, Intelligence Operations Division, Intelligence Directorate, Royal Thai Navy Intelligence Department
- Director, Telecommunications Division, Operations Directorate, Department of Naval Communications and Information Technology
- Staff Officer, Department of Naval Communications and Information Technology
- Deputy Director, Naval Warfare and Military Studies Division, Academic Affairs, Naval Education Department
- Deputy Director, Contract Administration Division, Royal Thai Navy Procurement Office
- Staff Officer, Royal Thai Navy Logistics Department
- Commanding Officer, HTMS Khiri Rat
- Flag Lieutenant to the Commander-in-Chief of the Royal Thai Navy

Positions held in other businesses that may cause conflicts of interest/be in competition with the company: None

Having an interest in the following ways with the company/parent company/subsidiary/associate company or juristic persons that may have conflicts at present or in the past 2 years:

- Not being a director involved in management, an employee, or an advisor who receives a regular salary.
- Not being a professional service provider (such as an auditor, legal advisor).
- No business relationship (such as buying/selling raw materials/products/services lending money or borrowing money).

Recruitment criteria and methods:

The Nomination, Remuneration, and Corporate Governance Committee shall have the duty to nominate, select suitably qualified persons and propose to the Board of Directors to consider appointing or propose to request the approval of appointment to the Shareholders' Meeting under the Articles of Association.

The Nomination, Remuneration, and Corporate Governance Committee shall prepare the "Skill Matrix" for considering the appropriateness together with diversity in various areas, such as independence, age, race, and sexuality to ensure that the overall Component of the Board of Directors is consistent with the current and future direction of the business operation and strategies. However, in considering the nomination for appointing the existing director to further be the director for another term, the Nomination, Remuneration,

and Corporate Governance Committee shall consider factors including performance, history of meeting attendance and participation, and support in the Board of Directors' activities.

In nomination of the person to hold the director office, the Nomination, Remuneration, and Corporate Governance Committee shall consider the nomination of the person from different sources, including the person advised by the Company's director or the person nominated by the shareholder according to the rules prescribed by the Company, the director database of Thai Institute of Directors or from the external consulting firm's advice.

Profiles of candidates nominated for election as auditors of the Company

(From EY Office Limited)

Miss Issaraporn Wisutthiyan



Partner (Audit Department)

Certified Public Accountant No. 7480

Profile:

- Ms. Issaraporn has more than 25 years of experience working in auditing with EY Thailand.

Qualifications and educational qualifications:

- Certified Public Accountant of Thailand
- Certified Public Accountant of the Stock Exchange and Securities Commission of Thailand (SEC)
- Member of the Federation of Accounting Professions
- Graduated with a Bachelor of Business Administration degree Accounting major from Assumption University

Work experience:

- Has experience in providing audit services for a variety of companies, both companies listed on the Stock Exchange of Thailand and multinational companies, including providing audit services for companies to be listed on the Stock Exchange of Thailand (IPO).
- Has experience in auditing covering many types of businesses such as energy business, steel business, real estate development business, transportation business, telecommunications business. Industrial product manufacturing business, Consumer products business - retail insurance business Hotel and service business.

Mr. Preecha Arunnara



Partner (Audit Department)

Certified Public Accountant No. 5800

Profile:

- Mr. Preecha has experience working in auditing with EY Thailand for more than 20 years.

Qualifications and educational qualifications:

- Certified Public Accountant of Thailand
- Certified Public Accountant of the Stock Exchange and Securities Commission of Thailand (SEC)
- Member of the Federation of Accounting Professions
- Graduated with a Bachelor of Accountancy from Chulalongkorn University and a Master of Business Economics from Thammasat University

Work experience

- Has experience in providing audit services for many companies, both those listed on the Stock Exchange of Thailand and many multinational companies. Including checking company accounts for listing on the Stock Exchange of Thailand (IPO).
- Has experience in auditing accounts covering a variety of businesses, including oil business and petroleum business, consumer product manufacturing business, service business, and trading business.

Miss Sirirat Sricharoensup

Partner (Audit Department)

Certified Public Accountant No. 5419



Profile:

- Ms. Sirirat has experience working in auditing with EY Thailand for over 20 years and has been an auditor for listed companies for over 13 years

Qualifications and educational qualifications:

- Certified Public Accountant of Thailand
- Certified Public Accountant of the Stock Exchange and Securities Commission of Thailand (SEC)
- Member of the Federation of Accounting Professions
- Graduated with a Master's Degree in Accounting from Chulalongkorn University.
- Graduated with a bachelor's degree in accounting from Chulalongkorn University.

Work experience:

- Has experience in providing audit services for many companies, both those listed on the Stock Exchange of Thailand and many multinational companies. Including checking company accounts for listing on the Stock Exchange of Thailand (IPO).
- Has experience auditing accounts covering many types of businesses, including manufacturing businesses, telecommunications businesses, Industrial product distribution businesses, service businesses, and energy businesses.

Required documents for attendance to the meeting

1. Individuals

1.1 Shareholders attending the meeting in person:

A copy of an identification document issued by a government agency that shows the shareholder's photo and has not expired, such as an ID card, government official card, driver's license, passport (in the case of foreigners), etc., certified true copy by the shareholder.

1.2 In case of proxy:

(1) A proxy form in any form as attached to the meeting invitation letter, which has been correctly and completely filled in and signed by the proxy grantor and the proxy holder.

(2) A copy of an identification document issued by a government agency that shows the proxy grantor's photo and has not expired, such as an ID card, government official card, driving license, passport (in the case of foreigners), etc., certified true copy by the proxy grantor.

(3) A copy of an identification document issued by a government agency that shows the proxy holder's photo and has not expired, such as an ID card, government official card, driving license, passport (in the case of foreigners), etc., certified true copy by the proxy holder.

2. Juristic Persons

2.1 The shareholder's representative attending the meeting in person:

(1) A copy of the shareholder's affidavit not exceeding 1 year, certified true copy by the authorized representative with the entity's seal (if any) and containing a statement indicating that the authorized representative attending the meeting has the authority to act on behalf of the juristic person that is the shareholder.

(2) A copy of an identification document issued by a government agency that shows the authorized representative's photo and has not expired, such as an ID card, government official card, driver's license, passport (in the case of foreigners), etc., certified true copy by the authorized representative.

2.2 In case of proxy:

(1) A proxy form in any form as attached to the meeting invitation letter, which has been correctly and completely filled in and signed by the proxy grantor and the proxy holder.

(2) A copy of the shareholder's affidavit (the proxy grantor) not exceeding 1 year, certified true copy by the authorized representative with the entity's seal (if any) and containing a statement indicating that the authorized representative who signs a proxy form has the authority to act on behalf of the juristic person.

(3) A copy of an identification document issued by a government agency that shows the authorized representative's photo and has not expired, such as an ID card, government official card, driver's license, passport (in the case of foreigners), etc., certified true copy by the authorized representative.

(4) A copy of an identification document issued by a government agency that shows the proxy holder's photo and has not expired, such as an ID card, government official card, driving license, passport (in the case of foreigners), etc., certified true copy by the proxy holder.

3. Custodian in Thailand authorized to act on behalf of foreign investors as a depositary and administrator of shares

3.1 Required documents are the same as specified for a juristic person under 2.1 or 2.2

3.2 In case foreign investors authorize the Custodian to sign the Proxy Form on their behalf, additional documents are required as follows:

- (1) Power of Attorney from foreign investors granting the Custodian authority to sign the Proxy Form on their behalf.
- (2) Custodian Letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business.

In case any documents are produced or executed outside Thailand, such documents must be notarized by a notary public (bear a date within 1 year until the Meeting date).

4. Appointment of Proxy to the Company's Independent Directors

4.1 A proxy form in any form as attached to the meeting invitation letter, which one of the independent directors has been selected as a proxy, filled in correctly and completely, and signed by the proxy grantor.

4.2 Required documents are the same as specified under 1.2 (2) (in the case of a individuals) or items 2.2 (2) – (3) (in the case of a juristic person).

5. Submitting a request to attend the meeting via electronic media or sending documents to the Company by mail.

5.1 For Shareholders who would like to attend the Meeting through the Electronic Means by yourself, please note that the electronic registration will be available April 17, 2026 at 8:30 a.m. and shall be closed on April 24, 2026 Until the end of the meeting.

5.2 For Shareholders who authorize another person or one of the Company's Independent Directors to attend and vote on his or her behalf, the shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 20, 2026 at 5.00 p.m.

Nova Empire Public Company Limited

Company Secretary Office

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

6. 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 นายสุตวิณ ปัญญาวงศ์ขันติ อายุ 66 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30
Name Mr.Sudwin Panyawongkhanti age 66 years, residing No. 88 Soi Bangna-Trad 30
ถนน เทพรัดน ตำบล/แขวง บางนาใต้ อำเภอ/เขต บางนา
Road Debaratana Tambol/Khwaeng Bangna Tai Amphur/Khet Bangna
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260
Province Bangkok Postal Code 10260

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 24 เมษายน 2569 เวลา 13.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders on 24 April 2026 at 01.00 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2568

Item No. 1 To consider and adopt the minutes of the General Meeting of Shareholders 2025

- (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 รับทราบรายงานของคณะกรรมการประจำปีและผลการดำเนินงานประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2568

Item No. 2 To acknowledge the reports of board of directors and operating results for the year ended 31 December 2025

- (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 พิจารณาอนุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568

Item No. 3 To consider and approve the financial statements for the year ended 31 December 2025

- (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 พิจารณาอนุมัติงดจ่ายปันผล

Item No. 4 To consider the approval for omitted dividend payment

- (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 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Item No. 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation

- (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:
- กรณีแต่งตั้งกรรมการทั้งชุด
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
- คุณปาลีรัฐ ปานบุญหอม
Ms. Parleerat Panboonhom
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- ศ. ดร. พรรณชฎา ศิริวรรณบุศย์
Prof. Dr. Punchada Sirivunnabood
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- พลเรือตรี ปารัช รัตนไชยพันธ์
Rear Admiral Paraj Ratanajaipan
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการสำหรับปี 2569

Item No. 6 To consider and approve the directors' remuneration for 2026

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

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569

Item No. 7 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2026

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

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 8 Other business (if any)

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not specified my/our voting intention for any item on this agenda or not specified my/our voting intention clearly or if the meeting considers any additional matters or proposals not listed on the foregoing mentioned agenda including any amendment or addition, the proxy shall have the right to consider these matters and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/we have given on this form.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remarks :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
2. วาระเลือกตั้งกรรมการผู้ถือหุ้นสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคลก็ได้
In the item on the election of directors, the proxy must choose either the election of the candidates as a whole or each candidate individually.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ
If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form B as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โนวา เอ็มไพร์ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 24 เมษายน 2569 เวลา 13.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2026 Annual General Meeting of Shareholders on 24 April 2026 at 01.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, or such other date, time and place if the meeting is rescheduled., or such other date, time and place if the meeting is rescheduled.

วาระที่ _____ เรื่อง _____

Item No.

Re:

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

วาระที่ _____ เรื่อง _____

Item No.

Re:

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

วาระที่ _____ เรื่อง _____

Item No.

Re:

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

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ (ต่อ)

Item No.

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

ชื่อกรรมการ

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

ชื่อกรรมการ

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

ชื่อกรรมการ

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

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

ปิดอากรแสตมป์ 20 บาท
Duty Stamp 20 Baht

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

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

(1) ข้าพเจ้า สัญชาติ
I/We nationality
อยู่บ้านเลขที่
Address

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

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows
 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

(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 นายสุตวิธ ปัญญาวงศ์ขันติ อายุ 66 ปี อยู่บ้านเลขที่ 88 ซอยบางนา-ตราด 30
Name Mr.Sudwin Panyawongkhanti age 66 years, residing No. 88 Soi Bangna-Trad 30
ถนน เทพรัดน ตำบล/แขวง บางนาใต้ อำเภอ/เขต บางนา
Road Debaratana Tambol/Khwaeng Bangna Tai Amphur/Khet Bangna
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260
Province Bangkok Postal Code 10260

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 24 เมษายน 2569 เวลา 13.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders on 24 April 2026 at 01.00 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2568

Item No. 1 To consider and adopt the minutes of the General Meeting of Shareholders 2025

(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 รับทราบรายงานของคณะกรรมการประจำปีและผลการดำเนินงานประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2568

Item No. 2 To acknowledge the reports of board of directors and operating results for the year ended 31 December 2025

(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 พิจารณานุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568

Item No. 3 To consider and approve the financial statements for the year ended 31 December 2025

(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 พิจารณานุมัติงดจ่ายปันผล

Item No. 4 To consider the approval for omitted dividend payment

- (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 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Item No. 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation

- (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:
- กรณีแต่งตั้งกรรมการทั้งหมด
Approve the appointment of all directors
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote
- กรณีแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
Approve the appointment of each director listed below
1. คุณปาลีรัฐ ปานบุญหอม
Ms. Parleerat Panboonhom
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote
2. ศ. ดร. พรรณชญา ศิริวรรณบุศย์
Prof. Dr. Punchada Sirivunnabodh
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote
3. พลเรือตรี ปารัช รัตนไชยพันธ์
Rear Admiral Paraj Ratanajaipan
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการสำหรับปี 2569

Item No. 6 To consider and approve the directors' remuneration for 2026

- (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 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569

Item No. 7 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2026

(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 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 8 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:

เห็นด้วย _____ เสียง

Approve

ไม่เห็นด้วย _____ เสียง

Disapprove

งดออกเสียง _____ เสียง

Abstain

vote

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not specified my/our voting intention for any item on this agenda or not specified my/our voting intention clearly or if the meeting considers any additional matters or proposals not listed on the foregoing mentioned agenda including any amendment or addition, the proxy shall have the right to consider these matters and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/we have given on this form.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remarks :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
2. วาระเลือกตั้งกรรมการผู้ถือหุ้นสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคลก็ได้
In the item on the election of directors, the proxy must choose either the election of the candidates as a whole or each candidate individually.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2569 ในวันที่ 24 เมษายน 2569 เวลา 13.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2025 Annual General Meeting of Shareholders on 24 April 2026 at 01.00 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 ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote

วาระที่ _____ เรื่อง _____

Item No. Re:

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

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

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote

วาระที่ _____ เรื่อง _____

Item No. Re:

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

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

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote

วาระที่ _____ เรื่อง **เลือกตั้งกรรมการ (ต่อ)**

Item No. Re: **To consider and approve the appointment of directors (if any)**

ชื่อกรรมการ

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote

ชื่อกรรมการ

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote

ชื่อกรรมการ

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve vote Disapprove vote Abstain vote

Profiles of an independent director to serve as a proxy of the shareholders



Mr. Sudwin Panyawongkhanti

Age : 66 years

Position : Vice Chairman of the Board, Independent Director, Chairman of the Audit Committee, Member of the Risk Management Committee

Address : No. 88 Soi Bangna-Trad 30, Theprattana Road, Bangna Tai, Bangna Bangkok 10260

Interest at any agenda item : None

Articles of Association of the Company concerning shareholders' meeting

Shareholders' meeting

Clause 34. The board of directors shall hold the shareholders' meeting at least once a year. Such meeting shall be called "general meeting" and shall be held within four months after the end of the Company's fiscal year.

Other shareholders' meetings, apart from the aforesaid meeting, shall be called "extraordinary meeting".

The board of directors shall convene extraordinary shareholders' meeting at any appropriate time or when one shareholder or several shareholders holding shares not less than ten (10) percent of all distributed shares jointly make the letter in order to request the board of directors to convene extraordinary shareholders' meeting at any time by clearly specifying the matters and reasons for convening the meeting in such letter. In such case, the board of directors shall hold the shareholders' meeting within forty-five days from the date of receiving the letter from shareholders.

In case the board of directors did not hold the meeting within the period as prescribed in paragraph 3, the shareholders, who jointly make request, or other shareholders holding the number of shares as required, shall convene the meeting within forty-five days from the end of period according to paragraph 3. In such case, it shall be deemed the shareholders' meeting convened by the board of directors. The Company shall be responsible for the necessary expenses caused by holding such meeting and provide facilities as appropriate.

In case it appears that the shareholders' meeting is convened by the shareholders according to paragraph 4 and the number of shareholders cannot constitute a quorum as prescribed by Clause 24 of these Articles of Association, the shareholders under paragraph 4 shall be jointly responsible for the expenses of such meeting to the Company.

The shareholders' meeting of the Company can be carried out via electronic media in accordance with the provision of the law.

Clause 35. In convening the shareholders' meeting, the board of directors shall prepare a notice of meeting, which specified the venue, date, time, and agenda, and matters to be presented at the meeting including appropriate details and clearly specified matters to be presented for acknowledgement, approval, or consideration including the opinion of the board of directors related to such matters and such notice shall be sent to the shareholders and the registrar at least seven (7) days in advance.

In the event that any shareholders' meeting of the Company is held via electronic media, the notice of the shareholders' meeting may be held via electronic media, in accordance with the law.

Such notice shall be published in newspaper for three (3) consecutive days and at least three (3) days in advance.

Clause 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.

Clause 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 seven (7) days prior to the meeting date. The said notice shall also be published in a newspaper with at least three (3) days prior to the meeting date.

Clause 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.

Clause 41. The matters to be dealt at the annual general meeting shall be as follows:

- (1) Consideration of report of the board of directors presented at the meeting which shows the performance of the Company in the past year;
- (2) Consideration and approval of balance sheet and profit and loss account;
- (3) Consideration of allocation of profits;
- (4) Appointment of directors in replacement for directors resigned by rotation;
- (5) Appointment of auditor;
- (6) Other matters.

Proxy to attend shareholder meetings and shareholders' voting rights

Clause 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 grantor;
- 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 authorized by the chairman prior to the proxy attending the meeting.

Clause 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.

Method of election of directors and directors who resigned by rotation

Clause 15. The shareholders' meeting shall elect the directors according to the criteria and methods as follows:

- (1) One shareholder shall have one vote per one share.
- (2) Each shareholder shall use all of their votes under (1) to elect one or more persons as directors, but may not divide thier votes to any person in any number.

- (3) Persons who receive the highest number of votes in descending order will be elected as directors in the number of directors to be elected at that time. In the event that persons elected in descending order receive an equal number of votes, which would exceed the number of directors to be elected at that time, the chairman shall have a casting vote.

Clause 18. At every annual general meeting, at least one-third (1/3) of directors must be removed from the position. If the number of directors is not divisible by three, the number of directors closest to one-third (1/3) must be removed from the position.

The directors, who are required to be removed from the position in the first year and second year after the Company registration, shall be removed from the position by means of drawing. Afterwards, the directors, who hold the longest position, shall be removed from the position.

The directors, who resigned by rotation, can be re-elected to hold the position again.

Balance sheet and profit and loss account

Clause 54. The board of directors shall produce balance sheet and profit and loss account as at the end of accounting period of the Company and present them to the annual general shareholders' meeting for approval of such balance sheet and profit and loss account. The board of directors shall cause the auditor to examine them before presenting them to the shareholders' meeting.

Clause 60. The auditor shall have duty to attend every shareholders' meeting of the Company, which the balance sheet, profit and loss account, and problems about the account of the Company shall be considered, in order to explain auditing to the shareholders. The Company shall send the auditor the same report and documents sent to shareholders of such shareholders' meeting.

Dividend Payment

Clause 46. No dividend payment shall be declared except by resolution of the shareholders' meeting or by resolution of the board of directors in the case of interim dividends.

The payment of dividends shall be notified in writing to shareholders and the notice of such dividend payment shall be published in a local newspaper and the payment of such dividend shall be made within one (1) month from such resolution.

Clause 47. The Board of Directors may pay interim dividends to shareholders from time to time when it appears to the directors that the Company has sufficient profits to do so and, upon payment of such dividends, shall report such payment to the shareholders at the next meeting.

Clause 49. The Company shall reserve annual net profit not less than five (5) percent of annual net profit less the accumulated loss brought forward (if any) until such reserved fund reached ten (10) percent of the registered capital or more.


In addition to the reserve fund, the board of directors may propose to the shareholders' meeting to vote to allocate other reserve funds as it deems beneficial to the Company's operations.


When the Company receives approval from the shareholders' meeting, the company may transfer other reserve funds, legal reserve funds, or excess reserve funds in order to offset the company's accumulated losses.

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

The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://sent.inventech.co.th/NOVA716016R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

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 **April 17, 2026 at 8:30 a.m.** and shall be closed on **April 24, 2026** Until the end of the meeting.


3. The electronic conference system will be available on **April 24, 2026 at 11:00 a.m.** (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.


Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 20, 2026 at 5.00 p.m.

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

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

 02-460-9228

 @inventechconnect

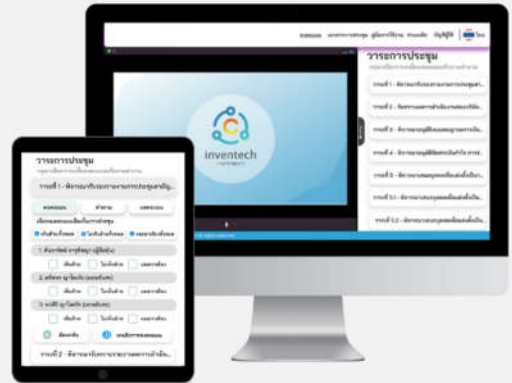
 The system available during 17 – 24 April 2026 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem
[@inventechconnect](https://sent.inventech.co.th/NOVA716016R/#/homepage)

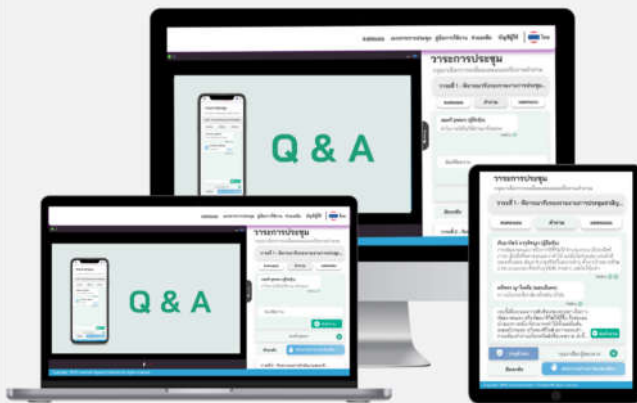
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

How to use Inventech Connect

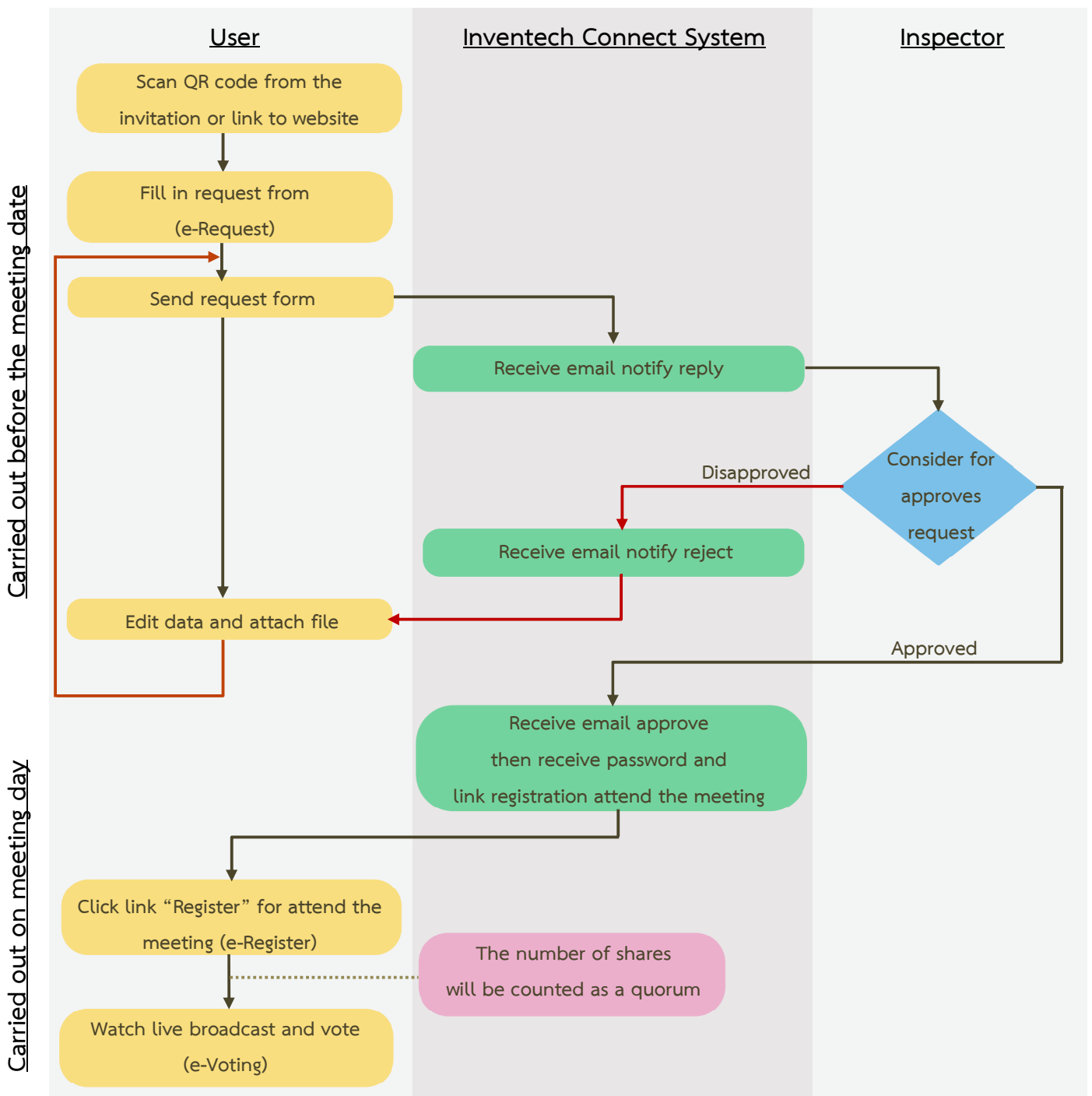


User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.