

CS005/2566

23 February 2022

Subject: Declaration of the Resolutions of the Board of Directors' Meeting No. 2/2023 re 2023 Annual General Meeting of Shareholders

To: President of the Stock Exchange of Thailand

We, Nova Empire Public Company Limited (the “**Company**”), would like to announce that the following matters, among others, were resolved at the Meeting of the Board of Directors No.2/2023 held on 22 February 2023 to determine various items, including the following matters:

1. Approved to propose to the 2023 AGM to approve the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2022;
2. Approved an omission of the dividend payment from the operating result of 2022;
3. Approved the nomination of the two (out of three) retiring directors as follows, namely Dr. Ratana Sithiprasana, and Assoc. Prof. Dr. Punchada Sirivunnabood is to be elected as the director of the Company for another term of office, and to reduce the director number from 9 to 8 (agreed not to renominate Mr. Kriengchai Trinapakorn);
4. Approved the establishment of the Risk Management Committee consists of;
 - 1) Assoc. Prof. Dr. Punchada Sirivunnabood Chairperson of the Risk Management Committee
 - 2) Mr. Sudwin Panyawongkhanti Member of the Risk Management Committee
 - 3) Ms. Parleerat Panboonhom Member of the Risk Management Committee
 - 4) Ms. Sukanya Tipmanee Member of the Risk Management Committee
5. Approved the adjustment for the remuneration of directors of the Company for 2023 to be aligned with other listed companies within the energy sector as follows.

(Unit: Thai Baht:THB)

	Board of Directors		Audit Committee		Nomination Remuneration and Corporate Governance Committee	Risk Management Committee
	Annual Fee	Meeting Fee	Annual Fee	Meeting Fee	Meeting Fee	Meeting Fee
Chairperson	750,000	35,000				
Vice Chairperson	650,000	30,000				
Chairperson of Audit Committee			420,000	25,000		

	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
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 shall receive only an annual fee of THB100,000, and will not be eligible for any meeting fee.

6. Approved the appointment of the following auditors from EY Office Limited to be the Company's auditor for the year 2023 namely Mr. Supachai Phanyawattano Certified Public Accountant No. 3940, Miss Isaraporn Wisutthiyan Certified Public Accountant No. 7480, or Mr. Preecha Arunnara Certified Public Accountant No. 5800, and Approved the auditor's remuneration for the year 2023 amounting to THB940,000 and for the subsidiary companies in the amount of THB1,780,000, and the audit fee for the investment promotion certificate of the subsidiary of THB230,000 (Excluding VAT)
7. Ratified the audit fees for 2022 in addition to the original approved by the 2022 AGM due to unanticipated incremental work on hedge accounting reviews.
8. Approved the summoning of an Annual General Meeting of Shareholders for 2023 (the "AGM") to be held on Wednesday, 26 April 2023 at 02.00 p.m. through E-EGM, and to set the Record Date for such shareholders meeting on 27 March 2023. The agenda items for the meeting shall be as follows::

- Agenda 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022;
- Agenda 2 Acknowledgement of the Annual Report on the business operation of the Company for 2022;
- Agenda 3 Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2022;
- Agenda 4 Approval of an omission of annual dividend payments for 2022;
- Agenda 5 Approval of the re-election of the 2 (out of three) retiring directors and reduce the director seat from 9 to 8;
- Agenda 6 Approval of the remuneration of directors for 2023;
- Agenda 7 Ratification of the additional auditor fee for the year 2022;
- Agenda 8 Approval of the appointment of auditors of the Company and fixing their remuneration for 2023;
- Agenda 9 Other matters.

Please be informed accordingly.

Yours faithfully,

(Sukanya Tipmanee)

Director

Nova Empire Public Company Limited