

No. CS003/2567

January 30, 2024

Subject Notification of Resolutions of the Extraordinary General Meeting of Shareholders No. 1/2024

To President
The Stock Exchange of Thailand

Nova Empire Public Company Limited (the "Company") held the Extraordinary General Meeting of Shareholders No. 1/2024 by electronics mean on January 30, 2024, at 2 p.m. At 2 p.m., there were 3 shareholders attended the Meeting in person and 43 by proxy, which is 46 persons in total, equal to 169,949,024 shares from the total issued and paid-up shares in the Company or equal to 92.7802 percent of the total issued shares of the Company, thus constituting a quorum in accordance with the Articles of Association of the Company. The significant resolutions of the Meeting are as follows:

1. It was resolved to acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders, held on April 26, 2024.
2. It was resolved to acknowledge the payment of the interim dividend approved by the Meeting of the Board of Directors to pay the interim dividends in the form of cash at the rate of 1.11 baht per share, totaling 188,643,416.64 baht, paid from the net profits of the business that pays corporate income tax at the rate of 20 percent. Dividend recipients can deduct tax credits at the rate of 20/80 of the dividends, which were paid to shareholders who are entitled to receive dividends as their names appear on the shareholder rights determination date (Record Date) on 3 November 2023 and dividend payment scheduled for 13 November 2023, which has been completed.
3. It was resolved to approve the disposal of common shares of Winchai Company Limited ("Winchai"), amounting to 7,425,000 shares or 75 percent of the total number of shares sold in Winchai to a subsidiary of Sermsang Power Corporation Public Company Limited ("Sermsang Power Corporation"), which is a sale or transfer of some important parts of the Company's business-related items and the disposal of significant assets of the Company through Top Empire Company Limited (" Top Empire"), a 100% owned subsidiary of the Company, which will be the common shareholders of Winchai in the amount of 7,425,000 shares, or 75.00% of the total number of shares of Winchai, to Plus Energy Company Limited (" Plus Energy"), which it is a connected transaction with the Company because Plus Energy is a subsidiary in which Sermsang holds 99.99 percent of the total shares of Plus Energy. Currently, Sermsang Corporation holds shares in the Company, totaling 32,330,000 shares or 19.02 percent of the total number of shares of the Company. In addition, Plus Energy will pay compensation for the entire business transfer in cash in the amount of 2,322,000 baht (two thousand three hundred and twenty-two million baht only); however, the

total said consideration shall be subjected to change considering any dilution to the Winchai's share price including the payment of dividend. This shareholders' meeting also authorized the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to take any arrangements in connection with or necessary for the execution of this transaction, including negotiate, enter into, sign and amend the agreements, contracts and other documents relating to the execution of this transaction, determine the rules, conditions and other details necessary for and relating to such transaction, as necessary and appropriate subject to the applicable laws, as proposed in all respects with the following results:

Shareholders' voting results	(votes)	percent of all votes of the shareholders present at the Meeting and having the right to vote
Agree	104,069,010	83.0232
Against	21,280,200	16.9767
Abstention	0	0.0000
Not eligible to vote	32,330,000	
Total	125,349,210	100.0000

Remarks

1. The resolution in this agenda shall be adopted by not less than three-fourths of the total votes of all shareholders attending the meeting and having the right to vote. As of January 8, 2024, which is the record date to determine the list of shareholders entitled to attend the Meeting, the shareholder who is a connected person and/or has an interest and is not entitled to vote on this agenda item is Sermsang Power Corporation Public Company Limited, holding 32,330,000 shares in the Company.
2. In this agenda, an additional shareholder holding 400,000 shares attended the Meeting. Therefore, there were a total of 44 shareholders representing 125,349,210 shares.

4. It was resolved to approve investment in ordinary shares of Nova X of 1,200,000 shares with a par value of 100 Baht per share, or equivalent to 100.00 percent of the total share in Nova X from Prodigy Group or designated its entity/person by the Share Acquisition Transaction, with the total consideration of THB total from THB 213,500,000 (Two Hundred Thirteen Million Five Hundred Thousand Baht) to 513,500,000 (Five Hundred Thirteen Million Five Hundred Thousand Baht) only in cash depending on the duration of the extension of the service contract.. The payment shall be split into two payments, which are (1) Capital of 213,500,000 baht (Two Hundred Thirteen Million Five Hundred Thousand Baht Only) on the completion date of the share acquisition transaction, derived from the offering of the Company's debentures Series 1/2023, and (2) additional capital amount of 300,000,000 baht (Three Hundred Million Baht Only) from the cash flow generated by the Nova X s' operations, which is divided into 2 cases as follows 1)) PTTEP Energy Development

(“PTTEP ED”), which is a subsidiary of PTTEP, exercises its right to extend the Service agreement for more than or equal to one year, the company will pay compensation by share of profit at the rate of 35.0 percent of net profit in the year the contract is extended until the total value of profit sharing reaches 300,000,000 Baht. When PTTEP ED exercises the right to extend the Service Agreement, the company will pay the compensation of 100,000,000 baht, which will be deducted from the share of profit net operating profit of the following year, or 2) PTTEP ED exercises its right to extend the Service Agreement for more than five years; the company will pay 300,000,000 baht immediately. This shareholders’ meeting also authorized the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to take any arrangements in connection with or necessary for the execution of this transaction, including negotiate, enter into, sign and amend the agreements, contracts and other documents relating to the execution of this transaction, determine the rules, conditions and other details necessary for and relating to such transaction, as necessary and appropriate subject to the applicable laws, as proposed in all respects with the following results:

Shareholders' voting results	(votes)	percent of all votes of the shareholders present at the Meeting and having the right to vote
Agree	83,365,846	79.6645
Against	21,280,200	20.3354
Abstention	0	0.0000
Not eligible to vote	53,033,164	
Total	104,646,046	100.0000

Remarks 1. The resolution in this agenda shall be adopted by not less than three-fourths of the total votes of all shareholders attending the meeting and having the right to vote. As of January 8, 2024, which is the record date to determine the list of shareholders entitled to attend the Meeting, the shareholder who is a connected person and/or has an interest and is not entitled to vote on this agenda item is Ms. Parleerat Panboonhom, holding 53,033,164 shares in the Company.

Please be informed accordingly.

Sincerely

Sukanya Tipmanee
Director