

CS010/2025

2 May 2025

Subject: Notification of Resolutions of the 2025 General Meeting of Shareholders

To: President  
The Stock Exchange of Thailand

Nova Empire Public Company Limited (the “Company”) held the 2025 General Meeting of Shareholders (the “Meeting”) on 30 April 2025, at 2.00 p.m. through electronic means in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 and any other related rules and regulations. 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. The significant resolutions of the Meeting are as follows:

- Adopted the minutes of the Extraordinary General Meeting of Shareholders No. 2/2024**, held on 22 August 2024. The Board of Directors viewed that the said minutes were accurately recorded. The Meeting approved the matter with a majority vote of the shareholders who attended the Meeting and entitled to vote. The voting result was 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

- Acknowledged the reports of board of directors and operating results for the year ended 31 December 2024**, presented by the management and those shown in the Form 56-1 or One Report for the year 2024 of the Company.
- Approved the financial statements for the year ended 31 December 2024**, as 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. The Meeting approved the matter with a majority vote of the shareholders who attended the Meeting and entitled to vote. The voting result was 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

4. **Approved an omission of dividend payment**, the Meeting approved the matter with a majority vote of the shareholders who attended the Meeting and entitled to vote. The voting result was 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

5. **Approved the appointment of directors in replacement of those who must retire by rotation, by appointing 2 directors, namely 1) Miss Sukanya Tipmanee and 2) Mr. Tossri Khowsurat, to return to their positions as directors for another term.** The Meeting individually voted for each nominated person and approved the matter with a majority vote of the shareholders who attended the Meeting and entitled to vote as follows:

**5.1. 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

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

## 5.2. 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

## 6. Approved the directors' remuneration for 2025 as follows:

(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 revisions 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's remuneration in any other form.

The Meeting approved the matter with the vote of not less than two-thirds of the total votes of shareholders attended the Meeting 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

**7. Approved the appointment of auditor and fix his/her remuneration for the year ended 31 December 2025:**

**7.1. Appointed 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 aforementioned auditors of the Company are not directors, staff, or employees of the Company, nor do they hold any position in the Company. In addition, the 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.

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.

**7.2. Approved 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.

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 Meeting approved the matter with a majority vote of the shareholders who attended the Meeting and entitled to vote. The voting result was 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

Please be informed accordingly.

Sincerely yours,

(Sukanya Tipmanee)

Director

Nova Empire Public Company Limited