NOVA EMPIRE
NOVA EMPIRE PUBLIC COMPANY LIMITED

Criteria and procedures for shareholders to propose matters to be considered at the 2023 Annual General Meeting of Shareholders

Objective

The Nova Empire Public Company Limited ("Company") recognizes and give importance to enhance the shareholders' rights following the good corporate governance principles; therefore, Company agrees to allow shareholders to propose matters which would be beneficial to the Company along with to suggest the name of a qualified person to be nominated as a director at the Annual General Meeting of Shareholders with the criteria described below.

Criteria and procedures

1) Shareholders must possess the following qualifications:

   1.1) As an individual or group, Hold shares not less than 5 percent of the Company's total voting rights.

   1.2) Have held the shares for a period of at least 12 months before the date of proposing the matter.

2) Eligible shareholders can submit details by email (comsec@novaempire.co.th) and mail all original and supporting documents to the address below by January 17, 2023.

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

3) The Board reserves the right not to consider any of the following matters:

   3.1) A proposal that violates applicable laws, rules, and regulations enforced by the government authorities or regulatory agencies or non-compliance with the objectives, Articles of Association, shareholders' meeting resolutions, and good corporate governance practices of the Company.

   3.2) A proposal that has no benefit to the Company's operations or favors a specific person or group.

3.3) A proposal concerning a matter under the Board's authority unless this matter has a significant impact on general shareholders.

3.4) A proposal that is beyond the control of the Company.

3.5) A proposal that the Company has already implemented.

3.6) A proposal submitted to a shareholders' meeting for consideration within the previous 12 months that received the supporting votes of less than 10 percent of the total voting rights of the Company, unless the facts pertaining to resubmission have significantly changed.

3.7) A proposal containing incomplete, incorrect, or ambiguous information and the Company is unable to contact the shareholder who submitted it.

3.8) A proposal submitted by shareholders who are ineligible according to 1) above or do not follow the procedures set forth in 4) below.

3.9) In the case that the shareholders suggest the name of the qualified person to be nominated as a director to replace those who will be retired by rotation, such shareholders must seek written consent from a nominated person and disclose it to the Company. The nominated person must have all qualifications as prescribed by relevant laws and have no conflict of interest with the Company.

3.10) Any other proposal the Board deems unnecessary to include on the agenda.

4) All proposals are subject to the following procedures:

4.1) The company secretary will initially check each proposal for veracity and completeness of the information and contact the shareholder if any corrections are necessary or further information is required. If the proposal is acceptable under 3) above, it will be considered by the Board. The Board's decision to either accept or reject the proposal is final in every case.

4.2) All proposals accepted by the Board will be included with the Board's opinion in the notice for the annual general meeting of shareholders (3.9) In the case that the shareholders suggest the name of the qualified person to be nominated as a director, t must go through a screening process by the Nominating Remuneration and Corporate Governance Committee).

4.3) The Board will inform the shareholders of any proposal it has rejected at the annual general meeting of shareholders.

………………………………………………………………………