



**Invitation to the Annual General Meeting of Shareholders
for the year 2015.**

Wednesday, 29th April 2015, at 09.00 A.M.

At Windsor Suite Hotel And Convention, Morrakot room (12th Floor)

No. 10/1 Soi Sukhumvit 20, Sukhumvit Rd,

Khlong Toei, Bangkok 10110





N U S A S I R I

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Ref. NUSA 029/2015

Date: 16 March 2015.

Dear : Shareholder.

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2015.

- Enclosure:
1. Copy of the Minutes of the Extraordinary General Meeting No.1/2014 on December 8, 2014.
 2. CD-ROM of the 2014 Annual Report and summary of financial information.
 3. Information of the Directors who retire by rotation and have been nominated for reappointment as Directors for another term.
 4. Preliminary Details of the Warrants to purchase the ordinary shares of the Company of Nusasiri Public Company Limited (NUSA-WB).
 5. Capital Increase Report Form (F53-4).
 6. Documents and Evidence Required for Meeting Attendance, Registration Process, Voting Process and Vote Counting Procedures in the Shareholders' Meeting.
 7. The Company's Articles of Association which relate to shareholders' meeting.
 8. Information of the members of audit committee to be shareholders' proxy at the 2015 Annual General Meeting of Shareholders.
 9. Proxy Form A. and B.
 10. Map of the Place for Convening the Shareholders' Meeting.

The Board of Directors of Nusasiri Public Company Limited resolved to convene the Annual General Meeting of Shareholders for the year 2015 to be held on Wednesday, April 29, 2015, at 09.00 hrs., at The Windsor Suite Hotel and Convention, Morrakot room, 12th Floor, 10/1 Soi Sukhumvit 20, Sukhumvit Rd, Khlong Toei, Bangkok 10110 (Map of the meeting place as shown in the attachment with 10) in order to consider the matters in accordance with the following agenda.

Agenda 1: To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 on December 8, 2014

Facts and rationale The Company arranged the Extraordinary General Meeting of Shareholders No. 1/2014 on December 8, 2014 and the copy of the Minutes sent to the Stock Exchange of Thailand and Ministry of Commerce under the timeline specified by law (within 14 days), the copy is shown in (*Enclosure item No. 1*)

Board's opinion The General Meeting of Shareholders should approve the minutes that is recorded correctly and truly.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.



Agenda 2: To acknowledge the report on the Company's operating results and Annual Report 2014

Facts and rationale The details of the Company's operating results for 2014 are shown in the Annual Report 2014 (*Enclosure item No. 2*).

Board's opinion The Board recommended that the report on the Company's operating results in respect of the past year ended as at December 31, 2014, be acknowledged.

Agenda 3: To consider and approve the audited statement of financial position and statement of income for the fiscal year ended as at December 31, 2014.

Facts and rationale Pursuant to the Public Company s' Act requires that the Company must prepare a balance sheet and profit and loss statement at the end of each fiscal year of the Company by validation of the auditor and propose to the Annual General Meeting of Shareholder.

The Company has prepared a financial statement and profit and loss statement for the year ended December 31, 2014 presented in the 2014 Annual Report and summary financial information which have been considered by the Audit Committee and already certified by the authorized auditors. Details appear in the 2014 Annual Report and summary financial information as (*Enclosure item No. 2*)

Board's opinion The General Meeting of Shareholders should approve the audited balance sheet and profit and loss statements in respect of the past year ended as at December 31, 2014 which considered by the Audit Committee and already certified by the authorized auditors.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

Agenda 4: To consider and approve the non allocation of the profit. To the legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at December 31, 2014.

Facts and rationale The operation result of the Company for the year ended December 31, 2014 which have been approved by the Audit Committee and certified by the authorized auditors The company has accumulated loss of baht -45.67 million or -4.94 percent. Pursuant to the Public Companies Act B.E. 2535, section 115, payment of dividends shall not be made, in case the company has accumulated losses. The Company need to suspend the allocation of profits to the legal reserve and not to pay dividends for the year 2015 due to the loss. And use the money for expansion and development for our high potential projects.

Board's opinion The General Meeting of Shareholder should approve the non allocation of the profit. To the legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at December 31, 2014.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

Agenda 5: To consider and approve the appointment of directors replacing those who retire by rotation.

Facts and rationale According to the Public Company's Articles of Association clause 18, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from the position. There must be a drawing by lots to determine the directors retiring on the first and second years following the conversion into a public company. In



subsequent years, the directors who occupy the position for the longest period must retire by rotation. At the 2013 Annual General Meeting of Shareholders, the directors who retire by rotation in this year are as follows:

1. Mr. Visanu Thepcharoen Vice Chairman of The Board.
2. Mr. Somjittr Chaichana Director.
3. Mrs. Siriya Thepcharoen Director.

Information on those 3 directors is set out in (*Enclosure item No. 3*)

Board's opinion The Board, excluded the directors who have conflict of interest, agreed with the Nominating and Remuneration Committee to recommend Mr. Visanu Thepcharoen, Mr. Somjittr Chaichana and Mrs. Siriya Thepcharoen, the directors who retire by rotation, be re-appointed as the Company's directors for another term as 3 directors are suitable and qualified.

Resolution This agenda shall be approved in individual manner and with majority votes by shareholders who attend the meeting and have a voting right.

Agenda 6: To consider the directors' remuneration for 2015.

Facts and rationale The Nominating and Remuneration Committee considered the Director's Remuneration for the year 2015, comparing to other listed companies in the same industry by size of business, duties and responsibilities, and the appropriateness of economic condition. Therefore, The director's remuneration for 2015, of not more than Bath 5,000,000 and the bonus remuneration at 0.25 percent of net profit but not more than 500,000 Baht/person/year. However, the Board of Directors is authorized to determine conditions, profile and the rate of remuneration of directors and subcommittees, as appropriate. The Detailed scope of authority and responsibilities of the board. The Audit Committee and the Nomination and Remuneration Committee. are set out in the annual report (*Enclosure item No. 2.*)

Board's opinion The General Meeting of Shareholders should approve the Directors' Remuneration for 2015 as the consideration by the Nominating and Remuneration Committee.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

Agenda 7: To consider and approve the appointment of the Company's auditors and their remuneration for 2015.

Facts and rationale Pursuant to the Public Companies Act B.E. 2535, section 120, requires that every year the Annual General Meeting of Shareholders appoints the Company's auditors and determines their remuneration. The existing auditors may be reappointed. In order to comply with the specified regulations, the Company has arranged auditor rotation. If such auditors have performed their duties for 5 consecutive accounting years, the Company is not required to engage a new audit firm which means the Company may appoint any auditors in the existing audit firm to replace the existing auditors.

The audit committee recommends that Professor Kesree Narongdej, Certified Public Accountant (Thailand) No. 76 and/or or Mr. Chaiyut Angsuwittaya, certified public accountant no. 3885, of A.M.T. & Associates Co., Ltd., no relationships or interests exist between the nominated auditors and the Company, its executives, major shareholders and their affiliates.

Thus, the propose audit fee for the year 2014 of Baht 1,430,000 subsidiaries , not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment as follows;



The Remuneration of the Auditor	The year 2015	The year 2014
The audit of the Annual Financial Statement		
Nusasiri Plc.	750,000	730,000
Financial Statement Consolidated	60,000	40,000
The Financial Statement of Interim/Quarter		
Nusasiri Plc.	660,000	585,000
Financial Statement Consolidated	120,000	75,000
Total	1,590,000	1,430,000

Board's opinion The General Meeting of Shareholders should approve the appointment of Professor Kesree Narongdej, Certified Public Accountant (Thailand) No. 76 and/or Mr. Chaiyut Angsuwittaya, certified public accountant no. 3885 of A.M.T. & Associates Co., Ltd. The propose audit fee for the year 2015 of Baht 1,590,000 subsidiaries, not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

Agenda 8: To consider and approve cancellation of the allotment of ordinary shares of 6,449,636,298 shares. The cancellation of 6,449,636,298 shares includes cancellation of 4,000,000,000 shares reserved for issuance of new shares through to private placement, cancellation of 376,896,102 shares reserved for issuance of new shares through the exercise of convertible debentures, cancellation of 72,740,196 shares reserved for issuance of new shares from the exercise of the Company's Warrant Series 2 (NUSA-W2), and cancellation of 2,000,000,000 shares reserved for issuance of new shares from the exercise of the Company's Warrant (NUSA-WA).

Facts and Reason: The company is planning to raise capital. newly listed This law states that Need to reduce the unpaid share capital or shares remaining from the issuance of warrants to purchase common shares of the Company. To be completed before. The company wants to Revoke by allocate new ordinary shares capital of 6,449,636,298 share, the private placement of 4,000,000,000 shares, cancellation of 376,896,102 shares reserved for issuance of new shares through the exercise of convertible debentures, cancellation of 72,740,196 shares reserved for issuance of new shares from the exercise of the Company's Warrant Series 2 (NUSA-W2), and cancellation of 2,000,000,000 shares reserved for issuance of new shares from the exercise of the Company's Warrant (NUSA-WA), total 6,449,636,298 shares

Opinion of the Board: The General Meeting of Shareholders should approve cancellation of the allotment of ordinary shares of 6,449,636,298 shares. The cancellation of 6,449,636,298 shares includes cancellation of 4,000,000,000 shares reserved for issuance of new shares through to private placement, cancellation of 376,896,102 shares reserved for issuance of new shares through the exercise of convertible debentures, cancellation of 72,740,196 shares reserved for issuance of new shares from the exercise of the Company's Warrant Series 2 (NUSA-W2), and cancellation of 2,000,000,000 shares reserved for issuance of new shares from the exercise of the Company's Warrant (NUSA-WA).

Resolution: This agenda must be approved by a majority vote of the shareholders present at the meeting and entitled to vote.



Agenda 9: To consider and approve that the reduction of the Company's registered capital from the original capital of 12,290,474,269 shares to new registered capital of 5,840,837,971 shares. The reduction is from cancellation of 6,449,636,298 shares which includes cancellation of 4,000,000,000 shares reserved for issuance of new shares through to private placement, cancellation of 376,896,102 shares reserved for issuance of new shares through the exercise of convertible debentures, cancellation of 72,740,196 shares reserved for issuance of new shares from the exercise of the Company's Warrant Series 2 (NUSA-W2), and cancellation of 2,000,000,000 shares reserved for issuance of new shares from the exercise of the Company's Warrant (NUSA-WA). This is to be proposed to the shareholders meeting for further consideration.

Facts and Reason: Pursuant to Agenda 8 when approved the cancellation of the allotment of new ordinary shares in the amount of 6,449,636,298 shares will have to approve the reduction share capital of Baht 12,290,474,269 to new registered capital of 5,840,837,971 shares. The reduction is from cancellation of 6,449,636,298 shares which includes cancellation of 4,000,000,000 shares reserved for issuance of new shares through to private placement, cancellation of 376,896,102 shares reserved for issuance of new shares through the exercise of convertible debentures, cancellation of 72,740,196 shares reserved for issuance of new shares from the exercise of the Company's Warrant Series 2 (NUSA-W2), and cancellation of 2,000,000,000 shares reserved for issuance of new shares from the exercise of the Company's Warrant (NUSA-WA). This is to be proposed to the shareholders meeting for further consideration, total 6,449,636,298 shares

Opinion of the Board: The General Meeting of Shareholders should approve that the reduction of the Company's registered capital from the original capital of 12,290,474,269 shares to new registered capital of 5,840,837,971 shares. The reduction is from cancellation of 6,449,636,298 shares which includes cancellation of 4,000,000,000 shares reserved for issuance of new shares through to private placement, cancellation of 376,896,102 shares reserved for issuance of new shares through the exercise of convertible debentures, cancellation of 72,740,196 shares reserved for issuance of new shares from the exercise of the Company's Warrant Series 2 (NUSA-W2), and cancellation of 2,000,000,000 shares reserved for issuance of new shares from the exercise of the Company's Warrant (NUSA-WA). This is to be proposed to the shareholders meeting for further consideration.

Resolution: This agenda must be approved with by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

Agenda 10: To consider the amendment to clause 4. of the Company's memorandum of association to reflect the Capital decreased.

Facts and Reason: In connection with the reduction of the share capital, the details contained in Agenda 9 the Board of Director approve to proposed the Meeting of Shareholders to consider the amendment to Clause 4. Of the Company under Section 18(4) of the Public Companies Act. 2535 and allow the parties designated in registration of the amendment to the Department of Business Development Ministry of Commerce.

Opinion of the Board: The Meeting of Shareholder should approve the consider the amendment to Clause 4. Of the Company 's Memorandum of Association to reflect reduction of the share capital;

"No. 4. Registered capital of Baht 5,840,837,971 (Baht Five thousand eight hundred and forty million eight hundred thirty - seven thousand nine hundred and seventy-one).



Divided into	5,840,837,971 shares	(Five thousand eight hundred and forty million eight hundred thirty - seven thousand nine hundred and seventy-one shares).
Par value of	Baht 1.00	(Baht one only).
Categorized as:	5,840,837,971 shares	(Five billion eight hundred forty million eight hundred thirty seven thousand nine hundred and seventy-one shares).
Ordinary shares		
Preferred shares	-	shares (-)".

Resolution: This agenda must be approved with by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

Agenda 11: To consider and approve the issuance of the Company’s Warrant (NUSA-WB) of no more than 2,000,000,000 Units.

Facts and Reason: The Company has issued warrants to purchase Common Stock of the Company (NUSA-WB), not to exceed 2,000,000,000 units. As an incentive to investors. For the benefit for the funding of the company, to adhere to the planned capital increase has been achieved, to develop projects, including the new project, to enhance business operations smoothly.

Opinion of the Board: Agreed to propose a meeting of shareholders to approve the issuance of warrants to purchase shares of the Company are as follows:

1. Issuance of warrants to purchase common shares of Company (NUSA-WB) of not more than 2,000,000,000 units. To private placement shareholders of new shares to be allotted to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2557 on Percent of Investment. at a ratio of 2 ordinary shares to 1 unit of Warrant for free totalling of 2,000,000,000 units. Any fraction of shares shall be disregarded (*More details as the Attachment 4*).

The names of shareholders who will be entitled to receive Warrant Company (NUSA-WB) to gather the names of shareholders under section 225 of the Securities and Exchange Act BE 2535 (1992) (as amended) by closing the shareholder register and suspension of share transfer will take notice subsequent. Annual General Meeting of Shareholders for the year 2015, for the approval that the Board of Directors and / or Executive Committee and / or the Chief Executive Officer and / or person the Board of Directors or the Executive Committee will be authorized to perform any necessary and related to the allocation and issuance of new ordinary shares in all respects above. This include but is not limited to the setting up or adjusting the terms and conditions regarding the allotment and offering of shares as deemed necessary and appropriate under the law including registering the newly issued shares to be listed on the Stock Exchange of Thailand.

Resolution: This agenda must be approved by a majority vote of the shareholders present at the meeting and entitled to vote.



Agenda 12: To consider and approve the increase in the Company’s registered capital of 6,099,879,793 shares and Company’s registered capital after cancellation of reserved shares of 5,840,837,971 shares for a total of 11,940,717,764 shares. Newly-issued ordinary shares of 6,099,879,793 shares is issued at par value of Baht 1.00.

Facts and Reason: To ensure that the Company's management of business satisfies the contemplated business plan and the capital raising procedures are flexible in business operation. The Company intends to raise funds for working capital in business operation and its subsidiaries to expand the Company's investment for investment in real estate development projects of the Company.

Opinion of the Board: The General Meeting of Shareholders should approve the increase in the Company's registered capital of 6,099,879,793 shares and Company’s registered capital after cancellation of reserved shares of 5,840,837,971 shares for a total of 11,940,717,764 shares. Newly-issued ordinary shares of 6,099,879,793 shares is issued at par value of Baht 1.00.

Resolution: This agenda must be approved with by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

Agenda 13: To consider the amendment to clause 4. of the Company’s memorandum of association to reflect the Capital increased.

Facts and Reason: In connection with the capital increase, the details contained in Agenda 12 the Board of Director approve to proposed the Meeting of Shareholders to consider the amendment to Clause 4. Of the Company under Section 18(4) of the Public Companies Act. 2535 and allow the parties designated in registration of the amendment to the Department of Business Development Ministry of Commerce.

Opinion of the Board: The Meeting of Shareholder should approve the consider the amendment to Clause 4. Of the Company 's Memorandum of Association to reflect the capital increase;

“No. 4. Registered capital of Baht 11,940,717,764 (Baht Eleven billion nine hundred and forty million seven hundred and seventeen thousand seven hundred and sixty-four).

Divided into 11,940,717,764 shares (Eleven billion nine hundred and forty million seven hundred and seventeen thousand seven hundred and sixty-four shares).

Par value of Baht 1.00 (Baht one only).

Categorized as: 11,940,717,764 shares (Eleven billion nine hundred and forty million seven hundred and seventeen thousand seven hundred and sixty-four shares).

Preferred shares - shares (-)".

Resolution: This agenda must be approved with by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.



Agenda 14: To consider and approve issuance of new ordinary shares of 6,099,879,793 shares at par value of Baht 1.00 for total of THB 6,099,879,793, allocated to private placement of 4,000,000,000 shares, allocated to shares reserved for issuance of new shares through the exercise of Company's Warrant (NUSA-WB) of 2,000,000,00 shares, allocated to shares reserved for issuance of new shares through the exercise of Company's Warrant Series 2 (NUSA-W2) of 36,433,076 shares and shares reserved for issuance of new shares through the exercise of Company's Warrant (NUSA-WA) of 63,446,717 shares. From the issuance of warrants to purchase shares of the Company (NSUA-WB).

Facts and Reason: Due to the increase of registered share capital under Agenda 12, The Company's objective allocate new ordinary shares capital of the private placement of 4,000,000,000 shares, allocated to shares reserved for issuance of new shares through the exercise of Company's Warrant (NUSA-WB) of 2,000,000,00 shares, allocated to shares reserved for issuance of new shares through the exercise of Company's Warrant Series 2 (NUSA-W2) of 36,433,076 shares and shares reserved for issuance of new shares through the exercise of Company's Warrant (NUSA-WA) of 63,446,717 shares. From the issuance of warrants to purchase shares of the Company (NSUA-WB).

Opinion of the Board: Agreed to propose the meeting of shareholders to consider and approve the allotment of ordinary of 6,099,879,793 shares as follows.

1. Allot new shares of 4,000,000,000 shares at par value of Baht 1 per share to offer to investors in the private placement according to the Notification of Capital Market Supervisory Board notice No. TorChor 28/2551 Re: Request for Permission and Permission for Sale of Newly Issued Shares, provided to such persons who shall not be a restated persons of the Company, and consider to authorize the Board of Directors and / or Executive Committee. And / or Managing Director and/or person the Board of Directors or Director Authorized to delegate to consider to have power to offer for sale of increased ordinary shares at one time or several times, and to offer for sale to any group of persons before others, or to all groups of persons together at the same time (provided that once authorization is given, the Company shall later notify the detail) by fixing the price for sale to investors having specific characteristics at this time, of which the proposed sale price sharer of Baht 1.34 shall not be lower than 90 percent of market price of the Company's shares, and of which the market price shall be calculated from the average closing prices weighted average prices of the Company's shares in the past period of not less than consecutive 7 days, but not more than 15 consecutive business days prior to the Meeting of Board of Director and not less than par value Baht 1 per share. The paid up share capital shall within a period of one year after the approval of the shareholders

2. Allotment new shares of 2,000,000,000 shares at par value of Baht 1 per share to support the exercise of warrants to purchase shares of Company (NUSA-WB).

3. Allotment new shares of 36,433,076 shares at par value of Baht 1 per share to support the exercise of warrants to purchase shares of Company Series -2 (NUSA-W2), and allotment new shares of 63,446,717 shares at par value of Baht 1 per share to support the exercise of warrants to purchase shares of Company (NUSA-WA), from issuing warrants (NUSA-WB).

The Board of Directors and / or Executive Committee and / or the Chief Executive Officer and / or person the Board of Directors or the Executive Committee will be have the authority to take any action necessary and related about the allocation of offering of ordinary shares additional shares and above all respects, this includes but is not limited to assign or change the terms or details about the allocation and offering shares to



the above as necessary and appropriate Under the relevant law Including the new ordinary shares of the Company on the Stock Exchange of Thailand. *(More details are shown in the Attachments No. 5)*

Resolution: This agenda must be approved by a majority vote of the shareholders present at the meeting and entitled to vote.

Agenda 15: To consider other issues (if any).

You are invited to attend the meeting at the date, time and place stated above. Any shareholder who wishes to appoint a proxy to vote on his/her behalf at the meeting is kindly requested to complete the attached proxy form and submit the completed form to the Chairman before attending the meeting.

Yours sincerely,

(Mr. Preecha Phukham)

Chairman of the Board

- Remarks**
1. The shareholder who cannot attend the meeting may grant the proxy to Mr. Narongchai Satanupong and Mr. Surasak Narkswas the Company's directors and the members of Audit Committee, to act as proxy holder to attend and vote on his/her behalf in respect of the 2015 Annual General Meeting of Shareholders Information of the Audit Committee who shareholder can grant the proxy for the 2015 Annual General Meeting of Shareholders *(Enclosure item No. 8)*
 2. Any shareholders wishing to receive **the 2014 Annual Report in publication form** may contact Miss. Kannapat Vatcharapanyaporn and Miss. Siriporn at telephone no. 02-714-4555.

(Translation)
 Minutes of Extraordinary General Meeting of Shareholders No.1/2014
 of Nusasiri Public Company Limited
 held on December 8, 2014
 At Rachada Ball Room (6th Floor) of S.C. Park Hotel
 474 Soi Ramkhamhaeng 39, Plubpla, wangthonglang, Bangkok.

Directors attending the Meeting

1. Mr. Preecha	Phukham	Chairman of the Board
2. Mr. Visanu	Thepcharoen	Vice Chairman of The Board
3. Mr. Narongchai	Satanupong	Chairman of the Audit Committee and Independent
4. Mr. Surasak	Narksawas	Audit Committee and Independent Director
5. Mr. Amnuay	Preemonwong	Audit Committee and Independent Director
6. Mr. Somjitr	Chaichana	Director/Company Secretary

Directors who were absent from the meeting

1. Mrs. Siriya	Thepcharoen	Director
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Participants attending the Meeting

- None -

Beginning of Meeting: 09:00 a.m.

Mr. Somjitr Chaichana, Director and Company Secretary, informed that there were 59 shareholders attending in person and 47 shareholders by proxies at the Meeting totalling 106 persons, representing 1,643,432,731 shares or 50.2716 percent of the Company's total paid-up shares of 3,269,104,717 shares, thus constituting a quorum in accordance with the Company's Articles of Association No. 35 and 38.

Now the number of attendees and the number of shares already full quorum, Are cordially invited Chairman Director and Member on the stage and invites Mr. Preecha Phukham the Chairman, declared the meeting open and conference proceedings.

Mr. Preecha Phukham, the Chairman of the Board of Directors welcomed the shareholders present at the Extraordinary Annual General Meeting of Shareholders No.1/2014 and introduced the Meeting the Company's Director to the meeting.

The Chairman informed the procedures regarding voting, counting of votes and reporting of the voting result on each agenda were explained as follows:

1. For the purpose of voting, each share shall be counted as one vote. If any shareholder has interests in any matter on which the Meeting shall pass a resolution, such shareholder shall not have the right to vote on such matter.
2. In voting on each agenda, the Chairman of the Meeting shall inquire whether any shareholder wishes to disagree or incline from voting. In the event a shareholder wishes to disagree or incline from voting, such shareholder is requested to identify oneself, to indicate their vote on the ballot received during registration, to sign the ballot and hand them to the officers for the counting of votes.

3. In counting the votes, only the objection and abstention votes will be counted. The total of such objection votes, abstentions and invalid ballots (if any) will be subtracted from the total number of shares of those shareholders attending the Meeting and the remaining number of votes will be considered as voting for the approval of such agenda.

4. The results of the voting for every agenda for which voting was required shall be announced prior to the close of the Meeting.

If any shareholders wish to share any questions or comments can ask questions or comment on the agenda directly and if the shareholders wish to suggest other ideas that are not on the agenda can comment on other agenda. However, the questions or comments please let shareholders nominate, minutes to be recorded accurately and completely.

The Chairman conducted the Meeting regarding the following agendas:

Agenda 1: To consider approval of affirming the minutes of the Annual General Meeting of Shareholders for the year 2014 held on April 29, 2014.

The Chairman invited Mr. Somjit Chaichana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaichana informed the Meeting that proposed the meeting to approval of affirming the minutes of the Annual General Meeting of Shareholders for the year 2014 held on April 29, 2014. To shareholders to approve the minutes said.

To adopt such Minutes had to be approved by a majority vote of the shareholders at the Meeting and entitled to vote.

The Chairman gave an opportunity for the shareholders to express their opinions.

Mr. Sakchai Sakulsrimontri, a shareholder questioned that the shareholders from the capital increase of 400 million baht allocated to the private placement of the last General Meeting of Shareholders 2014 held on 29 April 2014, the shareholders who have been allocated shares.

The Chairman thanked Mr. Sakchai Sakulsrimontri, a shareholders and inviting Mr.Somjit Chaichana, Director and Company Secretary to clarify.

Mr.Somjit Chaichana clarified that the allotment of shares to private placement of the 2014 Annual General Meeting of Shareholders on 29 April 2014, the company has been fully allocated 400 million shares were as follows; the 1st of shares allotment was granted to Ms.Sivaporn Tanpipatarri amount of 100 million shares, the 2nd time was allotted to 1) Mr. Yuranan Pamornmontri of 100 million shares 2) Mr.Bhavorn Rungruengnaovarat of 100 million shares and 3) Ms. Piyathida Navakijpitak of 100 million shares with a par value of Baht 1 each, totaling 400 million baht.

The Chairman gave an opportunity for the shareholders to express their opinions again.

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting Resolution: The Meeting had its resolution to unanimously certify the Minutes of the 2014 Annual General Meeting of Shareholders held on 29 April 2014 by the vote:

Agreed	1,680,048,392	votes or	100.00	%of total votes
Disagreed	-	votes or	-	%of total votes
Declined	-	votes or	-	%of total votes

Agenda 2: To consider the cancellation of allotment of ordinary shares in the amount of 12,079 shares for support the exercise of Warrant Series -1 (NUSA-W1).

The Chairman invited Mr. Somjit Chaichana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaichana informed the Meeting that the resolution of the Annual General Meeting of Shareholders for the year 2013 held on April 29, 2013. Approve capital increase to support the exercise of warrants to purchase ordinary shares Series -1 (NUSA-W1) of 494,713,475 shares to existing shareholders. The Company issued warrants to purchase ordinary shares Series -1 (NUSA-W1) to existing shareholders from exercising convertible debentures shall be allocated warrants at a ratio of 5 ordinary shares to 1 unit of warrant of 494,701,396 units. Which is lower than the number of shares reserved for the exercise of 12,079 shares. The law states that Need to reduce the unpaid share capital or of the remaining shares from the issuance of warrants to purchase common stock of the Company to be completed before you can add new capital. The company wishes to cancel of allotment of ordinary shares in the amount of 12,079 shares for support the exercise of Warrant Series -1 (NUSA-W1).

This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

The Chairman gave an opportunity for the shareholders to express their opinions.

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting Resolution: The Meeting has its resolution to approve the cancellation of allotment of ordinary shares in the amount of 12,079 shares for support the exercise of Warrant Series -1 (NUSA-W1), by votes as follows:

Agreed	1,680,148,500	votes or	100.00	%of total votes
Disagreed	-	votes or	-	%of total votes
Declined	-	votes or	-	%of total votes

Agenda 3: To consider that the reduction of the Company's registered capital the original capital by Baht 4,318,280,852 the remaining registered capital by Baht 4,318,268,773 By cutting the ordinary shares reserved to accommodate the exercise of the warrants Series -1 (NUSA-W1) is the minimum number of shares which has been approved allocation of 12,079 shares at par value of Baht 1 per share totalling Baht 12,079.

The Chairman invited Mr. Somjit Chaichana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaichana informed the Meeting that pursuant to Agenda 2 when approved the cancellation of the allotment of new ordinary shares in the amount of 12,079 shares for the exercise of warrants to purchase ordinary shares, Series -1 (NUSA-W1). To consider and approve the Decrease Company's registered capital the existing registered capital of Baht 4,318,280,852 the remaining capital Baht 4,318,268,773. By the way, cutting of registered ordinary shares reserved for the exercise of warrants to purchase common stock, Series -1 (NUSA-W1) of 12,079 shares par value of Baht 1 per share total Baht 12,079.

This agenda to be passed by a vote of not less than Three-Fourths of the total votes of the shareholders present at the meeting and entitled to vote.

The Chairman gave an opportunity for the shareholders to express their opinions.

Mr. Sathaporn Phungnirund, a shareholder said to thank you the company and the Committee had notified the registrar of XM for the right to attend the shareholders meeting. He suggested that the Committee should inform the meeting about the overall objectives to call an Extraordinary Meeting of Shareholders in this time to understand the details and an overview of a conference.

The Chairman thanked Mr Sathaporn Phungnirund, a shareholder and inviting Mr.Somjitr Chaichana, Director and Company Secretary to clarify this matter.

Mr. Somjitr Chaichana informed the Meeting that to call an the Extraordinary Meeting of Shareholder in this time were 2 main issues as following details:

- 1) The allotment of 5,000 million baht to Private Placement.
- 2) The issuance of warrants to purchase common shares of the Company # 2 (NUSA-W2) of not more than 359,855,731 units as a return to the former shareholders of the Company and the exercise of common shares of the convertible bond, the stake without consideration of warrants to purchase common shares of the Company (NUSA-WA) of 2,500 million shares, for the exercise of warrants to purchase shares of the Company # 1 (NUSA-W1) amount of 112,349,765 shares.

The Chairman gave an opportunity for the shareholders to express their opinions again.

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting Resolution: The Meeting has its resolution to approve that the reduction of the Company's registered capital the original capital by Baht 4,318,280,852 the remaining registered capital by Baht 4,318,268,773 By cutting the ordinary shares reserved to accommodate the exercise of the warrants Series -1 (NUSA-W1) is the minimum number of shares which has been approved allocation of 12,079 shares at par value of Baht 1 per share totalling Baht 12,079, by votes as follows:

Agreed	1,723,148,506	votes or	100.00	%of total votes
Disagreed	-	votes or	-	%of total votes
Declined	-	votes or	-	%of total votes

Agenda 4: To consider the amendment to clause 4. of the Company's memorandum of association to reflect the Capital decrease.

The Chairman invited Mr. Somjitr Chaichana, Director and Company Secretary clarify in this matter.

Mr. Somjitr Chaichana informed the Meeting that pursuant to item 3, to comply with the reduction of the share capital of the Company. Proposed that a meeting of shareholders to consider the amendment of Article 4 of the Company pursuant to Section 18 (4) of the Public Company Act BE 2535.

However, the person assigned to register the amendment to the Department of Commerce Ministry of Commerce had the authority to edit and wording due to the order of the Registrar. The details as following:

"No. 4. Registered capital of Baht 4,318,268,773 (Baht four thousand three hundred eighteen million two hundred and sixty-eight thousand seven hundred and seventy-three).

Divided into 4,318,268,773 shares (Four thousand three hundred eighteen million two hundred and sixty-eight thousand seven hundred and seventy-three shares).

Par value of Baht 1.00 (Baht one only).

Categorized as: 4,318,268,773 shares (Four thousand three hundred eighteen million two hundred and sixty-eight thousand seven hundred and seventy-three shares).

Preferred shares - shares (-)".

This agenda to be passed by a vote of not less than Three-Fourths of the total votes of the shareholders present at the meeting and entitled to vote.

The Chairman gave an opportunity for the shareholders to express their opinions.

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting Resolution: The Meeting has its resolution to approve the amendment of Clause 4. of the Memorandum of Association in order to be in line with the capital reduction of the Company as follow:

Agreed	1,723,735,684	votes or	100.00	%of total votes
Disagreed	-	votes or	-	%of total votes
Declined	-	votes or	-	%of total votes

Agenda 5: To consider the issuance of warrants to purchase common stock of not more than 2,859,855,731 units separated into Company Warrant Series -2 (NUSA-W2) of 359,855,731 units and Company Warrant (NUSA-WA) of 2,500,000,000 units.

The Chairman invited Mr. Somjit Chaichana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaichana informed the Meeting that to remunerate for the Existing Shareholders, the Company has issued Warrant to purchase common shares of the Company Series -1 (NUSA-W1) not exceeding of 494,713,475 units and warrants to purchase Common Stock of the Company (NUSA-WA), not to exceed 2,500,000,000 units. By the Committee agreed to the meeting of shareholders to approve the issuance of warrants to purchase common shares of the Company as follows.

1. Issuance of warrants to purchase common shares of Company Series -2 (NUSA-W2) of not more than 359,855,731 units to existing shareholders of the Company whom exercised warrant to purchase common share of the Company Series -1 (NUSA-W1) and the right to convert into ordinary shares of the convertible bonds. The Percent of Investment at a ratio of 12 ordinary shares to 1 unit of Warrant for free totalling of 359,855,731 units. Any fraction of shares shall be disregarded (*More details as the Attachment 2*).

2. Issuance of warrants to purchase common shares of Company (NUSA-WA) of not more than 2,500,000,000 units. To private placement shareholders of new shares to be allotted to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2557 on Percent of Investment. at a ratio of 2 ordinary shares to 1 unit of Warrant for free totalling of 2,500,000,000 units. Any fraction of shares shall be disregarded (*More details as the Attachment 3*).

The names of shareholders who will be entitled to receive Warrant Company Series -2 (NUSA-W2) and Warrant Company (NUSA-WA) to gather the names of shareholders under section 225 of the Securities and Exchange Act BE 2535 (1992) (as amended) by closing the shareholder register and suspension of share transfer will take notice subsequent. Extraordinary General Meeting of Shareholders No. 1/2557 for the approval that the Board of Directors and / or Executive Committee and / or the Chief Executive Officer and / or person the Board of Directors or the Executive Committee will be authorized to perform any necessary and related to the allocation and issuance of new ordinary shares in all respects above. This include but is not limited to the setting up or adjusting the terms and conditions regarding the allotment and offering of shares as deemed necessary and appropriate under the law including registering the newly issued shares to be listed on the Stock Exchange of Thailand.

This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

The Chairman gave an opportunity for the shareholders to express their opinions.

Mr. Direk Piphattapattama a proxy, representative of the Thai Investors Association questioned that the Commission to set out the basis of warrants to purchase common shares of the Company # 2 (NUSA-W2) at a ratio of 12 existing shares per a warrant unit offered to existing shareholders and the issuance of warrants to purchase shares of the Company (NUSA-WA) or for the private placement of shares in the ratio of 2: 1 unit per warrant, what was the reason an criteria for the issuance of warrants in this time.

Mr. Somjit Chaichana informed the Meeting that the criteria to consider; 1) the value of the stock market and warrants of the Company (NUSA-W1); percentage of the result of and the ratio of Shareholders 2) calculating the impact on shareholders about how much affected that the shareholders could be accepted. 3) the Board determined that the issuance warrants had been appropriated and a reasonable return equity of the 3-years-old warrant.

Mr. Kasemsak Arkanesuwan, a shareholder, questioned that how did the Company confident about the new Shareholders would give the benefit to the Company more than the existing shareholders according to the proportion of issued warrants (NUSA-W2) for the existing shareholders at a ratio of 12 existing shares per a warrant unit. The issuance warrants to purchase shares of the Company (NUSA-WA) or allocation to the private placement of shares in the ratio of 2 to 1 warrant unit, which was higher than the existing shareholders and if such offering price per share of 1.30 baht why not he company took the market price calculated and using this criteria basically.

Mr. Somjit Chaichana informed the Meeting that the Committee had considered and proposing shareholders to approve the sale price of Baht 1.30 per share. However, the issuing warrants, the price subject to change at any time and as an incentive to investors, also the benefit of the funding of the company according to the planned capital increase had been successfully used to develop new projects, including the expansion of approximately 7 projects. To enhance business operations smoothly; therefore, the ratio of equity of the existing shareholders and new shareholders when comparing with the calculated price, the shareholders would also receive the benefits did not differ much from new shareholders. It was better to issue warrants in the ratio of the price per share that proposing to shareholders, and it also was good for the company, this ratio was to create incentives for new shareholders to raise Company capital in the future.

Thus, the criteria for issuance the warrant, the committee had considered according to the Capital Market Supervisory Board meeting. 28/2551, regarding the application and permission for the offering of new shares. And that person is not a connected person of the Company. The offering price of THB 1.30 per share, which is not less than 90 percent of the market price of the company. For the Market value was derived from the average closing price, weighted shares after a period of not less than 7 days but not more than 15 consecutive days before the meeting of the Board of Directors (6 October 2015 – 16 October 2015), which was priced at Baht 1.31 (the offering price was 99.23% of the market price). The paid up share capital, within 5 months after the approval of the general meeting of shareholders. The issuance of warrants to purchase common stock of the Company (NUSA-WA) in the ratio of 2 shares per 1 unit for the new shareholders or to the private placement would not be able to trade, it could be converted from time to time by the Board only. However, the issuance of warrants to purchase common stock of the Company (NUSA-WA) in the ratio of 2 shares per unit 1 unit thereof as a preliminary to the Board that as an incentive to raise capital.

Mr. Pongsatorn Vinijsien, a proxy, questioned that the company had plan to operate the new project, how did expect to get the return to the Company also the competitive environment in the same business and the money to recapitalize this was adequate or not.

Mr. Visanu Thepcharoen declared to the meeting that the Company would use the fund to develop original project and the new project in the initial 4 projects such as Sri Racha at Chonburi ; 2 plots for building condominium. In

presently, the Sri Racha was good economy, due to the floods last year 2014, then the factory's manufacturing businesses had moved production to Eastern a lot. Moreover, it was a favorite city that foreigners such as Japanese had been coming and doing any business. The condominium in this region was relatively higher than Bangkok, it made a high return on investment for people to buy or rent. The conditions of competition in Sri Racha where was the company acquisition of land, located in the high potential because land was quite limited. The 3rd plots of land in Phuket, it was located in quite low competitive area of 5 star hotel group and another plot was in negotiation and could not provide information.

Mr. Pongsathorn Vinijstien, a proxy, questioned that the new project launch of the Company, what was the focus of the Company.

The Chairman informed the meeting that in the future 2-3 years, Thailand would much be economic changing, to open ASEAN which Thailand was the investment center and the location of the project was in a good area. It was really close to the sea, moreover, it was in the economy's city was growing rapidly. In the future the Government would develop an efficient transport infrastructure in order to save on transportation costs, it was good for the economy of country. The key factor was the price of land would cost more. So, plan to acquire land that its high potential in today's relatively low price, it was also beneficial to the Company and for the future investment. In some areas of the Company acquisition was unable to find a good replacement and the Board had considered the factors carefully to let the Company got benefit in the long run.

Mr. Pongsathorn Winijstien, a proxy, questioned that the company had planned and targeted, or whether in the future the company was ranked # 1 in 10 of the same business or not.

Mr. Visanu Thepcharoen declared to the meeting that the Company had expected that the after listing on the Stock Exchange of Thailand, to be ranked # 1 in 10 of the same business within 5 years. Currently, the Company operation for over 4 years and still had the confidence of the capital increase a lot. The expansion of new projects and the acquisition of land for development were also helpful in pushing the company to reach the target in the near future as well. And the product positioning of the Company, the Company would like to create a group of customers in all segments from low to high. So, the Company had placed for a variety of products to reach customers. However, the company's products would focus on building houses and condos in higher grades.

Mr. Anu Wongsarnkij, a shareholder, questioned that the capital increase in this time had affected trading convertible bonds with AO Fund or the Company was difficulties in the offering or not.

Mr. Somjit Chaichana informed the meeting that according to the Extraordinary General Meeting of Shareholders No. 1/2013 had approved the issuance of convertible bonds and in presently the Company had issued the convertible bonds was incomplete and they would be expired within 31 December 2014. The convertible debentures had been interest at a relatively high cost and impacted to the shareholders as of the conversion. Therefore, the Board determined that the funds in any development projects, the company could be funded from the capital of 5,000 million shares were used to complete the project.

Mr. Sathaporn Phungnirund queried that the capital increase in this time had done enough or not and if it had been frequently capital increase may be made the shareholders had a negative light to the Company.

Mr. Preecha Phukham, the Chairman explained to the meeting that according to the capital increase of the Company frequently and not much, so that shareholders benefit and had minimal impact. This gradual development. To use of funds from financial institutions was relatively high, therefore, the Company had the opportunity to develop projects to completion, and had sufficient capital to expand projects and land acquisition. The capital of the increase in equity, the

Board determined that it would be enough to expand the projects in the long run as planned, if not affected by the economic future of the target.

Mr. Direk Piphattapattama, a proxy, representative of the Thai Investors Association queried that the criteria used in determining the allocation of shares to the private placement and the recapitalization and allocated to the private placement to 4 people totally 400 million shares, the 4 investors had been still remaining shareholders of the Company or not.

Mr. Somjit Chaichana informed the meeting that the 4 investors had continued to hold shares of the Company

Mr. Kasem Arkaneyasuwan, a shareholder, queried that the Company was acquisition of land in Sriracha, Chonburi yet?

Mr. Visanu Thepcharoen informed the meeting that, the acquisition of land both in Sriracha and Phuket; the plot 1 at Sriracha was closer to the Samitivej Hospital and for the plot 2 about 1 kilometer away from the plot 1, which was the second projects were in a sea area.

Mr. Tara Cholpranee, a shareholder, queried that he Company would determine the list of shareholders entitled to receive allotment of warrants to purchase common stock of the Company (NUSA-WA), allocated to the private placement of new shares to be allocated according to the resolution of the meeting in this time as the timetable for the implementation of 36., be advised later. The issuance of warrants to purchase common shares of the Company (NUSA-WA), the Company would determine the right time to leave the same day or the privileges. The 5,000 million shares of the capital increase was the large quantities, which more than paid-up capital of the Company. The allocation to the private placement, the less income to invest as individuals or were related to the Board of Directors or the Company or not. How many number of users who wish to exercise.

Mr. Somjit Chaichana informed the meeting that the Committee considers that would be offered to the private placement first, however, the Company had to consider the situation at that time to the right to issue warrants to purchase common shares of the Company (NUSA-WA) again. As for the issuance of warrants to purchase common shares of the Company # 2 (NUSA-W2) to the existing shareholders of the Company would be issued as soon as they are expected to be offered to the private placement, which would be offered to the private placement, and then specify the names of the issuance of warrants to purchase common shares of the Company (NUSA-WA) to the private placement. The capital increase in this time, the Investors were not affiliated in any way, it was conforming to the SET and SEC. The people who want to invest in the company be advised later, due to the need to be approved by the shareholders first. And there were many investors, so could not notice it.

Mr. Tara Cholpranee, a shareholder queried that the use of the capital increase, according to page 32 and page 33 for the year 2015 and scheduled for funding of 2,000 million baht to develop the existing projects and to invest in subsidiaries; the project was divided into 4 projects of the low rise of 500 million baht and the high rise project of 500 million baht and investments in subsidiaries 1,000 million baht. The average utilization of each project was to develop a project that uses average investment only more than one hundred million baht, compared to the new project, it was the same size or not, since the new project would be used the capital average of 500 million baht per a project.

Mr. Somjit Chaichana informed the meeting that the Company's existing project, each projects was nearing completion. The funding to develop average to be used was relative low for the high-rise project. The original project, which used much funding, it was the project of Rama 2 which was the low rise project. However, for the funds were average spending for each project. About the funds of 4,500 million baht was divided into the low-rise project of 4

projects ; used the capital of 2,000 million baht and the 3 projects of high rise using the funds of 2,500 million baht. From consideration and calculation as a plan, the low rise project was a high investment. And the high-rise projects would use the funds to buy the land at relatively high but it was a good location, at Sriracha was a sea area and Phuket was already well known as an area with limited land and good location. The acquisition of the land per square meters would be at the higher price. For the additional plans the Committee considers that the use of funds from both financial institutions and the funding in this time.

Mr. Tara Cholpranee, a shareholder queried that the Company had planned to acquire a project to develop a project for sale.

Mr. Somjit Chaichana informed the Meeting that The company had planned to purchase the actual development which was under negotiation to further investment.

Mr. Pongsathorn Vinijstien, a proxy queried that the capital increase was expected to have many investors to invest, the high finance it might be reduced the lower of debt. About all the investment company's projects, what was the Company had planned to do. The ASEAN would be launched in the year 2015, the company planned to invest abroad.

Mr. Preecha Phukham informed the meeting that as informed the shareholders, the period of 3 years ago, financial institutions rarely lend and D / E Ratio of the company was only about 0.9, the numbers were relatively low. The committee had planned to find a way to drive the company to be in a good direction and the results were good. The opportunity to invest the oversea countries , there were certainly opportunities to develop but need to analyze the benefits and investment plan with a plan to study in detail the possibilities for the use of highly capital.

Mr. Sakchai Sakulmontri, a shareholder queried that the Company had calculated D/ E Ratio before and after the capital increase. The issuance of warrants to purchase common shares (NUSA-WA) to be allocated to the private placement, when the first exercise. The capital of 1,000 million baht for the subsidiary; namely. How much sales of the Khao Yai Project.

Mr. Somjit Chaichana informed the meeting that D/E Ratio was 0.99 in the 3rd quarters of the capital increase from the calculation as the planned expected to be approximately 1.2-1.5. It depended on the financial institution and administration in the exercise of the warrants to purchase common shares (NUSA-WA) to be allocated to the private placement. The Committee also determined, which did not consider waiting for the approval of the shareholders before the meeting of the Board of Directors to consider the exercise within the year 2017. The capital funding of 1,000 million for two subsidiary company; NUSA Water Land Company limited which made about the water park at Chonburi and My Ozone Company Limited which were sales to about 35 % of the entire project.

Mr. Sakchai Sakulsrimontri, a shareholder queried that according to the meeting, the committee had informed that would be provided to shareholders visited the project, how about the plan. The Company had shareholding in its subsidiary of the two companies accounted for in each company.

The Chairman informed the meeting about the shareholder proposed to the Company to take the shareholders visited the project, in this environment, the current project had not been completed and was in the process. It was in consideration process, if visit to the current project, the shareholders might not be satisfied due to the construction and improvement of roads. However, if the event was to inform the shareholders to know for sure. The proportion of shares held by its subsidiaries, 100% of shareholding in the Nusa Water Land Company and 75% of shareholding in Nusa My Ozone Company.

Mr. Praphan Sinthudecha, a shareholder queried that the company planned to raise capital for the private placement within a period of 5 months, it had negotiated with the joint venture and who are interested to apply for the capital increase, approximately how much.

Mr. Somjitr Chaichana informed the meeting that to negotiate a capital increase, it was still not completed but about 50% of the capital increase had negotiation. Therefore, the shareholders' meeting today, the company would ask shareholders to approve the Board to continue to the benefit of the Company's investments.

The Chairman gave an opportunity for the shareholders to express their opinions again.

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting Resolution: The Meeting has its resolution to approve of the issuance of warrants to purchase common stock of not more than 2,859,855,731 units separated into Company Warrant Series -2 (NUSA-W2) of 359,855,731 shares and Company Warrant (NUSA-WA) of 2,500,000,000 shares., by votes as follows:

Agreed	1,762,354,682	votes or	99.9761	%of total votes
Disagreed	421,227	votes or	0.0239	%of total votes
Declined	-	votes or	-	%of total votes

Agenda 6: To consider the increase of registered share capital the company of Baht 7,972,205,496 of registered capital after capital reduction amount of Baht 4,318,268,773 totalling of Baht 12,290,474,269. By the issuance of common shares of 7,972,205,496 shares at par value of Baht 1 per share.

The Chairman invited Mr. Somjitr Chaichana, Director and Company Secretary clarify in this matter.

Mr. Somjitr Chaichana informed the Meeting that To ensure that the Company's management of business satisfies the contemplated business plan and the capital raising procedures are flexible in business operation. The Company intends to raise funds for working capital in business operation and its subsidiaries to expand the Company's investment for investment in real estate development projects of the Company. Proposed to the Meeting of Shareholder to consider the increase of registered share capital the company amount of Baht 7,972,205,496 divided into 7,972,205,496 ordinary shares having a par value of Baht 1 each, from the current registered capital of Baht 4,318,268,773 to the new registered capital of Baht 12,290,474,269 divided into Baht 12,290,474,269 shares having a par value of Baht 1 each.

This agenda to be passed by a vote of not less than Three-Fourths of the total votes of the shareholders present at the meeting and entitled to vote.

The Chairman gave an opportunity for the shareholders to express their opinions.

Mr. Sirichai Nillavanich, a shareholder queried that raising funds for the private placement of 5,000 million shares, other shareholders had other questions about the use of money, and compared to the past, the capital increase was a lot more than the past, so we need a clear plan for the details of the expenditure applied to any projects and would apply to the new project and the statements of each project. This capital increase, the Company had planned to use the funds sold out or not.

Mr. Somjitr Chaichana informed the meeting that approval of capital from shareholders of 5,000 million shares at a price of 1.30 baht, let's clarify the plan as presented in Attachment 4. Page 32 below;

- 1) Investment in existing projects; 7 projects, and finance subsidiary of 2,000 million baht.
- 2) Working capital in the amount of 1,000 million baht.

3) The purchase of land and a project to develop a plan to sell about 7 projects was divided into 4 Low Rise Project and 3 of High Rise Projects amount of 4,500 million baht.

4) The capital increase in this time, if funds remain, the company will be used in part to reduce debt at a higher cost in the amount of 1,800 million baht, including the use of increased capital of 6,500 million baht.

All this it planned to use its investment, if the shares within a period to be approved for a period of 5 months.

Mr. Sirichai Nillavanich, a shareholder queried that the Company had increased several times and the Company expected the investment plan was already sufficient, the Company experiencing any side or not, it had to approve capital and funding to existing projects.

Mr. Somjitr Chaichana informed the meeting that the money from the capital increased to be a part of working capital in the original project since in currently applying for loans to financial institutions with high interest rates and the ratio of capital to finance the company was relatively low. It was necessary to put the money was used for working capital and development projects needed to reduce debt.

The Chairman declared to the meeting that in presently the Company wanted to reduce debt, such as the Chivani Project , it was worth over 1,000 million baht but the funds for loans from financial institutions to develop a maximum of 2 million baht. So we wanted to shareholders for the confidence and trust in the company about we would bring funding to develop a much more beneficial to the company.

The Chairman gave an opportunity for the shareholders to express their opinions again.

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting Resolution: The Meeting has its resolution to approve of the increase of registered share capital the company of Baht 7,972,205,496 of registered capital after capital reduction amount of Baht 4,318,268,773 totalling of Baht 12,290,474,269. By the issuance of common shares of 7,972,205,496 shares at par value of Baht 1 per share, by votes as follows:

Agreed	1,762,356,409	votes or	99.9762	%of total votes
Disagreed	419,500	votes or	0.0238	%of total votes
Declined	-	votes or	-	%of total votes

Agenda 7: To consider the amendment to clause 4. of the Company's memorandum of association to reflect the Capital increased.

The Chairman invited Mr. Somjitr Chaichana, Director and Company Secretary clarify in this matter.

Mr. Somjitr Chaichana informed the meeting that due to the Agenda 6 to comply with the increase of the share capital of the Company proposed that a meeting of shareholders to consider the amendment of Article 4 of the Company pursuant to Section 18 (4) of the Public Company Act BE 2535. The person assigned to register the amendment to the Department of Business Development with the power of amendment to the wording of the order of the registrar as the following message instead;

"No. 4. Registered capital of	Baht 12, 290,474,269	(Baht Twelve billion two hundred and ninety million four hundred and seventy-four thousand two hundred and sixty-nine).
Divided into	12, 290,474,269 shares	(Twelve billion two hundred and ninety million four hundred and seventy-four thousand two hundred and sixty-nine shares).
Par value of	Baht 1.00	(Baht one only).

Categorized as: 12, 290,474,269 shares (Twelve billion two hundred and ninety million four hundred and
 Ordinary shares seventy-four thousand two hundred and sixty-nine shares).
 Preferred shares - shares (-)".

This agenda to be passed by a vote of not less than Three-Fourths of the total votes of the shareholders present at the meeting and entitled to vote.

The Chairman gave an opportunity for the shareholders to express their opinions.

Mr. Pongsathorn Vinijstien, a proxy, queried that if the capital increase was not as planned, the recapitalization negotiation was not successful, the company had plan for this and would continue to do next.

The Chairman explained to the meeting that the company had already planned ahead, before the meeting of shareholders, also had to negotiate the investment already about 50 % of the increase in total capital. If the capital increase was not a whole number, the company must have a plan to develop ongoing, as was the loan from the bank. The company would need to be prioritized much less. If any project plan or work plans were getting benefits and priority least, the company must be performed beforehand to avoid any impact on the Company. In respect of the purchase of land for new projects, the company was purchased as needed and was perfectly suited to the new project which was calculated as earnings and various investment plans, it was profitable. The area was ideal for investment and would benefit to the company in the future.

Mr. Tara Cholpranee, a shareholder queried that according to the Company had a period of the capital increase for 5 months from the date of approval of the shareholders; the minimum price per share of 1.30 baht. During trading, the price might be lower than the market price, therefore, the individual company would allot shares to investors, it would turn to the Company and the Company had plans for this or not.

The Chairman informed the meeting that in the implementation of the plan, the company must have a plan to support and funding such as the acquisition of land to develop the new projects must have a reserve for investment and operating results of the Company already a worthy investment or not. As part of the Company's shares for a period of 5 months in the capital increase, which would be determined in advance that there would be a real investment and the Company was required to obtain maximum benefit. It was order to increase capital by step not recapitalize in one time finished and project development and so on, after funding source.

The Chairman gave an opportunity for the shareholders to express their opinions again.

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting Resolution: The Meeting has its resolution to approve the amendment of Clause 4 of the Memorandum of Association in order to be in line with the capital increase of the Company with the following vote:

Agreed	1,762,775,909	votes or	100.00	%of total votes
Disagreed	-	votes or	-	%of total votes
Declined	-	votes or	-	%of total votes

Agenda 8: To consider the allotment of capital increase shares of 7,972,205,496 shares at par value of Baht 1 per share totalling Baht 7,972,205,496 the Private Placement of 5,000,000,000 shares, to support the exercise Company Warrant Series -2 (NUSA-W2) of 359,855,731 shares and Company Warrant (NUSA-WA) of 2,500,000,000 shares and to support the exercise Warrant Series -1 (NUSA-W1) of 112,349,765 shares. From the issuance of warrants to purchase shares of Company Warrant Series -2(NUSA-W2) Company Warrant (NUSA-WA).

The Chairman invited Mr. Somjittr Chaichana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaichana informed the Meeting that due to the increase of registered share capital under Agenda 6, the Company will allocate shares to support the exercise of "Warrant" to purchase common shares of the Company at Series -2 (NUSA-W2) not exceeding of 359,855,731 shares, to the exercise of warrants (NUSA-WA) of 2,500,000,000 shares and to support the exercise of warrants to purchase shares of Company Series -1 (NUSA-W1) of 112,349,765 shares from the issuance of warrants to purchase shares of Company Warrant Series -2 (NUSA-W2) and Company Warrant (NUSA-WA).

By the Committee agreed to propose the meeting of shareholders to consider and approve the allotment of ordinary of 7,972,205,496 shares as follows.

1. Allot new shares of 5,000,000,000 shares at par value of Baht 1 per share to offer to investors in the private placement according to the Notification of Capital Market Supervisory Board notice No. TorChor 28/2551 Re: Request for Permission and Permission for Sale of Newly Issued Shares, provided to such persons who shall not be a restated person of the Company, and consider to authorizing the Board of Directors and / or Executive Committee. And / or Managing Director and/or person the Board of Directors or Director Authorized to delegate to consider to have power to offer for sale of increased ordinary shares at one time or several times, and to offer for sale to any group of persons before others, or to all groups of persons together at the same time (provided that once authorization is given, the Company shall later notify the detail) by fixing the price for sale to investors having specific characteristics at this time, of which the proposed sale price share of Baht 1.34 shall not be lower than 90 percent of market price of the Company's shares, and of which the market price shall be calculated from the average closing prices weighted average prices of the Company's shares in the past period of not less than consecutive 7 days but shall not exceeding consecutive 15 days before Meeting of Board of Directors (6 October-16 October 2014) for sales the price of Baht 1.31 (offered price is equal to 99.23 % of market price) the call for paying up of increased shares shall be within 5 months after an approval is resolved by the shareholders' meeting.

2. Allotment new shares of 359,855,731 shares at par value of Baht 1 per share to support the exercise of warrants to purchase shares of Company Series -2 (NUSA-W2).

3. Allotment new shares of 2,500,000,000 shares at par value of Baht 1 per share to support the exercise of warrants to purchase shares of Company (NUSA-WA).

4. Allotment new shares of 112,349,765 shares at par value of Baht 1 per share to support the exercise of warrants to purchase shares of Company Series -1 (NUSA-W1), from issuing warrants Series -2 (NUSA-W2) and (NUSA-WA).

The authorization to the Board of Directors and / or Executive Committee and / or the Chief Executive Officer and / or person the Board of Directors or the Executive Committee will be have the authority to take any action necessary and related about the allocation of offering of ordinary shares additional shares and above all respects, this includes but is not limited to assign or change the terms or details about the allocation and offering shares to the above as necessary and appropriate Under the relevant law Including the new ordinary shares of the Company on the Stock Exchange of Thailand. *(More details are shown in the Attachments No. 4)*

This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

The Chairman gave an opportunity for the shareholders to express their opinions.

Mr. Hungshye Akkawasakul, a shareholder from Thai Investors Association thanked the Board with ethics and blessed to be successful in raising capital by the regulations of the SEC and SET. To exercise of the warrants to purchase common shares of the Company (NUSA-W1) how was an adjustment, and the exercise price at any rate.

The Chairman thanked Mr. Hungshye Akkawasakul , a shareholder was praised the Company and the Board of Directors, it made the Board of Director were encouraged to work fully and transparent, so that all shareholders benefit equally. The Chairman invited Mr.Somjitr Chaichana, Director and Company Secretary clarification.

Mr. Somjitr Chaichana informed the Meeting that the exercise price of the warrants of the Company (NUSA-W1) exercise price of 1.00 baht per share. The new exercise price that was below the par value of 1.00 baht, which was contrary to Section 52 of the Public Companies Act 2535 were not available. Therefore, it required exercise value using the adjustment of exercise.

Mr. Sakchai Sakulsrimontri, a shareholder queried that the summary of shares to the private placement, it was the stock trades at once or gradually. The warrants of the Company (NUSA-W2) in a ratio of 12 ordinary shares to 1 warrant, what was the exercise price. certain price.

Mr. Somjitr Chaichana informed the meeting that the capital increase of the private placement that a gradual increase in share capital. The warrants of the Company (NUSA-W2) to the shareholders for free. However, the conversion of the exercise price of the warrants Baht 1.00 per share.

The Chairman gave an opportunity for the shareholders to express their opinions again.

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting Resolution: The Meeting has its resolution to approve of the allotment of capital increase shares of 7,972,205,496 shares at par value of Baht 1 per share totalling Baht 7,972,205,496 the Private Placement of 5,000,000,000 shares, to support the exercise Company Warrant Series -2 (NUSA-W2) of 359,855,731 shares and Company Warrant (NUSA-WA) of 2,500,000,000 shares and to support the exercise Warrant Series -1 (NUSA-W1) of 112,349,765 shares. From the issuance of warrants to purchase shares of Company Warrant Series -2 (NUSA-W2) Company Warrant (NUSA-WA), by votes as follows:

Agreed	1,762,775,869	votes or	100.00	%of total votes
Disagreed	40	votes or	0.00	%of total votes
Declined	-	votes or	-	%of total votes

Agenda 9: To consider other issues (if any).

In this agenda, some shareholders had suggested and additional questions as follows;

Mr. Thammarat Ophasstien, a shareholder praised Company and the Board of Directors were strong with questioned that the company's projects focused in the direction of health and the elderly, it was necessary in the same business or not. For the project, My Ozone at Khao Yai; carried out the golf courses and health was a joint venture with the company or not.

Mr. Visanu Thepcharoen explained to the meeting that on the part of the home health company. A partnership with health professionals had a market survey the needs of both customers of Thailand and international clients. We had been interested in the sample of health-care services and the advantages of the program was the same in the current market. There were projects of integrated healthcare company was not much.

On the part of the golf course project on the My Ozone project at Khao Yai, the company did not have to carry the golf course directly, but due to the large park for the project required an investment of over 2 million, the key was

to act on the golf course, the Company would be benefit. The Company was able monetize access to the golf course as well, it was critical to the company used the area of investing in golf.

Mrs. Soontaree Jearanant, a shareholder, queried that the company had been operating business for many years, since the previous name of Angpao Asset Public Co., Ltd. that operated for about 4 years and would like to know if the operation had been started from the Angpao Asset Public Company or since the renamed to Nusasiri Public Company. As was held the Company's Shares for several years since Angpao Asset Public Company, the shareholders had not received dividends yet, would like the Board to consider dividend for shareholders.

Mr. Visanu Thepcharoen informed the meeting that the company had been operating business for over 4 years as the shareholders understood, about the dividend, since the Company was also small and had expanded over the years by funding was critical to the company. This might be true, it did not pay a dividend but in this EGM, the company would benefit shareholders by providing a warrant of the Company (NUSA-W2) in the future when the Company was the availability of funding and better results, the company would pay dividends to shareholders certainly.

Mr. Tanaphoom Phoombunjerd, a shareholder queried that the company used the offering of convertible debentures to the general people or not and would like to the Board consideration of convertible debentures to the general investors because interest rates were lower than banks which affected to shareholder relatively little.

Mr. Somjitr Chaichana informed the meeting that formerly the Company offering of convertible bonds to foreign investors in particular.

The Chairman thanked Mr. Tanaphoom Phoombunjerd, a shareholder to advise on the sale of bonds to investors and informed the meeting that the offering of convertible bonds to general investors, the company planned to operate the company, it was not well known for its many large investors. According to the plan, if the Company grew more confident that the plan would need to consider the sale of convertible bonds to investors as our shareholders recommended.

Mr. Piranart Chockwattana, a shareholder queried that 1) according to the financial statements of the third quarter, sales of houses and land (Low Rise), the Company recognized revenue of 659 million baht, the recognition of income was derived from any project. It was from the sale of land or just the land. The project of My Ozone only sold the land or not. He had a chance to visit the project by himself, the projects not yet completed, but most of the land.

Mr. Somjitr Chaichana informed the meeting that the financial statements of the Company recognized revenue of 659 million baht from the project of My Ozone 42%, Rama 2 of 16%, Rama 5 of 30%, The project of Nusa Shivani at Pattaya 10%, and the project of Narathorn of 3% , the recognition of the lowest project because of the ownership of a few plots. The project of My Ozone at Khao Yai, the Company had offered privilege its customers because home prices were relatively high, customers did not want a house on a housing estate. Besides, the customers must be transferred before they creating, or renovate, as it seen the building was not completed, the Company recognized income and house and land already.

Mr. Piranart Chockwattana, a shareholder queried that the Narathorn project was recognized minimal income, what was the company's plan for this.

Mr. Somjirt Chaichana informed the meeting that the company planned to support the project; the Narathorn had the remaining land was located in a rural zone, green space, be able to build of townhouse. However, since the presently the financial institutions lending to relatively low, it made the construction process was delay. The Marketing plan, the Company would sell the house to the factory zone with the privilege of buying. The group of townhouses with 4 meters wide were an area of advantage which located on the main road and no flood.

2. The revenue of Condominium project of 353 million baht, last month, in May 2014, had visited the project, it was almost all the projects completed. According to the company explained that sales were deferred income was more than 800 million bath. Why the company had delayed the transfer of ownership, any problem about it?

Mr. Somjitr Chaichana informed the meeting that the Park Exo Project, total sales of approximately 60%. The company had plan to set up a fund because they did not adhere to the plan, there were many problems which the rules of the SEC and SET. Currently, it was negotiating to sell the building to foreign investors. The Company hereby agreed that the calculation of the recognition of income to the shareholders first not according to the plan. The problem was the customers could not be transferred ownerships, could not ask for loan from the financial institutions due to the first car. The Board and Executives were discussed and had plans as well as support for a customer who wanted to be able to pay through installments to the company directly or not. The recognition was still only allow the transfer delay.

3. From the capital increase to the private placement, the Committee had already negotiated of 50% if negotiations fail or investors cancellation of shares, the Board of Director should be announced at a conference for investors, avoiding any doubt that investors affiliated with the Board or the Company such as Mr.Visanu Thepcharoen and Mrs.Siriya Thepcharoen aggregate accounted for only 23%, but the company would add new capital, which had more than a hundred percent of the shares available, therefore, it seems those investments that were affiliated with the Company or any directors and would be investments from investors or not.

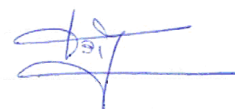
Mr. Visanu Thepcharoen informed the meeting that the company was already doing home health, such as Mr. Yuranant Pamornmontri of a Panacee Medical Center Limited had a group of health professionals. The company wanted the investors who were competent and reasonable to the company got the most benefit. Meanwhile, the capital increase this time had to affect the original percentage of shareholdings, however, the shareholders could be confidence and trust that the Board and Executives had worked hard. Especially, the capital increase in each of the guarantee that the investors not affiliated or conflict of interest certainly.

When there was no other matters presented to the meeting. The Chairman thanked the shareholders for their valuable time to attend this meeting and closed the meeting.

Ending of Meeting : 11.43 a.m.

Certified True Copy

(Signature)



(Mr. Preecha Phukam)

Chairman of the Meeting


(Signature)



(Mr. Somjitr Chaichana)

Meeting Recorder

The Details of the person who has been nominated for appointment to
the Board of Director

Name:	Mr. Visanu Thepcharoen	
Director Type:	Vice Chairman of the Board	
Age:	45 Years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> - MBA, Public Service Ramkhamhaeng University. - Bachelor Degree A Bachelor of Arts (Political Science) Ramkhamhaeng University. 	
Training relating to role and: Duties of Director	<ul style="list-style-type: none"> - Training Courses, Chief executive, Capital Market Academy Class 19 - Training Courses, Chief executive, urban development (Greater Class 2) Institute of Urban Development. Bangkok - Training Courses, Chief executive, of Energy Academy Class 3 Thailand Energy Academy - Training Courses, Corporate Governance For directors and executives of state enterprise and Public Organisation Class 10 Institute of King Prajadhipok - Training Courses "Financial Statements for Directors" Thai Institute of Directors - Training Courses "Director Accreditation Program" (DAP) Class 69/2008 Thai Institute of Directors 	
Current Position:	<ul style="list-style-type: none"> - Vice Chairman of the Board the Nusasiri Public Company Limited. - Executive Vice President the Nusasiri Public Company Limited. - Chief Executive Officer the Nusasiri Public Company Limited. 	
Professional Experience: (Past 5 years)	<ul style="list-style-type: none"> - Director Thailand Post Company Limited - Honorary Director, on the Executive Board Designated Areas For sustainable tourism - The Advisor Assistant Minister Office of the Deputy Prime Minister Major General Sanan Kachornprasart and advisor to Governors Sports Authority of Thailand 	
Positions in other listed companies:	<ul style="list-style-type: none"> - Chairman of the Board the Group Nusasiri Grand Public Company Limited - Executive Chairman the Group Nusasiri Grand Public Company Limited 	
Being Director/Executive in other: Other Companies which may have Conflict of interest with the Company	<ul style="list-style-type: none"> - Executive Committee of the Nusa Playa Hotel & Spa Company Limited. (D varee Jomtien Beach Hotel Pattaya) 	

Relationship with executives or major: -Non-


Shareholders of the Company or its:
Subsidiaries -Non-

Shareholding in the company: -None-

Legal Dispute in past years: -None-

Meeting Attendance in 2014: - Board of Director 6/7 times

The Details of the person who has been nominated for appointment to
the Board of Director

Name:	Mr. Somjitr Chaichana	
Director Type:	Director	
Age:	54 Years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> - MBA, Ramkhamhaeng University. - MBA, (Accounting plan) Kasetsart University. - MBA, Master of Public Administration Ramkhamhaeng University. - Bachelor Degree (Accounting) Ramkhamhaeng University. 	
Training relating to role and: Duties of Director	<ul style="list-style-type: none"> - Training Courses Successful Formulation & Execution the Strategy (SFE) Class 2/2008 Thai Institute of Directors - Training Courses Director Certification Program (DCP) Class 108/2008 Thai Institute of Directors 	
Current Position:	<ul style="list-style-type: none"> - Director the Nusasiri Public Company Limited. - Executive Committee the Nusasiri Public Company Limited. - Deputy Chief Executive Officer the Nusasiri Public Company Limited. 	
Professional Experience: (Past 5 years)	<ul style="list-style-type: none"> - Chairman the group Krissana House to Housing Business - Managing Director the group Krissana House to Housing Business - Senior Director level 11, Assistant responsible party lines Supporting the organization and Acting Director of Human Resources Department, Small and Medium Enterprise Development Bank of Thailand (SME Bank). 	
Positions in other listed companies:	-Non-	
Being Director/Executive in other: Other Companies which may have Conflict of interest with the Company	-Non-	
Relationship with executives or major:	-Non-	
Shareholders of the Company or its: Subsidiaries	-Non-	
Shareholding in the company:	-None-	
Legal Dispute in past years:	-None-	
Meeting Attendance in 2014:	- Board of Director 7/7 times	

The Details of the person who has been nominated for appointment to
the Board of Director



Name:	Mrs. Siriya Thepcharoen
Director Type:	Director
Age:	43 Years
Nationality:	Thai
Education:	- Bachelor Degree A Bachelor of Arts (Political Science) sector Special Ramkhamhaeng University.
Training relating to role and: Duties of Director	- Training Courses "Director Accreditation Program" (DAP) Class 76/2008 - Training Courses "Strategic Planning For Hotel and Resort Management" Thailand Hotel and Hospitality Management Associations - Training Courses "The Boss" The Boss Association Class 47
Current Position:	- Directo the Nusasiri Public Company Limited. - Executive Committee the Nusasiri Public Company Limited. - Deputy Chief Executive Officer the Nusasiri Public Company Limited.
Professional Experience: (Past 5 years)	- Executive Vice President the Group Company Nusasiri Which operates the real estate business and Chain Hotels D varee Company Limited. such as D varee Hotel Phuket, D varee Jomtien Beach Hotel Pattaya - Executive Board the Krissana Development Company Limited. - Executive Board the Sin Pathumthani Company Limited. - The Advisor Assistant Minister Office of the Deputy Prime Minister Major General Sanan Kachornprasart - position of luminaries In promoting contemporary art and culture, Under the Ministry of Culture
Positions in other listed companies:	- Director the Group Nusasiri Grand Public Company Limited - Executive Vice President the Group Nusasiri Grand Public Company Limited
Being Director/Executive in other: Other Companies which may have Conflict of interest with the Company	- Directors the Panacee Medical Center Company Limited
Relationship with executives or major: Shareholders of the Company or its: Subsidiaries	-Non- -Non-

Shareholding in the company: -None-

Legal Dispute in past years: -None-

Meeting Attendance in 2014: - Board of Director 3/7 times

Preliminary Details of the Warrants to purchase the ordinary shares of the Company of
Nusasiri Public Company Limited (NUSA-WB)
Allocation to shareholders of newly-issued shares from private placement (PP)

Type of warrants	:	Right to purchase ordinary shares of Nusasiri Public Company Limited (“NUSA – WB”)
Category of Warrants	:	Transferable named certificate
Amount Warrants offered	:	2,000,000,000 units (Two Billion Units)
Offering price	:	None (Baht 0 per unit)
Tenor of Warrants	:	3 years from the issuance date of the Warrants
No. of new ordinary shares reserved for exercise of Warrants	:	Not greater than 2,000,000,000 shares (par value of Baht 1.00 each)
Allocation method	:	Warrants are allocated Shareholders of new ordinary shares issued from Meeting of shareholder year 2015 shall be allocated warrants at ratio of 2 ordinary shares to 1 unit of warrant for free totaling no more than 2,000,000,000 units. Any fraction of shares shall be discarded.
Warrants issuance and offering date	:	Date of issuance and offering of warrants will be authorized by the Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized Directors within 1 year after the Company has been granted approval from the Meeting of shareholder and shares have been allocated
Exercise ratio	:	1 unit of Warrant will be entitled to purchase 1 newly – issued ordinary share (subject to change in case of the adjustment to the terms and conditions)
Exercise price	:	Baht 1.00 per share (except in case of the adjustment to the terms and conditions)
Exercise Period	:	Warrants’ holders shall be able to exercise the Warrants between 9.00 a.m. and 3.30 p.m. of the last business day of May and November of every year through the maturity date. The last exercise date shall be on the date of 3 years from the issuance date. If the last exercise date is the Company’s holiday, the last exercise date shall be changed to the prior business day.

Last period of declaration of intention to exercise : At least 15 business days prior to the last exercise

Offering period : Within 1 year after the date of approval from the Meeting of shareholder

Rights and Interests other than those normal rights and interests from ordinary shares : The ordinary shares to be issued pursuant to the exercise of this Warrant shall have the same rights and status as all other previously issued ordinary shares of the Company in all respects.

Effects on the shareholders as a result of this issuance and offering of Warrants : Since the Company has a resolution to issue (1) the newly-issued ordinary shares under a private placement (PP) (2) Warrants of company's newly issued ordinary shares under private placement (PP), effects on shareholders as a result of this issuance and offering of warrants is separated into following 2 cases,

Case 1) Issuing and offering warrants to shareholders of ordinary shares issued from private placement (PP)

Case 2) Issuing and offering new ordinary shares under private placement (PP) and warrants to shareholders of ordinary shares issued from private placement

Effects on existing shareholders can be summarized as follows,

1) Control Dilution

Control dilution can be calculated by the following formula

$$\text{Control Dilution} = 1 - [\text{Qo} / (\text{Qo} + \text{Qp})]$$

By

Qo = The number of existing shareholders combined with authorized shares accommodated for the Warrants equal to 5,840,837,971 shares (par value Baht 1.00)

Qp for each case

Case 1) Qp1 = The number of newly-issued ordinary shares to private placement (PP) equal to 4,000,000,000 shares

Case 2) Qp2 = The number of newly-issued ordinary shares to private placement (PP) equal to 4,000,000,000 shares Add the number of newly-issued ordinary shares accommodated for the Warrants issued to newly-issued ordinary shares to private placement (PP) equal 2,000,000,000 shares

Effect on Control Dilution

Case 1	Case 2
40.65%	50.67%

2) Price Dilution

Price Dilution can be calculated by the following formula:

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

By

P_o = Weighted average market price 7 days prior to the Board of Directors Meeting dated March 16, 2015 (during 5-13 March 2015) which is equal to Baht 0.997 per share (par value of Baht 1.00 per share)

P_w = Exercise price of the Warrants offered to PP at Baht 1.00 per share

P_p = The offering price of PP at Baht 1.00 per share

By which price decrease resulted from offering PP and exercising warrants offered to PP, P_n can be separated into 2 cases as follows:

$$\text{Case 1) } P_n = (P_o Q_o + P_p Q_p) / (Q_o + Q_p)$$

$$\text{Case 2) } P_n = (P_o Q_o + P_p Q_p + P_w Q_w) / (Q_o + Q_p + Q_w)$$

After issuing and offering Warrants to purchase ordinary shares of the Company, the Price Dilution will be as follows:

Case 1	Case 2
-0.12%	-0.15%

3) Earnings Dilution

Earning Dilution can be calculated by the following formula

$$\text{Earning Dilution} = (EPS_o - EPS_n) / EPS_o$$

By

$$EPS_o = \text{Net profit} / Q_o$$

$$EPS_n = \text{Net profit} / (Q_o + Q_n)$$

Net profit = Net profit's year 2014 = 106,750,007.96 Baht

Q_o = Paid-up shareholder and number of newly-issued ordinary shares accommodated for Warrant equal to 5,840,837,971 Shares (par value Baht 1.00 per share)

Q_n for each case, can be summarized as follows:

Case 1) Q_n = The amount of increase in newly-issued ordinary shares by offering private placement PP equal to 4,000,000,000 shares

Case 2) Q_n = The amount of increase in newly-issued ordinary shares by offering private placement PP equal to 4,000,000,000 shares Add the amount of newly-issued ordinary shares by warrants to PP equal to 2,000,000,000 shares

After issuing and offering Warrants to purchase ordinary shares of the Company, the Earnings Dilution will be as follows

Case 1	Case 2
40.65%	50.67%

Conditions concerning the adjustment of the exercise ratio and exercise price : The Company shall adjust the exercise price and exercise ratio throughout the maturity of Warrants to ensure that the benefits of Warrants' holders are no less favorable in the event of the following:

1. When the Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares in issue.
2. When the Company offers newly-issued ordinary shares at a lower price than 90% of price calculated based on the market price at the time or prior to offering new shares and the calculation method shall be the same as stated in the Warrants Covenants.
3. When the Company offers newly-issued convertible debentures or Warrants by which the price of new shares reserved for such debenture conversion or Warrants exercise is lower than 90% of price calculated based on the market price at the time or prior to offering new issues and the calculation method shall be the same as specified in the Warrants Covenants.
4. When the Company pays all or partial dividend payment as new shares to shareholders.
5. When the Company pays cash dividend that exceeds payment ratio as stated in the Warrants Covenants.
6. When there is other similar events as mentioned in 1 to 5 above that may impair benefits of Warrants' holders.

Accordingly, the Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized Directors

is authorized to consider the conditions and other details, related to adjustment or changes in the exercise ratio and the exercise price

- Condition in case of unexercised warrants : The Company will discard all of the Warrants that remain unexercised
- Other conditions : The Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized Director is authorized to determine criteria. Terms and conditions, and other details related to the Warrants. Said person(s) shall also be empowered to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the Warrants including the issuance and offering, listing the reserved ordinary shares from the exercise of Warrants on the SET. As well as to proceed for the necessary approval from relevant authorities.
- Remarks : The allotment of warrants to purchase common shares of the Company (NUSA-WB) Allocated to the shareholders of the Company have been reallocated 2,000,000,000 units. Without charge at the ratio of 2 shares per 1 unit of warrant exercise price of Baht 1 per share of not more than 2,000,000,000 units. Company takes into account the effect on the allocation of the warrants to purchase shares of the Company Series -1 (NUSA-W1), the allocation of the warrants to purchase shares of the Company Series -2 (NUSA-W2) and the allocation of the warrants to purchase shares of the Company (NUSA-WA). The adjustment arising from the allocation of warrants to purchase shares of the Company (NUSA-WA), according to the conditions set forth in the Terms and Conditions Governing Rights Details are as follows;
- When the Company offers any newly issued securities, which can be converted to the Company's ordinary shares or can exercise the right to purchase ordinary shares, to the existing shareholders and/or to general public and/or to private placement (Convertible Debenture or Warrants), where the average price per share of the newly issued ordinary shares to accommodate those rights is less than 90 percent of "the market price of the Company's ordinary shares".
- The adjustment in exercise price and exercise ratio will be in effect immediately, starting from the first day that the purchasers of the ordinary shares do not have the rights to subscribe for any newly issued securities, which provide the holders the rights to convert or exchange for ordinary shares. (The first day that there is a post sign XR) In case that it is an offer to the existing shareholders (Right Issue) and/or the first

day of the general public offering of any securities that provide the holders the rights to convert or exchange for ordinary shares and/ or specific individuals (Private Placement).

Exercise price. Baht 1 per share exercise price of the warrants (NUSA-WB) Compared to the market price as defined in terms and Conditions Governing Rights and Obligations of the Issuer and Holders of the Warrants to purchase Ordinary Shares of Company Series -1 ("NUSA-W1"), terms and Conditions Governing Rights and Obligations of the Issuer and Holders of the Warrants to purchase Ordinary Shares of Company Series -2 ("NUSA-W2") and terms and Conditions Governing Rights and Obligations of the Issuer and Holders of the Warrants to purchase Ordinary Shares of Company ("NUSA-WA") Weighted average market price 7 days prior to the Board of Directors Meeting dated March 16, 2015 (during 5 –13 March 2015) which is equal to Baht 0.997 per share (par value of Baht 1.00 per share)The exercise price of Baht 1 per share is not less than 90% of the market price.

The company will sell warrants to purchase shares of the Company (NUSA-WB) to the holders of shares in a private placement that has been allocated 2,000,000,000 units, without charge as an incentive to investors for the benefit for the funding of the company, in accordance with the planned capital increase has been achieved, development projects, including the new project, to increase liquidity in the business smoothly.

The allotment of warrants to purchase common shares of the Company WA) to the private placement of 2,000,000,000 units, the allotment of warrata to their shareholding. Without charge and is not securities listed exchange

(F 53-4)

Capital Increase Reporting Form
Nusasiri Public Company Limited.
March 16, 2015

Nusasiri Public Company Limited hereby report the resolutions of the Board of Directors Meeting No.3/2015 on March 16, 2015 from 14.00 to 17.00 in respect of a capital increase and share allotment as follow:

1. Capital Increase

The Board of Directors' meeting No. 3/2015 passed a resolution approving the decrease of the registered capital of the Company from Baht 12,290,474,269 to Baht 5,840,837,971 and increase registered capital Baht 5,840,837,971 to Baht 11,940,717,764 by means of the issuance of 6,099,879,793 ordinary shares with a par value of Baht 1.00 per share, totalling Baht 6,099,879,793. The details as follow:

Capital Increase	Type of Shares	No. of Shares (shares)	Par Value (Baht/Share)	Total (Baht)
<input checked="" type="checkbox"/> Statement on Purpose of Funding	Ordinary shares	6,099,879,793	1.00	6,099,879,793
	Preferred shares	-	-	-
<input type="checkbox"/> Statement on Purpose of Funding	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allotment of new shares

The Board of Directors' meeting passed a resolution approving the allocation of 6,099,879,793 shares with par value Baht 1 per share, totalling Baht 6,099,879,793. The details as follow:

2.1 Detail of allotment

Allotted to	Number of shares	Ratio (Old:new)	Price/share	Date and time of subscription and share payment	Remark
1. Specific investor under a PP (Private Placement)	Not exceed 4,000,000,000		Not be lower than 90% of the market price calculate by average closing price 7 days but not than 15 days before offer day and not less than par value Baht 1 per share	Will be inform afterward	Please see Remark 1
2. To accommodate the exercise of the warrant (NUSA-W2)	Not exceed 36,433,076	-	-	-	Please see remark 2

Allotted to	Number of shares	Ratio (Old:new)	Price/share	Date and time of subscription and share payment	Remark
3. To accommodate the exercise of the warrant (NUSA-WA)	Not exceed 63,446,717	-	-	-	Please see remark 3
3. To accommodate the exercise of the warrant (NUSA-WB) to be allocated to specific investors of new ordinary shares issued from Meeting of shareholder for the year 2015	Not exceed 2,000,000,000	At a ratio of 2 shares for 1 unit of warrant	0.00	Please see remark	Please see remark 4

Remark

1) To allocate 4,000,000,000 shares with par value Baht 1 per share to investor's in private placement under the Notification of the Capital Supervisory Board No Torjor 28/2551 re: the Application and Permission for Offering Newly Issued Shares, provided that such persons are not connected persons of the Company. The Board of Directors or the authorized directors shall be authorized to allot and offer in entirety or to portion and offer in lots from time to time as deemed appropriate, at the price not less than that as offer to the existing shareholders above, with regard to the offering of newly issued shares to the specific investors under private placement scheme, the offering price will not be lower than 90% of the market price, The market value is calculated based on the weighted average closing price of its shares after a period of not less than 7 days, but not more than 15 consecutive business days prior to the Meeting of Board of Director and not less than par value Baht 1 per share. The paid up share capital shall within a period of one year after the approval of the shareholders

2) Base on the terms of rights offering NUSA-W2 no. 4 on adjustment to the terms and conditions which states that the company must adjust exercise price and exercise ratio when company offers ordinary shares to existing shareholders and/or general public and/or specific investors at an average price per share not lower than 90% of "market price of company's ordinary shares" which is in effect since the first day that shareholders will not receive the right to reserve newly-issues ordinary shares (first day that stock exchange of Thailand puts up XR). Nevertheless, the number of issues shares to accommodate NUSA-W2 is only estimate for the exercise of whole warrants which may be subject to change and may adjusted further dependent on the capital increase approved by the Extraordinary General Meeting of Shareholders No. 1/2015. Company will inform details of the adjustment to the terms and conditions again since calculation methods are based on value of shares traded divided by the number of ordinary shares outstanding within 7 consecutive working days before stock exchange of Thailand puts up symbol XR)

3) Base on the terms of rights offering NUSA-WA no. 4 on adjustment to the terms and conditions which states that the company must adjust exercise price and exercise ratio when company offers ordinary shares to existing shareholders and/or general public and/or specific investors at an average price per share not lower than 90% of "market price of company's ordinary shares" which is in effect since the first day that shareholders will not receive the

right to reserve newly-issues ordinary shares (first day that stock exchange of Thailand puts up XR). Nevertheless, the number of issues shares to accommodate NUSA-WA is only estimate for the exercise of whole warrants which may be subject to change and may adjusted further dependent on the capital increase approved by the Extraordinary General Meeting of Shareholders No. 1/2015. Company will inform details of the adjustment to the terms and conditions again since calculation methods are based on value of shares traded divided by the number of ordinary shares outstanding within 7 consecutive working days before stock exchange of Thailand puts up symbol XR)

4) The Company will issue warrants for purchasing ordinary shares of Nusasiri Public Company Limited (NUSA-WB) to specific investors of new ordinary shares issued from Meeting of shareholder 1/2558 for free at ratio of 2 ordinary shares for 1 unit of warrant totalling no more than 2,000,000,000 units at exercise price of Baht 1 per share to be issued upon allotment of private placement from Meeting of shareholder 1/2558 has been completed.

5) The Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2558 for the approval that the Board of Directors and / or Executive Committee and / or the President and / or the Board of Directors or a committee delegated authority will be authorized to perform any necessary and related to the allocation and issuance of new ordinary shares in all respects above. This include but is not limited to the setting up or adjusting the terms and conditions regarding the allotment and offering of shares as deemed necessary and appropriate under the law including registering the newly issued shares to be listed on the Stock Exchange of Thailand.

2.2 The Company's plan in case where there is a fraction of shares remaining

Action to be taken by the company when there are fractions of shares In case there are factions of share after the calculation, such fractions shall be round down.

2.3 The number of shares remaining from the allocation:

- None –

3. Schedule for shareholders meeting to approve the capital increase and the allocation of shares

The Annual General Meeting of Shareholders for the year 2015 of the Company will be held on Wednesday, April 29, 2015 at 09.00 a.m. at Windsor Suite Hotel And Convention, Morrakot room, 12th Floor, 10/1 Soi Sukhumvit 20, Sukhumvit Rd, Khlong Toei, Bangkok 10110. The Company arranged to specify the names of shareholders who will be entitled to attend the Annual General Meeting of Shareholders for the year 2015 (Record date) on April 1, 2015 and to gather the names of shareholders under section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended B.E. 2551 (2008)) by closing the shareholder register and suspension of share transfer on April 2, 2015.

4. Approval of the capital increase/share allotment by relevant governmental agency and related conditions

- The Ministry of Commerce: To register the increase of registered capital and paid-up capital.
- The Stock Exchange of Thailand: To request approval for the newly issued ordinary shares to be listed on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

- a. Working capital for the company and subsidiaries.

b. Expansion of capital for investing in project of company to Investment in real estate development projects.

Details as follows:

Period Time	Details	Amount (Million Baht)
Within 2015	Development costs of current projects	1,000.00
Within 2015	Operating working capital	500.00
Within 2015	Purchase of land, development of land and construction of future projects	3,500.00
From 2015 - 2018	Reduce cost of debt	1,000.00
	Total	6,000.00
	PP this time	4,000.00
	Warrant this time	2,000.00
	Additional Money provided by Company	-

6. Benefits which the company will receive from the capital increase/allotment

6.1 The Company's capital increase, result in higher liquidity to be used in the operation of the Company to give better operational result.

6.2 Investment in new projects to generate income for the company and enhance the competitiveness of the company in the long run.

6.3 Expand the capital base of the company.

6.4 Opportunity for business partners to promote each other's business

7. Benefits which the shareholders will receive from the capital increase/share allotment.

7.1 The Company's capital increased, result in higher liquidity to be used in the operation of the Company to give better result.

7.2 The subscribers of such capital increase will be entitled to receive the dividend from the Company's operational result, when the Company declares dividend payment same as the existing shareholders of Company since the day the subscribers are registered as the shareholders of the Company.

8. Other details necessary to support shareholder's decision to approve the capital increase/share allotment

8.1 The reason that the Company offering of newly issued share to the Private Placement (PP) rather than offer new shares existing shareholders and the public is because the company will be able to reach raise funds in short amount of time and be able to set the target group of investors to those who have potential to investment and those who are business experts which can help support Company's growth capabilities.

8.2 Benefits received from the persons as mentioned other than the capital increase, the Company has criteria for determining the allocation of shares by focus on the Investors who have potential or experience and expertise in capacity building. The third persons which have a high investment

financially viable and the shares have been allocated to be held for a long time and this will help to build confidence in the Company

8.3 Impacts to shareholders

Since the Company has a resolution to issue (1) the newly-issued ordinary shares under a private placement (PP) (2) Warrants of company's newly issued ordinary shares under private placement (PP), effects on shareholders as a result of this issuance and offering of warrants is separated into following 2 cases,

Case 1) issuing and offering warrants to shareholders of ordinary shares issued from private placement (PP)

Case 2) issuing and offering new ordinary shares under private placement (PP) and warrants to shareholders of ordinary shares issued form private placement

Effects on existing shareholders can be summarized as follows,

1) Control Dilution

Control dilution can be calculated by the following formula

$$\text{Control Dilution} = 1 - [Q_o / (Q_o + Q_p)]$$

By

Q_o = The number of existing shareholders combined with authorized shares accommodated for the Warrants equal to 5,840,837,971 shares (par value Baht 1.00)

Q_p for each case

Case 1) Q_{p1} = The number of newly-issued ordinary shares to private placement (PP) equal to 4,000,000,000 shares

Case 2) Q_{p2} = The number of newly-issued ordinary shares to private placement (PP) equal to 4,000,000,000 shares Add the number of newly-issued ordinary shares accommodated for the Warrants issued to newly-issued ordinary shares to private placement (PP) equal 2,000,000,000 shares

Effect on Control Dilution

Case 1	Case 2
40.65%	50.67%

2) Price Dilution

Price Dilution can be calculated by the following formula:

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

By

Po = Weighted average market price 7 days prior to the Board of Directors Meeting dated March 16, 2015 (during 5-13 March 2015) which is equal to Baht 0.997 per share (par value of Baht 1.00 per share)

Pw = Exercise price of the Warrants offered to PP at Baht 1.00 per share

Pp = The offering price of PP at Baht 1.00 per share

By which price decrease resulted from offering PP and exercising warrants offered to PP, Pn can be separated into 2 cases as follows:

$$\text{Case 1) } P_n = (P_o Q_o + P_p Q_p) / (Q_o + Q_p)$$

$$\text{Case 2) } P_n = (P_o Q_o + P_p Q_p + P_w Q_w) / (Q_o + Q_p + Q_w)$$

After issuing and offering Warrants to purchase ordinary shares of the Company, the Price Dilution will be as follows:

Case 1	Case 2
-0.12%	-0.15%

3) Earnings Dilution

Earning Dilution can be calculated by the following formula

$$\text{Earning Dilution} = (EPS_o - EPS_n) / EPS_o$$

By

$$EPS_o = \text{Net profit} / Q_o$$

$$EPS_n = \text{Net profit} / (Q_o + Q_n)$$

Net profit = Net profit's year 2014 = 106,750,007.96 Baht

Qo = Paid-up shareholder and number of newly-issued ordinary shares accommodated for Warrant equal to 5,840,837,971 Shares (par value Baht 1.00 per share)

Qn for each case, can be summarized as follows:

Case 1) Qn1 = The amount of increase in newly-issued ordinary shares by offering private placement PP equal to 4,000,000,000 shares

Case 2) Qn2 = The amount of increase in newly-issued ordinary shares by offering private placement PP equal to 4,000,000,000 shares Add the amount of newly-issued ordinary shares by warrants to PP equal to 2,000,000,000 shares

After issuing and offering Warrants to purchase ordinary shares of the Company, the Earnings Dilution will be as follows

Case 1	Case 2
40.65%	50.67%

10. Schedule of action where the Company's Board of Directors pass the resolution to approve the shares allotment

Action Plan	Date
1. Date of BOD meeting	March 16, 2015
2. The record date to determine the shareholders who are entitled to attend and vote in the Annual General Meeting	April 1, 2015
3. Date of closing the share register book	April 2, 2015
4. Date of Annual General Meeting for the year 2015	April 29, 2015
5. Date of offering for Private Placement (PP)	Within 1 year after Annual General Meeting approval

The Company hereby certifies that the information of memorandum of this report is accurate and complete in all respects.

Sign

(Mr. Visanu Thepcharoen)

Authorized Director

Sign

(Mr. Somjitr Chaichana)

Authorized Director

Documents and Evidence Required for Meeting Attendance, Registration Process,
Voting Process and Vote Counting Procedures in the Shareholders' Meeting.

1. Identification Documents required for Meeting Attendance.

1.1 For Individual Shareholders

(1) In case of attendance in person.

a. A valid document which has been attached the photo issued by the government authorities. For example, ID Card, Officer's ID Card, Driving License, or Passport (Foreigner). Please prepare the additional documents if there have been any previous name and surname changes.

(2) In case of appointment of proxy.

a. The Power of Attorney (Document) and the enclosed Proxy Form of meeting Invitation which have been filled correctly and signed by both Proxy Grantor and Proxy Holder.

b. A photocopy of the shareholder's valid document issued by the government Authorities (refer to section 1) which has been signed and "Certified True Copy" by the shareholder.

c. The valid document of a Proxy Holder issued by the government authorities (as specified in section 1).

1.2 For Juristic Shareholders

(1) In case of attendance in person by the authorized representative.

a. The letter of Power of Attorney, including the meeting invitation that have been filled and signed by an authorized representative (committee) / Proxy Grantor and Proxy Holder.

b. The photocopy of the registration certificate of the juristic person owned by the shareholders, issued by the Ministry of Commerce no more than 6 months before the meeting date. Additionally, the (above) photocopy shall be signed and "Certified True Copy" by the Juristic Person's authorized representative (committee) including the statement that the said Juristic Person's authorized representative having his signature in the letter of Power of Attorney has been authorized to be a representative of Juristic Person (shareholder).

(2) In case of appointment of Proxy.

a. The proxy form, per attached to the notice of the Meeting, completely filled in and signed and sealed by the authorized person of the juristic shareholder, and signed by the proxy.

b. A photocopy of the document from the Juristic Person's representative (committee)/ Proxy Grantor issued by government authorities and "Certified True Copy" by the Proxy Grantor. For example, ID Card, or Officer's ID card, or passport (foreigner).

c. A valid document of a Proxy Holder, issued by the government authorities (as specified in section 1).

1.3 For Non-Thai Shareholders or Juristic Persons incorporated under foreign law.

Prepare all the documents and evidence required (for the) as stated in above sections. Any original documents that are not in English, need to be translated into English as the additional documents required. The translation version also needs to be a certified correct translation by either the shareholder, or the Juristic Person's representative.

2. The Method of Giving Power of Attorney

2.1 The company has sent the specified form of Power of Attorney (B), which covers all significant details of power of attorney required by the Department of Business Development, Ministry of Commerce. However, the company

must also prepare the general form (A) and the custodian form of Power of Attorney for the foreign shareholders. If required, please contact the company directly.

2.2 Any shareholders who are not able to attend the shareholders' meeting, shall follow these instructions for giving the Power of Attorney to someone else.

(1) Giving the Power of Attorney to someone as required by the shareholder and stated the name including all details of proxy holder or independent committee of company who has been named in the attachment of the Power of Attorney Form (only one person) for participating in the meeting.

(2) Affix a tax stamp of THB 20.00 and crossed the date of signing the power of attorney as a legal or assigned the company to do so on your behalf.

(3) Please send the above Power of Attorney form back to the company before the 25th April 2014, or at least 30 minutes before the beginning of meeting. Therefore, the officer will be able to proof check the documents in time to hand it to the Proxy Holder and bring it to the company on the meeting date.

3. Registration Process

The company will allow all shareholders or the proxy holders to register for the shareholders' at least 1 hour before the meeting begins, or from 08.00 a.m. at The Windsor Suite Hotel and Convention, Morrakot room, 12th Floor, 10/1 Soi Sukhumvit 20, Sukhumvit Rd, Khlong Toei, Bangkok 10110 (see enclosed map). After all shareholders or proxy holders have completed their registration, the officer will give a set vote card for each person detailed as follows.

(1) A shareholder will receive a set of vote card

(2) A proxy holder:

2.1 If the shareholder stated his decision of voting in the of Power of Attorney letter, that proxy holder will not get the vote card on the meeting day. However, the officer will record the vote as stated in the letter of Power of Attorney and count the vote with the rest of shareholders' votes for each issue.

2.2 If the shareholder did not state the decision of voting in the letter of Power of Attorney, the proxy holder will automatically receive a set of vote card for giving his vote.

4. Voting Process and Vote Counting Procedures

4.1 For the purpose of voting, each share shall be counted as one vote. If any shareholder has interests in any matter on which the Meeting shall pass a resolution, such shareholder shall not have the right to vote on such matter.

4.2 In voting on each agenda, the Chairman of the Meeting shall inquire whether any shareholder wishes to disagree or incline from voting. In the event a shareholder wishes to disagree or incline from voting, such shareholder is requested to identify oneself, to indicate their vote on the ballot received during registration, to sign the ballot and hand them to the officers for the counting of votes.

4.3 In counting the votes, only the objection and abstention votes will be counted. The total of such objection votes, abstentions and invalid ballots (If any) will be subtracted from the total number of shares of those shareholders attending the Meeting and remaining number of votes will be considered as voting for the approval of such agenda.

4.4 The results of the voting for every agenda for which voting was required shall be announced prior to the close of the Meeting.

4.5 Vote counting procedures according to the rules and procedures in the Company 's regulations of article 15. and official rules.

(1) Each shareholder has one vote.

(2) For choosing the committee, there can be the voting for either one committee or several committees (group) in one round, or with other methods according to the shareholders within meeting. However, each shareholder still has one vote stated in section 1 and shall have rights to give away his vote to any other individual or group.

(3) The vote will be judged by the majority of the vote. In the case of an equal voting result, the chairman shall have rights to decide his final vote.

4.6 The referendum of voting shall consist of the votes as follows.

(1) The final voting result of the shareholders' meeting shall be voted each vote for each score, regardless of voting method.

(2) In general, the majority of voting results shall be valid and acknowledged. In the case of an equal voting result, the chairman shall have rights to decide his final vote.

(3) In these following cases, the final voting result shall not be less than 3 in 4 of attendees who voted.

a. The sale or transfer of the whole or part of an existing company's business to third person.

b. Purchasing or receiving the transfer of other company's businesses from other companies or private companies.

c. Signing editing or making cancellation of the whole or an important part of a rental company's agreements, assigning third person to take over the existing company's businesses or merging the business with others for the purpose of benefit sharing.

The Regulations of Shareholders' Meeting Company's Articles of
Association which relate to shareholders' meeting

Meeting of Shareholders. Proxies to attend the meeting. And the right to vote.

32. The general company's annual meeting has been held at the company's head office or nearby province or other places approved by committees.

33. The general company's annual meeting shall be held at least once a year. Such a meeting shall be called "General Meeting" which shall be held within a period of 4 months after the end of financial year.

Other company's meetings shall be called "Extra-Ordinary Shareholders' Meeting"

The committee may call for an Extra-Ordinary Shareholders Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 shareholders, holding not less than the total number of one-tenth of the whole issued Shares, request the Board for a General Meeting. However, the reason for requesting a Meeting must be specified in such written request. The committee shall hold a Meeting within 1 month from the date of request by the Shareholders.

34. In calling for General Meetings, the committee shall issue a notice specifying the place, the date and the time of the Meeting, the agenda and the nature of the business to be transacted together with the appropriate details. For all of the business terms, it must be clearly indicated whether they are proposed for acknowledgement, approval or consideration as the case may be, including the comments of the Board of Directors on that business. Such a notice must be given to the Shareholders and the Registrar not later than seven (7) days prior to the date of the Meeting.

35. Any General Meetings shall require a quorum of at least 25 Shareholders or their proxies (if any) attending the Meeting or at least half of the Shareholders holding at least one-third of the total issued Shares.

In the case where, 1 hour after the Meeting time has lapsed, a quorum has not been constituted, and if the Meeting has been called at the Shareholders' request, the Meeting shall be cancelled. If the Meeting has not been called for at the Shareholders' request, another Meeting shall be fixed and the Notice of the Meeting shall be sent to the Shareholders 7 days prior to the Meeting. A quorum at the latter Meeting is not required.

36. In General Meeting, the shareholder is able to give his power of attorney to vote on his behalf unless prior approval with written consent and filling the forms provided by the public limited company which should have at least the following details stated.

- a. the total number of shares holding at present
- b. the name of proxy grantor
- c. the time and date of meeting (for each authorized representation and vote on shareholders' behalf.

Please submit to the Chairman or An Authorized Representative whom has been accredited by chairman before the attending the meeting.

37. In the case of unfinished voting or meeting or the total number of shareholders attending no less than three of the total sold out shares which needs to be held again, the meeting shall agreed with time, date, place, and the issues discussed of the meeting and informed all shareholders no less than 7 days prior the meeting date. However, the notice shall be published on the newspaper no less than 3 days prior the meeting date.

38. The committee chairman is the chairman of shareholders' meeting. In the case of the committee chairman is absence, the vice chairman shall be acting as the chairman (if any). In other cases, the attending shareholders will be able to choose or appoint one of shareholders to be a chairman of that meeting.

39. For shareholders' meeting, each shareholder has individual vote.

In the case of shareholder take a special part of that issue discussed, that shareholder shall not have rights to vote for that issue unless agreed by committee.

To approvals or votes and issues discussed within the general meeting shall receive the majority vote of shareholders and shall have rights to vote; excluded the following issues which shall receive the vote no less than 3 in 4 of total votes from shareholders attending and voting within meeting.

Selling or transfer the whole or part of existing company's business to third person.

- a. Purchasing or receiving the transfer of other company's businesses from other companies or private companies.
- b. Signing editing or making cancellation the whole or important part of rental company's agreements, assigning third person to take over the existing company's businesses or merging the business with others by having it purposes of benefit sharing.
- c. To manage the company's business or merge with others third party to objectives share profit and loss.

40. The Annual General Meeting of Shareholders shall be as follows.

- (1) To consider the report on the Company's operating results in the past year.
- (2) To consider and approve the audited balance sheet and profit and loss statements.
- (3) To consider and approve the appropriation of the Company's profit.
- (4) Elect Directors who retire by rotation.
- (5) Appointment of the Company's auditors.
- (6) Other business.

Information of the members of Audit Committee to be shareholders Proxy at
the Annual General Meeting of Shareholders for the year 2015.



Name : Mr. Narongchai Satanupong

Director Type : Independent Director and Chairman of Audit Committee

Age : 74 Years

Education : MBA , Thammasat University
: B.B.A., Thammasat University

Training relating to role and Duties of Director : Director Certification Program (DCP), Thai Institute of Director (IOD)
: Audit Committee Program (ACP), Thai Institute of Director (IOD)
: Role of the Compensation Committee Program (RCC),
Thai Institute of Director (IOD)

Current Position : Chairman of Audit Committee , Independent Director, Nominating
and Remuneration Committee, Nusasiri Plc.

Professional Experience : Director/ Audit Committee, Samart Telecom Plc.

Position in other Public Company : Chairman of Advisor, Peerapat Technology Plc.

Position in other company (Excluding Public Company) : Managing Director , Siam Appraisal and Service Co.,Ltd.

Being Director/Executive in other Other Companies which may have Conflict of interest with the Company : -Non-

Relationship with executives or major Shareholders of the Company or its Subsidiaries : -Non-

Shareholding in the company : -None-

Legal Dispute in past years : -None-

Meeting Attendance in 2014 : Board of Director 7/7 times
: Audit Committee 4/4 times
: Nominating and Remuneration Committee 2/2 times

Information of the members of Audit Committee to be shareholders Proxy at
the Annual General Meeting of Shareholders for the year 2015.

Name	: Mr. Surasak Narkswas	
Director Type	: Independent Director and Audit Committee	
Age	: 68 Years	
Education	: MBA, in Social Development, National Institute of Development Administration (NIDA) : L.L.B , Thammasat University : B.A in Economic, Thammasat University : Diploma in Public Administration and Public Law, King Prajadhipok's Institute : Diploma in Public Law, Thammasat University : Diploma in Management course, Office of the Civil Service. : Diploma in Surveying	
Training relating to role and Duties of Director	: -Non-	
Professional Experience	: Deputy Director , Cooperative Promotion Department : Expert of the Administration and Management of Cooperative, Cooperative Promotion Department. : Vice President, Cooperative Promotion Department : Secretary of Department, Cooperative Promotion Department : Academic of Cooperative , Cooperative Promotion Department : Credit Loan Officer , Krung Thai Bank Plc. : Surveyor of Department of Lands, Ministry of Interior	
Current Position	: Independent Director, Audit Committee, Nominating and Remuneration Committee, Angpao Assets Plc.	
Position in other Public Company	: -Non-	
Position in other company (Excluding Public Company)	: Legal Counsel / Director, Cooperative Official : Director , Cooperative Promotion Department : Director, Dusit Rice Mill Co.,Ltd.	
Being Director/Executive in other Other Companies which may have Conflict of interest with the Company	: -Non-	

Relationship with executives or major Shareholders of the Company or its Subsidiaries : -Non-

Legal Dispute in past 10 years : -Non-

Meeting Attendance in 2014 : Board of Director 7/7 times
: Audit Committee 4/4 times
: Nominating and Remuneration Committee 2/2 times

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