

(Translation)

**Minutes of the Annual General Meeting of Shareholders 2016
of Nusasiri Public Company Limited
held on April 29, 2016
at The Windsor Suite Hotel and Convention, Budsarakham room, 32th Floor,
10/1 Soi Sukhumvit 20, Sukhumvit Rd, Khlong Toei, Bangkok 10110**

Directors attending the Meeting

1. Mr. Visanu	Thepcharoen	Chairman of the Board
2. Mr. Pradit	Sawattananond	Chairman of the Audit Committee and Independent
3. Mr. Manop	Thanomkitti	Audit Committee and Independent Director
4. Mr. Somjitr	Chaychana	Director/Company Secretary
5. Mrs. Siriya	Thepcharoen	Director

Directors who were absent from the meeting

1. Mr. Somkid	Sari	Vice Chairman of the Board
2. Mr. Amnuay	Preemonwong	Audit Committee and Independent Director

Participants attending the Meeting

1. Ms. Jarunee	Nuammae	A representative office of auditor A.M.T Associates
2. Ms. Chanudda	Booncherd	A representative office of auditor A.M.T Associates
3. Mr. Anucha	Sangraruay	Legal Advisory

Beginning of Meeting 9:15 A.M.

Mr. Somjitr Chaychana, Director and Company Secretary, informed the meeting that there are currently 156 registered shareholders with 74 shareholders attending in person and 82 shareholders by proxies, representing 3,551,222,349 shares or 51.1196 percent of the Company's total paid-up shares of 6,946,884,128 shares, thus constituting a quorum in accordance with the Company's Articles of Association No. 35 and 38 that requires that the Chairman of the Board of Directors to be the Chairman of the Meeting.

Accordingly, Mr. Visanu Thepcharoen, the Chairman of the Board of Directors welcomed the shareholders present at the Annual General Meeting of Shareholders 2016 and introduced the Meeting the Company's Director and Auditors from A.M.T. & Associates Co., Ltd. and Legal Advisory, 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 and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2015 on October 22, 2015.

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

Mr. Somjit Chaychana informed the Meeting that the company held the Extraordinary General Meeting of Shareholders No. 1/2015 on October 22, 2015 and has prepared the Company's Minutes as mentioned submitted to the Stock Exchange of Thailand and the Ministry of Commerce at the time as the Law requires within 14 days (*The copy appears enclosed as Attachment 1*)

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.

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

Meeting's Resolution: The Meeting has its resolution to unanimously certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015 held on October 22, 2015 with the following votes:

Agree	3,551,823,949	votes or	99.9994	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	21,000	votes or	0.0006	of total votes

Agenda 2: To acknowledge the report on the Company's operating results and Annual Report 2015

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

Mr. Somjit Chaychana informed the Meeting that the Company reported operating results for the past and the significant changes that occurred in the year 2015, which appeared in annual report 2015. According to the annual report which has been sent to all shareholders, In summary, significant information about the operations of the Company as at 31 December 2015, the parent company had profit amount of 51.09 million baht, for the consolidated statement revenue of 1,208.47 million Baht, cost of sales is amount of Baht 698.93 million, cost of rental and services is amount of Baht 19.36 million, expense of sales and services is amount of Baht 346.43 million, financing costs is amount of Baht 56.12 million, Net profit is amount of Baht 63.13 million baht. Compared with the year 2014, the Company had a net profit decreased amount of Baht 43.62 million baht.

From the Statements of financial position, ended on 31 December 2015, the Company had total assets of Baht 11,502.18 million, total liabilities of Baht 3,942.61 million, shareholders' equity of Baht 7,559.57 million, total liabilities and shareholders' equity of Baht 11,502.18 million and D/E Ratio for year 2015 is 0.52, decreased in 0.24 (D/E Ratio for year 2014 is 0.76). The basic earnings per share (EPS) are 0.0101, decreased in 0.0092 (The basic earnings per share (EPS) in year 2014 are 0.0193).

There are four projects launched in 2015 including Nusasiri State Tower valued of Baht 2,142.21 million, Nusasiri Sriracha Project valued of Baht 3,052.38 million, Nusa sport Mall valued of Baht 224.14 million and Gourmet District project valued of Baht 240.13 million, total valued of four projects is Baht 5,658.86 million.

In the year 2016, the company plans to launch two new projects which are, Nusasai My Ozone Khao Yai project and Lake Como project at Nusasiri City Rama II. To conclude the operating results of the company for the year 2015 and operating plans for the year 2016 to the shareholders to consider briefly, the *details are in the annual report for the year 2015, as in Attachment 2* in the CD format that has been sent to you. The Board recommends shareholders to acknowledge the report on the Company's operating results and Annual Report 2015.

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

Miss Patcharin Chanmetar, the shareholder, asked that according to the Extraordinary General Meeting of Shareholders No. 1/2015 that had inquired about the Company's water park project in Pattaya and had the information that it was between improvement that Launched about 4-5 years ago, where is the construction work now? And according to the Annual Report 2015, page 125, No. 2, each revenue source is still dated as of June 30, 2015.

The Chairman explained to the meeting that the correct information for the Nusa Water Land project which was launched in two years ago and the investment in the water park is quite high cost. In the present, the economy is not good. There are many competitors launching close to the company's projects. Therefore, there are plans to change some models in order to better serve the customers and the path of high speed electric train project still pass the back side of the project, the station is not far from the Nusa Water Land project.

Mr. Somjittr Chaichana further explained to the meeting. According to the Annual Report, page 125, No. 2, where each source of income is dated as of June 30, 2015 may be misleading. This must be December 31, 2015. However, apologized to the shareholder for information and the information will be examined again.

Mr. Kriangkrai Latitthorn, a shareholder, asked how much cost of the project at Khao Yai project, how far from the train station and Pattaya project, What is the present situation of the Sriracha project that managed by Marriott hotel and when will the company has the visiting?

Mr. Somjittr Chaichana explained to the meeting that: 1. The cost of My Ozone Khao Yai Project is approximately Baht 1,000 / sq.w. In the present, the company has much land development and it make the cost of land is increased about 5,000-6,000 baht / sq.w. The selling price is about 20,000-30,000 baht / sq.w. Which area is about 1,200 rai. According to the financial statement already reported to shareholders, Nusa My Ozone is still be a quite profitable project for the company.

2. The project in Pattaya, the train station is not directly on the project, but though the back side the project and there are also has motorways which makes traveling more convenient and faster.

3. The Sriracha Project, The management has determined that the management as the hotel should have better options, both the Marriott Hotel and Devaree Hotel. Recently, the company signed the contract with the Movenpick Company for managing the hotel at My Ozone Khao Yai project and Up Ekkamai project.

4. The board has planned to take the shareholders to visit the project at Khao Yai which will go in September or October which in limited amount of persons. The details and rules of participation will be announced through the online system of the SET website and the Company's website to let the shareholders know again later.

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's Resolution; The Meeting resolved acknowledged the report results of operations of the Company and Annual Report 2015.

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, 2015.

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

Mr. Somjittr Chaychana informed the meeting that 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 approval. The Company has prepared the financial statements for the year ended December 31, 2015 presented in the 2015 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 2015 Annual Report and summary financial information as (*Enclosure item No. 2*)

Annual Report for year ended 31 December 2015 can be summarized as follows,

Financial Statement - Assets, Liabilities, and Equity for year 2015 The Company's current assets are Baht 8,774.62 million, Fixed assets Baht 2,727.56 million, Total assets were Baht 11,502.18 million, Current liabilities of Baht 1,943.45 million, Non-current liabilities of Baht 1,999.16 million, Total liabilities were Baht 3,942.61 million. Shareholders' equity was Baht 7,559.57 million, Total liabilities and shareholders' equity amounted to Baht 11,502.18 million. An increase of Baht 3,643.25 million from the year 2014 (Totaling Baht 7,858.93 million in 2014)

Profit and Loss Statement - Income and Expenses for year 2015 The Company has revenue from sales and services Baht 1152.26 million, other income was Baht 56.22 million, Total revenues were Baht 1,208.48 million, Cost of sales and services Baht 718.31 million, sales and service expenses Baht 402.87 million. Total costs and expenses were Baht 1,121.18 million. Profit before tax Baht 87.3 million, Income tax of Baht 24.17 million, Profit (loss) from operation of Baht 63.13 million, Decreased from the year 2014 in the amount of Baht 43.62 million (In the year 2014, operating profit was Baht 106.75 million). The committee agrees that its time that the shareholders meeting consider the approval of Company's financial statements for year ended 31 December 2015 which has passed the inspection of the audit committee and been verified by financial auditors.

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.

Miss Patcharin Chanmate, shareholder, asked that, according to the details of the Annual Report for the year 2015, the unreviewed financial statement, page 141. (After the adjusting of capital pf new business in August 2012), and what does the other components of the shareholders' equity mean? And where is the BVI subsidiary located?

Mr. Somjitr Chaichana clarified to the meeting that BVI Subsidiary or Nusasiri Logistics (BVI) Limited is located in the British Virgin Islands, operating all types of transportation and logistics. And according to the details of the Annual Report for the year 2015, the Financial Statements page 141 is detailed in Note number 11, please the external auditor answer the shareholders questions in the correct information.

Miss Jarunee Nuammae, the external auditor from A.M.T. Associates Company, explained to the meeting that for more details, please see page 142 of annual report, Statements of Changes in Shareholders' Equity According to the table of differences from foreign currency exchange that is the rate of foreign exchange of Subsidiaries, Nusasiri Logistics (BVI) Limited

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's Resolution: The meeting approved the financial statements of the Company for the financial year ended December 31, 2015 which have been approved by licensed auditor with the following votes,

Agree	3,552,218,168	votes or	99.9994	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	21,000	votes or	0.0006	of total votes

Agenda 4: To consider and approve the 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, 2015.

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

Mr. Somjitr Chaychana informed the Meeting that that the company's operating results for the fiscal year ended 31 December 2015 that has been approved by internal board of audits and approved by licensed auditor The Company's profit for the year was Baht 51,097,210.24, or 6.13%. According to Section 115 of the Public Companies Act 2535, the Company is prohibited to pay dividends from other sources of funds other than profits. Since the Company has accumulated losses, the Company cannot allocate profit into legal reserve and pay dividends for fiscal year 2015 Because the company still needs funds for ongoing project implementation, therefore, it is not possible to pay dividends to shareholders and to maintain liquidity, the company approve of not pay dividend this year.

According to section 116, the Company is required to allocate a portion of net profit for the year to reserve, not less than five percent of the annual net profit deducted by the accumulated loss (if any), until the reserve amount are reaches 10 percent of the registered capital, unless the company has other regulations or laws requiring more reserves. The company has a profit for the year amount of 51,097,210.24 baht, but in 2014, there is a accumulated loss amount of 48,749,629.94 Baht, Remaining profit amount of 2,347,580.30 Baht and the employee benefits not yet paid are amount of 713,875.20 Total profit for reserve is 3,061,455.50 Baht, reserve not less than 5% of net profit amount of 153,072.77 Baht. The Board approves of recommends the shareholders meeting to approve the allocation of profits as reserves, according to the legal, and no dividend payment for the company's performance. For the fiscal year ended December 31, 2015.

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.

Miss Patcharin Chanmate, shareholder, has asked that in 2015, the company had a profit and in 2016, how much the profit that company expected for the year 2016? it is expected that the company will pay shareholders the dividends in 2016?

Mr. Somjitr Chaichana explained to the meeting that according to the dividend payment policy of the company, the company has to pay dividend on cash must not be less than 40% of net profit after tax which In the year 2016, the Company has a business plan to make a profit for the company certainly, but in terms of dividends, the company must be profitable enough to pay dividends to all shareholders equally and the Company can still use that profit to use as working capital for the operation of 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's Resolution: The Meeting had its resolution to approve the 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, 2015, resulting votes are as follow;

Agree	3,661,993,357	votes or	99.9994	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	21,000	votes or	0.0006	of total votes

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

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

Mr. Somjit Chaychana informed the Meeting that 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. Somkid Sari Vice Chairman of the Board
2. Mr. Amnuay Preemonwong Audit Committee and Independent Director

Information on those 2 directors is set out in (*Enclosure item No. 3*)

Mr. Somkid Sari: Vice Chairman of the Board, 60 year old

Education: Master Degree in Master of Public Administration, National Institute of Development Administration (NIDA), B.A. in Economic, Ramkhamhaeng University.

Professional Experience: The performance consultant (Level 10) (policy analysts and Honorary the plan).

Mr. Amnuay Preemonwong: Audit Committee and Independent Director, 58 year old

Education: Master of Public Administration , National Institute of Development Administration (NIDA), L.L.B , SukhothaiThammathirat Open University, B.A. in Economic, Ramkhamhaeng University.

Professional Experience: Deputy Director General, Department of the Treasury, Real estate development consultant, Department of the Treasury, Inspector, Ministry of Finance, Chief Inspector, Ministry of Finance, Deputy Secretary of the Treasury.

The Board of Directors recommends that shareholders approve the appointment Mr. Somkid Sari and Mr. Amnuay Preemonwong the directors who retire by rotation, be re-appointed as the Company's directors for another term as 2 directors are suitable and qualified.

This agenda the resolution shall be voted on individually and 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's Resolution: The Meeting had its resolution to approve the re-appointment Details are as follows:

1) Appointment of Mr. Somkid Sari as the Vice Chairman of The Board for another term, resulting votes are as follow;

Agree	3,662,134,018	votes or	100.00	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	-	votes or	-	of total votes

2) Appointment of Mr. Amnuay Preemonwong as the Audit Committee/Independent Director for another term, resulting votes are as follow;

Agree	3,662,134,018	votes or	100.00	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 6: To consider the directors' remuneration for 2016.

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

Mr. Somjit Chaychana informed the Meeting that by the Board Nomination and Remuneration Committee has considered the remuneration of directors year 2014. The Remuneration of Directors by comparison with the company in the same industry by turnover, size of business, duties and responsibilities and appropriate for current economic conditions. Therefore the directors' remuneration for the year 2015, in an amount equal to not more than Baht 5.0 million last year and the remunerations as bonus rate of 0.25% of total assets increased and the company is profitable But limited to a maximum of Baht 500,000 / person / year. The Board of Directors 'remuneration, which has been approved by the shareholders' meeting for the past 3 years, can be summarized as follows:

1. In the year 2013, the amount of 5.0 million (actual use 4.23 million) or 84.60 %
2. In the year 2014, the amount of 5.0 million (actual use 3.34 million) or 66.80%
3. In the year 2015, the amount of 5.0 million (actual use 4.20 million) or 84.00%

The Board of Directors is authorized to determine the rate, details, and conditions of the directors' and subcommittees' remuneration as deemed appropriate. The details on the scope of authority and responsibilities of the board and the Nomination and Remuneration Committee are set out in the annual report (*Enclosure item No. 2*).

The Board of Directors agreed to the AGM for approval the directors' remuneration for 2016 According to the Board Nomination and Compensation Committee proposes.

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's Resolution; The Meeting had its resolution to approve the remuneration of directors for the year 2016 in the amount not exceeding Baht 5,000,000 and the remunerations as bonus rate of 0.25% of total assets increased and the company profitable but limited to a maximum of Baht 500,000 / person / annum, resulting votes are as follow;

Agree	3,662,227,824	votes or	99.9994	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	21,000	votes or	0.0006	of total votes

Agenda 7: To consider and approve the appointment of the Company's auditors and their remuneration for 2016.

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

Mr. Somjit Chaychana informed the Meeting that 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 and/or certified public accountant No. 3885 and/or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant (Thailand) No. 4563 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.

The auditor's remuneration for the past 3 years

1. The year 2015 is baht 1.335 million
2. The year 2015 is baht 1.43 million
3. The year 2015 is baht 1.66 million

Thus, the propose audit fee for the year 2016, 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 2016	The year 2015
The audit of the Annual Financial Statement		
Nusasiri Plc.	780,000	750,000
Financial Statement Consolidated	150,000	100,000
The Financial Statement of Interim/Quarter		
Nusasiri Plc.	720,000	660,000
Financial Statement Consolidated	270,000	150,000
Total	1,920,000	1,660,000

The Committee agreed to the AGM for approval the appointment of Professor Kesree Narongdej, Certified Public Accountant (Thailand) No. 76 and/or Mr. Chaiyut Angsuwittaya, certified public accountant no. 3885 and/or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant (Thailand) No. 4563 of A.M.T. & Associates Co., Ltd. The propose audit fee for the year 2016 of Baht 1,920,000 subsidiaries, not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment.

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's Resolution: The Meeting had its resolution to approve the appointment of Professor Kesree Narongdej, Certified Public Accountant (Thailand) No. 76 and/or Mr. Chaiyut Angsuwittaya, certified public accountant No. 3885 and/or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant (Thailand) No. 4563 of A.M.T. & Associates Co., Ltd. The propose audit fee for the year 2016 of Baht 1,920,000 subsidiaries, not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment, resulting votes are as follow;

Agree	3,662,484,174	votes or	99.9994	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	21,000	votes or	0.0006	of total votes

Agenda 8: To consider and approve cancellation of the allotment of ordinary shares of 2,250,000,000 shares, the Private Placement of 1.5 billion shares, cancellation the allotment of newly issued ordinary shares of 750 million shares to accommodate the exercise of warrants to purchase common shares of the Company (NUSA-WB), totaling 2.25 billion shares.

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

Mr. Somjitr Chaychana informed the Meeting that 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 2.25 billion shares, the Private Placement of 1.5 billion shares, cancellation the allotment of newly issued ordinary shares of 750 million shares to accommodate the exercise of warrants to purchase common shares of the Company (NUSA-WB), totaling 2.25 billion shares.

The Board of Directors agreed to the meeting of shareholders approve cancellation of the allotment of ordinary shares of 2,250,000,000 shares.

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.

Miss Patcharin Chanmetar, the shareholder, asked that the Company increase its capital every year according to the details of the capital increasing for 10 investors in the Annual Report 2015, Page 197, does not specify the price of stock trading so, and please the committee to summarize the details of the capital increasing in last time and the increasing of general mandate this time.

Mr. Somjitr Chaichana explained to the meeting that the increasing capital to 10 investors is determined the offering price of Baht 1.00 per share that is not less than 90% of the market price of the Company's shares. Because there is 1 investor payed late, the Silent Period is determined and the increasing in General Mandate is mandatory framework for

the committee to allocation which the Company can allocate to the right offering (RO) does not exceed 30%, the public offering (PO) does not exceed 20% and the private placement (PP) does not exceed 10% within the next Annual General Meeting (AGM) period or the day that determined by law depend on which day is comes first. In the part if capital increasing to those 10 investors, was approved at the Extraordinary General Meeting of Shareholders No. 1/2015 that held on 22 October 2015 to approve the amendment of the objectives of the capital increase that change to increase capital for investing in wind energy business of 700,000,000 baht.

The Chairman further explained that the increasing of capital in every times. It's to strengthen the liquidity to use as working capital and investment. The increasing of capital is a financial instrument for the Company, in the same way.

Mr. Pornpat Sathitthawornchai, shareholder, asked to get more details about wind energy businesses that company invest in 700,000,000 baht.

The Chairman explained to the meeting that from the Extraordinary General Meeting of Shareholders No. 1/2015 which held on 22 October 2015, the Company has approved the amendment of the objectives of the capital increase to invest in Wind Energy Holdings Ltd. (WEH) that is a wind energy business. Currently, it's already distributed for two projects. This investment, the Company expects that (WEH) will be listed in Stock Exchange of Thailand. Also, increasing in revenue and profit from the growing electricity and earn a certain amount of income.

Mr. Wichai Khumpeerawuth, shareholder, asked that what is the core business of the company in the present? In the year 2016 and go on year which project that the management expecting to be profitable for the company? And what is the most profitable project?

The Chairman explained to the meeting that the Company's core business is real estate development business and also continuous development in other business sectors because it's necessary to promote the selling and to add the option for generating the profitability for the company. In the part of project that could promote to the profitability for the company, management realizes that every project can generate revenue and profit for the company.

Mr. Somjitr Chaichana further explained that the most of the company's revenue, 80-90%, is the revenue from real estate development business. For Water Park or other businesses, It is a channel to promote and support the revenue for the company, as the President clarified, including the occurred of the hotel management to increase in the company's assets. Nusa My Ozone Project, which has the health center, is the first health village in Thailand that can help to support the revenue for the company. The top four projects that could generate the profit for the company are State Tower, Park Exo, Fresh Condominium and Nusasiri City Rama 2 project.

Ms. Patcharin Chanmate, the shareholder, asked that from the news that (WEH) would be listed on the stock exchange but there is a problem with that big stockholder. How is this solved?

The Chairman clarified to the Meeting that there is a new major shareholder in (WEH) and according to the Stock Exchange of Thailand, if the company has changed the new management, it must have to take time and procedural rules to be listed on the stock exchange.

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's Resolution: The Meeting had its resolution to approve cancellation of the allotment of ordinary shares of 2,250,000,000 shares, the Private Placement of 1.5 billion shares, cancellation the allotment of newly issued ordinary shares of 750 million shares to accommodate the exercise of warrants to purchase common shares of the Company (NUSA-WB), totaling 2.25 billion shares, resulting votes are as follow;

Agree	3,668,824,335	votes or	100.00	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 9: To consider and approve that the reduction of the Company's registered capital from the original capital of 11,940,717,764 shares the remaining share capital of 9,690,717,764 shares by way of cut ordinary shares, reserved. To support the issuance of new shares through private placement of 1.5 billion shares. By way of cut ordinary shares reserved for the exercise of warrants to purchase common shares of the Company (NUSA-WB) 750,000,000 shares, totaling 2,250,000,000 shares.

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

Mr. Somjit Chaychana informed the Meeting that pursuant to Agenda 8 when approved the cancellation of the allotment of new ordinary shares in the amount of 2,250,000,000 shares will have to approve the reduction share capital of Baht 11,940,717,764 to new registered capital of 9,690,717,764 shares by way of cut ordinary shares, reserved. To support the issuance of new shares through private placement of 1.5 billion shares. By way of cut ordinary shares reserved for the exercise of warrants to purchase common shares of the Company (NUSA-WB) 750,000,000 shares, totaling 2,250,000,000 shares.

The Board of Directors agreed to the meeting of shareholders approve that the reduction of the Company's registered capital from the original capital of 11,940,717,764 shares the remaining share capital of 9,690,717,764 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's Resolution; The Meeting had its resolution to approve the reduction of the Company's registered capital from the original capital of 11,940,717,764 shares the remaining share capital of 9,690,717,764 shares by way of cut ordinary shares, reserved. To support the issuance of new shares through private placement of 1.5 billion shares. By way of cut ordinary shares reserved for the exercise of warrants to purchase common shares of the Company (NUSA-WB) 750,000,000 shares, totaling 2,250,000,000 shares, resulting votes are as follow;

Agree	3,668,930,137	votes or	100.00	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	-	votes or	-	of total votes

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

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

Mr. Somjit Chaychana informed the Meeting that pursuant to the resolution in Agenda no. 9, after shareholders approved a capital reduction, the Meeting had to consider and approve the amendment to Clause 4 for the Company's Memorandum of Association to reflect the capital reduction. By using the following statement;

"No. 4. Registered capital of Baht 9,690,717,764 (Baht nine thousand six hundred ninety million seven hundred and seventeen thousand seven hundred and sixty-four)

Divided into 9,690,717,764 shares (Nine thousand six hundred ninety million seven hundred and seventeen thousand seven hundred and sixty-four shares)

Par value of Baht 1.00 (Baht one only)

Categorized as: 9,690,717,764 shares (Nine thousand six hundred ninety million seven hundred and seventeen thousand seven hundred and sixty-four shares).

Ordinary 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's Resolution; The Meeting had its resolution to approve the amendment to clause 4. of the Company's memorandum of association to reflect the Capital decrease, resulting votes are as follow;

Agree	3,668,930,137	votes or	100.00	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 11: To consider and approve the capital increase of 690 million new shares from the authorized capital of the company after the share capital reduction in the number of 9,690,717,764 shares to 10,380,717,764 shares by issuing new ordinary shares of 690,000,000 shares at par value of 1.00 baht per share. To support the capital increase by General Mandate.

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

Mr. Somjit Chaychana informed the Meeting that the company needed to boost liquidity and expansion plans therefore there is necessary to increase the share capital to finance the operation the purpose of the capital increase by General Mandate the allocation of new ordinary shares to the private placement of 690 million shares at par value of 1.00 baht per share. 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 and notice No. TorChor 72/2558 Re: Permitting the listed companies to offer new shares in a private placement.

The Board of Directors agreed to the AGM for approval the capital increase of 690 million new shares from the authorized capital of the company after the share capital reduction in the number of 9,690,717,764 shares to 10,380,717,764 shares by issuing new ordinary shares of 690,000,000 shares at par value of 1.00 baht per share, to support the capital increase by General Mandate.

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's Resolution; The Meeting had its resolution to approve the capital increase of 690 million new shares from the authorized capital of the company after the share capital reduction in the number of 9,690,717,764 shares to 10,380,717,764 shares by issuing new ordinary shares of 690,000,000 shares at par value of 1.00 baht per share, to support the capital increase by General Mandate, resulting votes are as follow;

Agree	3,669,038,137	votes or	100.00	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 12: To consider the amendment to clause 4. of the Company's memorandum of association to reflect the Capital increased.

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

Mr. Somjit Chaychana informed the Meeting that due to the capital increase in Agenda 11 to consider and approve the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital increase of the Company with the following statement,

"No. 4. Registered capital of Baht 10,380,717,764 (Baht one thousand three hundred and eighty million seven hundred and seventeen thousand seven hundred and sixty-four)
Divided into 10,380,717,764 shares (One thousand three hundred and eighty million seven hundred and seventeen thousand seven hundred and sixty-four shares)
Par value of Baht 1.00 (Baht one only).
Categorized as: 10,380,717,764 shares (One thousand three hundred and eighty million seven hundred and seventeen thousand seven hundred and sixty-four shares)
Ordinary 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's Resolution; The Meeting had its resolution to approve the amendment to clause 4. of the Company's memorandum of association to reflect the Capital increased, resulting votes are as follow;

Agree	3,668,930,147	votes or	99.9971	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	108,000	votes or	0.0029	of total votes

Agenda 13: To consider and approve the allotment of 690,000,000 new ordinary shares at par value of Baht 1.00 to support the capital increase the General Mandate.

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

Mr. Somjit Chaychana informed the Meeting that 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 690,000,000 shares, to support the capital increase the General Mandate. The Board of Directors agreed to the AGM for approval the allotment of 690,000,000 new ordinary shares at par value of 1.00 baht to support the capital increase the General Mandate. The reasons and the need for capital increase to improve liquidity for the company, use as working capital, currently of financial institutions, credit approval is relatively difficult. It held that the capital increase is streamlined, fast in each occasion funding, as appropriate, keep pace with a rapidly changing environment.

The feasibility of the plans to use the proceeds from the sale of shares. The company will be used as working capital in the business.

The reasonableness of a capital increase for the company. There is additional funding for the venture, The availability of funding to support the expansion plans of the company, future bring the benefits and earnings per Company as well as adding value to the shareholders of the Company.

The impact is expected to occur on the business of the Company. The financial position and results of operations of the Company, due to the capital increase and the implementation of plans to use the money. Is expected to have no impact on the Company's business, due to the sale of shares to the private placement there are steps and duration operation quickly and the can target group of investors, according to the company requirements. This is a potential investment capital, experience or expertise in the business, which can strengthen the company. This will result in maximum benefit, financial results and operations of the Company and shareholders.

In the event that the Company's directors. Do not act with integrity and careful safeguard the interests of the Company, matters relating to recapitalization, if no such duties, causing damage to the Company, Shareholders can sue to claim damages from the directors of the Company, accordance with Section 85 of the Public Companies Act BE 2535 and if the directors neglect of duty Make person related parties to benefit wrongfully, Shareholders can sue restore the advantage of the directors of represent the Company, accordance with Section 89/18 of the Public Companies Act BE 2535.

- Allocation of new ordinary shares the private placement of 690 million shares par value of 1.00 baht per share to support the capital increase the General Mandate.

By The Board of Directors and / or Executive Committee and / or the CEO and / or Board of Directors or Executive Committee assigned. To consider offering of new shares in one or several occasions and will be offered to any person or group of people every time before a group of people together in the same time, provided that such persons is not a connected person of the company. It will be implemented within the Company's Annual General Meeting of Shareholders in the next time or within the law, the company must provide an annual general meeting of shareholders in the next time. (Whichever is earlier). Including a detailed set of criteria for allocation of such terms or other details of the allocation of shares. The determination of the "market price" of not less than 90 percent of the market price of its shares. The market price is calculated based on the weighted average price of its shares after a period of not less than 7 consecutive days, but no more than 15 consecutive days before the date of the offering and no less than the par value of the company the weighted average price shall be the average price of shares traded on a daily basis and not less than par value Baht 1 per share, according to the capital market supervisory board notification associated Shares above accounted for about 10 percent of the paid-up capital of the Company, after the reduction the share capital and paid-up capital of the company by reducing the number of shares. This is equal 6,946,884,128 shares in addition, the allocation of new shares above shall not exceed a total of 694,688,412 shares or 10 percent of the paid-up capital of the Company. 6,946,884,128 shares (*More details are shown in the Attachments No. 4*)

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.

Miss Patcharin Chanmate, the shareholder, asked that if there was a lawsuit or complaints about the misbehavior of the board about the increasing of capital, which way that can be complain about?

Mr. Somjit Chaychana explained to the meeting that in the case that the director of the Company fails to perform his duty with honesty, about the increasing the capital and this might damage to the company so, Shareholders can sue for damages or sue for the benefit of the company at the Criminal Court.

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's Resolution; The Meeting had its resolution to approve the allotment of **690,000,000** new ordinary shares at par value of **1.00** baht to support the capital increase the General Mandate, resulting votes are as follow;

Agree	3,668,969,154	votes or	99.9965	of total votes
Disagree	-	votes or	-	of total votes
Abstain from voting	129,000	votes or	0.0035	of total votes

Agenda 14: To consider other issues (if any).

Mr. Somjittr Chaichana informed the meeting about the details of the Invitation to the Shareholders to visit Nusa My Ozone Co., Ltd., which will be held during September or October 2016. Presently, the company had joined the CAC (anti-corruption project) and it will need to be evaluated according to the requirements of the CAC project.

Ms. Patcharin Chanmetar, the shareholder, asked that regarding to the increasing of General Mandate capital that the Company has given the private placement (PP) a 10% capital increase. Therefore, is the Company will have to increase the right offering shareholders (RO) by 30%? Is there a period of capital increase within one year?

Mr. Somjittr Chaichana explained to the meeting that the Company can not allot capital shares to Right Offering because this approval is to be allocated to a private placement (PP) on a 10% basis only. The company can choose the appropriate flexibility, quickly to raise funds each time. The period of capital increase within 1 year.

Mr. Nitipon Vunpun, the representative from Thai Investors Association, has admired to the board and the company that about being participated participants in the anti-corruption (CAC) for the corporate governance enhancement of the company.

The shareholders asked that they had got news that the company will start the project at Phuket, what is that project about?

The Chairman explained to the meeting that the project at Phuket name is Nusa Laya which located in Layan Beach, which passes the EIA Environmental Impact Assessment Report already. In the present, it is in the process of negotiating with leading partners to jointly manage and invest in the project. For increasing the market potential and increase the price of the project.. Chairman also said thank you to the shareholders for all questions and gave shareholders the opportunity to comment again.


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: 10.45 a.m.

Certified True Copy


(Signature).....

(Mr. Visanu Thepcharoen)
Chairman of the Meeting


(Signature).....

(Mr. Somjittr Chaychana)
Meeting Recorder