



**Notice of the Annual General Meeting of Shareholders
for the year 2017.**

Friday, April 28, 2017 at 13.00 P.M.

At Maple Hotel

Ballroom A (15th floor)

9 Srinakarin Road. Bangna, Bangna, Bangkok 10250

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Remark: Shareholders may view Notice of the AGM and documentation on the company website www.nusasiri.com Since March 30, 2017.



Ref. NUSA 021/2017

Date: 17 March 2017.

Dear : Shareholder.

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2017.

The Company of Nusasiri Public Company Limited of scheduled the Annual General Meeting of Shareholders for the year 2017 held on Friday, April 28, 2017, at 13.00 hrs., at at Maple Hotel, Ballroom A (15th floor), No. 9 Srinakarin Road. Bangna, Bangna, Bangkok 10250 (*Map of the meeting place as shown in the attachment with 8*) in order to consider the matters in accordance with the following agenda.

Agenda 1: To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2016, on April 29, 2016.

Facts and rationale: The Company arranged the Annual General Meeting of Shareholders for the year 2016 on April 29, 2016 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), and distributed through the company's website www.nusasiri.com the copy is shown in (*Attachment No. 1*)

Board's opinion: The Meeting of Shareholder 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 2016

Facts and rationale: The details of the Company's operating results for 2016 are shown in the Annual Report 2016 (*Attachment 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, 2016, 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, 2016.

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, 2016 presented in the 2016 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 2016 Annual Report and summary financial information as (*Attachment No. 2*)

Board's opinion: The Meeting of Shareholder should approve the audited balance sheet and profit and loss statements in respect of the past year ended as at December 31, 2016 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, 2016.

Facts and rationale: The operation result of the Company for the year ended December 31, 2016 which have been approved by the Audit Committee and certified by the authorized auditors the Company's the accumulated losses. to baht 118.76 million or 15.77 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, need not to pay dividend for the year 2016. The Company are also required to finance the implementation of ongoing projects.

Board's opinion: The 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, 2016.

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 2017 Annual General Meeting of Shareholders, the directors who retire by rotation in this year are as follows:

1. Mr. Pradit Sawattananond Chairman of Audit Committee.
2. Mr. Manop Thanomkitti Audit Committee and Independent Director.

Information on those 2 directors is set out in (*Attachments 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. Pradit Sawattananond and Mr. Manop Thanomkitti the directors who retire by rotation, be re-appointed as the Company's directors for another term as 2 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 2017.

Facts and rationale: The Nominating and Remuneration Committee considered the Director's Remuneration for the year 2017, 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 2017, 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. The Board of Directors 'remuneration, which has been approved by the shareholders' meeting for the past 3 years, can be summarized as follows:

1. Year 2014: Baht 5.0 million (actual usage: Baht 3.34 million)
2. Year 2015: Baht 5.0 million (actual usage: Baht 4.20 million)
3. Year 2016: Baht 5.0 million (actual usage: Baht 3.55 million)

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 (*Attachments No.2*)

Board's opinion: The Meeting of Shareholder should approve the Directors' Remuneration for 2017 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 2017.

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 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.

Thus, the propose audit fee for the year 2017 of Baht 2,100,000, 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 2017	The year 2016
The audit of the Annual Financial Statement		
Nusasiri Plc.	850,000	780,000
Financial Statement Consolidated	200,000	150,000
The Financial Statement of Interim/Quarter		
Nusasiri Plc.	750,000	720,000
Financial Statement Consolidated	300,000	270,000
Total	2,100,000	1,920,000

Board's opinion: The Meeting of Shareholder should 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 2017 of Baht 2,100,000, 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 the cancellation of allotment of ordinary shares of 1,296,754,989 shares. To support the capital increase General Mandate of 690,000,000 shares, cancellation of allotment of ordinary shares to the exercise of warrants to purchase common shares of the Company (NUSA-W1) of 606,754,989 shares totalling 1,296,754,989 shares.

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 of ordinary shares of 1,296,754,989 shares, To support the capital increase General Mandate of 690,000,000 shares, cancellation of allotment of ordinary shares to the exercise of warrants to purchase common shares of the Company (NUSA-W1) of 606,754,989 shares totalling 1,296,754,989 shares.

Board's opinion: The Meeting of Shareholder should approve cancellation of the allotment of ordinary shares of 1,296,754,989 shares. To support the capital increase General Mandate of 690,000,000 shares, cancellation of allotment of ordinary shares to the exercise of warrants to purchase common shares of the Company (NUSA-W1) of 606,754,989 shares totalling 1,296,754,989 shares.



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 10,380,717,764 shares the remaining share capital of 9,083,962,775 shares. By the way, cut ordinary shares reserved to support the capital increase by General Mandate of 690,000,000 shares and By the way, cut ordinary shares reserved for the exercise of warrants to purchase common shares of the Company (NUSA–W1) of 606,754,989 shares totalling 1,296,754,989 shares.

Facts and Reason: Pursuant to Agenda 8 when approved the cancellation of the allotment of new ordinary shares in the amount of 1,296,754,989 shares will have to approve the reduction share capital of Baht 10,380,717,764 to new registered capital of 9,083,962,775 shares. By way of cut ordinary shares, reserved. To support the issuance of new shares through private placement of 1.5 billion shares. By the way, cut ordinary shares reserved to support the capital increase by General Mandate of 690,000,000 shares and By the way, cut ordinary shares reserved for the exercise of warrants to purchase common shares of the Company (NUSA–W1) of 606,754,989 shares totalling 1,296,754,989 shares.

Board’s opinion: The Meeting of Shareholder should approve that the reduction of the Company’s registered capital from the original capital of 10,380,717,764 shares the remaining share capital of 9,083,962,775 shares. By the way, cut ordinary shares reserved to support the capital increase by General Mandate of 690,000,000 shares and By the way, cut ordinary shares reserved for the exercise of warrants to purchase common shares of the Company (NUSA–W1) of 606,754,989 shares totalling 1,296,754,989 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 10: To consider the amendment to clause 4. of the Company’s memorandum of association to reflect the Capital decrease.

Facts and rationale: 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.

Board’s opinion: 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 9,083,962,775	(Baht Nine Billion Eighty Three Million Nine Hundred Sixty Two Thousand Seven Hundred Seventy Five).
Divided into	9,083,962,775 shares	(Nine Billion Eighty Three Million Nine Hundred Sixty Two Thousand Seven Hundred Seventy Five shares).
Par value of	Baht 1.00	(Baht one only).
Categorized as:	9,083,962,775 shares	(Nine Billion Eighty Three Million Nine Hundred Sixty Two Thousand Seven Hundred Seventy Five 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 increase in the Company’s registered capital of 690,000,000 new ordinary shares from the authorized capital of the company after the share capital reduction in the number of 9,083,962,775 shares to 9,773,962,775 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.

Facts and rationale: 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.

Board's opinion: The Meeting of Shareholder should approve the capital increase of 690,000,000 new ordinary shares from the authorized capital of the company after the share capital reduction in the number of 9,083,962,775 shares to 9,773,962,775 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.

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

Facts and rationale: In connection with the capital increase, the details contained in Agenda 13 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.

Board's opinion: 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 9,773,962,775 (Baht Nine Billion Seven Hundred Seventy Three Million Nine Hundred Sixty Two Thousand Seven Hundred Seventy Five)
Divided into 9,773,962,775 shares (Nine Billion Seven Hundred Seventy Three Million Nine Hundred Sixty Two Thousand Seven Hundred Seventy Five shares)
Par value of Baht 1.00 (Baht one only).
Categorized as: 9,773,962,775 shares (Nine Billion Seven Hundred Seventy Three Million Nine Hundred Sixty Two Thousand Seven Hundred Seventy Five 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 13: To consider and 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.

Facts and rationale: 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.

Board's opinion: The Meeting of Shareholder should approve the consider a 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 6,947,134,128 shares in addition, the allocation of new shares above shall not exceed a total of 694,713,412 shares or 10 present of the paid-up capital of the Company. 6,947,134,128 shares

(More details are shown in the Attachments No. 4)

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 the issuance and offering bill of exchange and/or debenture of not exceeding THB 3,000 million, totalling 6,000 million.

Facts and rationale: Presently, the company There is a need for funding for administration and construction of the project, if applying for a loan from a financial institution in only one size may not be enough to invest in new projects, at the same time, the company it is necessary to use more working capital to support future business expansion.

Therefore wishes to request an increase in the issuance and offering bill of exchange and/or debenture of not exceeding THB 3,000 million, more from the Extraordinary General Meeting of Shareholders No. 1/2015 held on October 22, 2015. Of 3,000 million, totalling 6,000 million,

Board's opinion: The Meeting of Shareholder should approve the consider the issuance and offering bill of exchange and/or debenture of not exceeding THB 3,000 million, more from the Extraordinary General Meeting of Shareholders No. 1/2015 held on October 22, 2015. Of 3,000 million, totaling 6,000 million, the details are as follows;

Issuance	Nusasiri Public Company Limited
Type	Bill of exchange/debenture, specified or unspecified names of the holders, subordinated or unsubordinated, secured or unsecured and with or without representative of the debenture holders
Total Offering Size	Not exceeding THB 6,000 million
Currency	Thai Baht
Term	Not exceeding 3 years
Offering	The bill of exchanges and/or debentures will be offered to institutional investors and/or high net worth investors and/or specific investors and/or the public. Such offering may be offered in one or several offerings and/or on a revolving basis. In this regards, the Company will comply with laws, rules, regulations and any other related notification.
Principal Repayment	Repayment in installments or in one installment upon maturity in accordance with the terms and conditions of the debt instruments
Early Redemption	The holders of the bill of exchanges and/or debentures shall or shall not be entitled to request the Company to redeem, and/or the Company shall or shall not be entitled to redeem the debentures prior to the maturity, subject to the terms and conditions of each issuance in accordance with laws, rules, regulations and any other related notifications
Registration of Debt Instrument	The Company may register the bill of exchanges and/or debentures with The Thai Bond Market Association and/or other debt instrument exchange(s).
Objectives	<ol style="list-style-type: none"> 1. To utilize as the Company's working capital and long term loan for development of the existing and new projects and for business expansion 2. To repay the existing debts which helps reducing the Company financial costs
Interest Rate	Interest rate will depend on the market condition at such time of the bill of exchanges and/ or debentures are offered or under terms and conditions of the bill of exchanges and/or debentures issued at such time. This shall be subject to notification of the SEC and/or other related notifications, rules and regulation in force at such time the bill of exchanges and/or debenture are issued and offered.
Special Condition	If the Company redeems or repays the principal of the bill of exchanges and/or debentures issued under the total offering amount authorized above, the Company may issue and offer additional debentures in substitution of the debentures so redeemed or repaid.

The Board of Directors of the Company and/or the Executive Committee and/or the Executive Chairman and/or the Chief Executive Officer and/or the person granted the authorization by the Board of Directors of the Company and/or the Executive Committee to determine details and other conditions relating to the issuance and offering of the debentures such as its name, offering amount of each issuance, type of bill of exchange and/or debenture, security, offering price per unit, conditions, term of maturity, period of redemption, early redemption, interest rate, method of principal and interest repayment, allocation process and other details of offering, including to list the debentures as listed securities on the Stock Exchange of Thailand or The Thai Bond Market Association or other secondary market(s), to appoint financial advisors and/or underwriters and/or credit rating agencies and/or relevant persons with respect to the issuance and offering of the bill of exchanges and/or debentures, and to enter into, execute

any relevant documents and agreements, and disclose information to and submit documents to the SEC or other relevant authorities regarding the issuance and offering the bill of exchanges and/or debentures.

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 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. Visanu Thepcharoen)
Chairman of the Board

Remarks: 1. The shareholder who cannot attend the meeting may grant the proxy to Mr. Somkid Sari and Mr. Sakrapi Piewpanich 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 2017 Annual General Meeting of Shareholders Information of the Audit Committee who shareholder can grant the proxy for the 2017 Annual General Meeting of Shareholders (*Attachments No.7*)

2. Any shareholders wishing to receive the 2016 Annual Report in publication form may contact Miss. Siriporn Saesim at telephone no. 0 2030 1399.