

(Translation)

Minutes of Extraordinary General Meeting of Shareholders No. 1/2017**Nusasiri Public Company Limited****18th December 2017****At the Tiara Meeting Room, 3rd Floor, Maple Hotel****9 Srinakarin Rd., Bangna Sub-district, Bangna, Bangkok, Thailand**

Directors

- | | | |
|-----------------|----------------|------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Visanu | Thepcharoen | Chairman of the Board (represent to Chairman of the Board) |
| 2. Mr. Somkid | Sari | Vice Chairman of the Board/ Independent Director/Audit Committee/
Chairman of Nominating and Remuneration Committee |
| 3. Mr. Pradit | Sawattananond | Chairman of the Audit Committee and Independent |
| 4. Mr. Manop | Thanomkitti | Audit Committee and Independent Director |
| 5. Mr. Sompijit | Chaichanajarak | Director/Company Secretary |
| 6. Mrs. Siriya | Thepcharoen | Director |

Absent Director

- | | | |
|------------------|-------------|------------------------------------------|
| Pol.Col. Sakrapi | Priewpanich | Audit Committee and Independent Director |
|------------------|-------------|------------------------------------------|

Executives

- | | | |
|------------------------------------------|---------------|---------------------------------------------------------------------|
| 1. Mr. Rachan | Arayawongchai | Chief Financial Officer |
| 2. Assoc. Prof. Dr. Sumas Wongsunopparat | | Senior Deputy CEO -International Operation and Development Division |

Auditor

- | | | |
|--------------|---------|--------------------------------------|
| Mrs. Jarunee | Nuammae | Representative from A.M.T Associates |
|--------------|---------|--------------------------------------|

Legal Advisor

- | | | |
|----------------|----------|-------------------------------------------|
| Mr. Kriangkrai | Intachan | Representative from True Lawyer Co., Ltd. |
|----------------|----------|-------------------------------------------|

The Meeting Commence: 14.01 hours

Mr. Sompijit Chaichanajarak, Director and Company Secretary, informed to the meeting that 101 shareholders (50 shareholders and 51 proxies) attended the meeting, holding 4,471,935,765 shares or equivalent to 64.3709 percent of the total issued shares of 6,947,134,128 shares; therefore, the quorum was duly constituted in accordance with Clause 35 of the Company's Articles of Association. Meanwhile, Clause 38 required Chairman of the Board to chair the meeting so please invited Mr. Visanu Thepcharoen as Chairman of the Board to conduct the meeting today.

The Chairman warmly welcomed shareholders to the Ordinary General Meeting of Shareholders No. 1/2017 together with Introducing Directors, Executives, Auditor and Legal Advisor of the Company presenting at the meeting.

The Chairman informed shareholders the procedures of a casting vote on each agenda as follows:

1. Shareholder's voting counted 1 ordinary share for 1 vote. But any shareholder was not eligible to vote at all cost if having a stake on that issue.

2. For Casting votes on each agenda, the Chairman of the meeting asked shareholders whether they required casting the vote for Disapproval or Abstention, to raise their hands and delivery their voting coupons to the Company's staff for counting.

3. Voting Coupons of Disapproval or/and Abstention were counted in order to deduct from the number of all votes available, the rest of them were considered as Approval votes of the agenda.

4. The result of Chairman's voting was declared in the end of each agenda at the meeting.

If any shareholder requested to ask any question or express any opinion, please asked or expressed on the present agenda only. And if any shareholder required to propose other issues not related to the current agenda, please did during the consideration of other issues of the agenda particularly.

The Chairman proceeded according to the agendas as follows:

Agenda 1: To adopt the Minutes of the Ordinary General Meeting of Shareholders for the year 2017 held on 28th April, 2017

The Chairman delegated Mr. Sompijit Chaichanajak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompijit Chaichanajak explained to the meeting that the Minutes of the Ordinary General Meeting of Shareholders for the year 2017 conducted on 28th April, 2017 were submitted to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within 14 days from the meeting date as required by Law. The copy of the said meeting minutes was shown on Attachment 1

The Board considered that such minutes of meeting had been correctly recorded and agreed to propose to the shareholders to adopt the Minutes of the Ordinary General Meeting of Shareholders for the year 2017

The Resolution had to derive from the majority votes of shareholders present at the Meeting.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote

Resolution: After consideration, the Meeting adopted the Minutes of the Ordinary General Meeting of Shareholders for the year 2017 held on 28th April, 2017 with the votes;

Approved	4,478,932,412	votes	or	99.9972 %	of shareholders present at the Meeting
Disapproved	125,279	votes	or	0.0028 %	of shareholders present at the Meeting
Abstained	0	votes	or	0.0000 %	of shareholders present at the Meeting
Voided ballot	0	votes	or	0.0000 %	of shareholders present at the Meeting

Agenda 2: To consider the approval of cancellation of the allotment of new ordinary shares to certify the issue of 690,000,000 shares under the General Mandate at a par value of Baht 1, totaling cost of Baht 690 million

The Chairman assigned Mr. Sompijit Chaichanajak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompijit Chaichanajak informed the meeting that the Company planned to increase new registered capital. By laws, the Company had to completely decrease unpaid registered capital or remained warrants of the ordinary shares before increasing new registered capital. The Company, therefore, required a cancellation of the allotment of newly issued ordinary shares to certify a General Mandate with the number of 690,000,000 shares at a par value of Baht 1 each at the total cost of Baht 690 million

The Board agreed to propose to the meeting for consideration of such a cancellation.

The Resolution had to derive from the majority votes of shareholders presenting at the meeting.

The Chairman opened for inquiries from shareholders.

Mr. Sathaporn Phangnirund, shareholder, raised a question and gave a suggestion simultaneously that to increase and decrease the registered capital, shareholders had already approved on the Ordinary General Meeting of Shareholders for the year 2017 dated on 28th April, 2017. Why did deviate from the plan? Why the company not call to increase capital? But it turned out that the Company convened for today's meeting instead in order to ask for an approval of registered capital increase of a new company by allocating to existing shareholders. For the capital increase, the company would allocate it for what's a purpose? To disclose the company information; in the meantime, the board should reviewed details and the importance of information deliberately before releasing to the public. Therefore, the board should summarize all of today's information for more understanding as soon as possible.

Mr. Sompijit Chaichanajak, stated the content of the meeting today, comprised the approval of the capital reduction allotted to a particular person representing 690 million shares as the company would ask the approval of 694,713,412 newly ordinary issued shares to existing shareholders. Regarding the shares of approved capital increase if not raised the capital, had to seek the approval of the capital reduction required by laws. The purpose of new capital increase this time was to expand a wellness business and some of which was a working capital in accordance with a report of the capital increase (F53-4) on Attachment 2. Seeking the approval of the capital increase this time intended to increase capital to existing shareholders at the ratio of existing share to new share (10 : 1), in the offering price Baht 0.50 per share (a par value of Baht 1.00) and the rights to warrants of NUSA-W3 at Baht 0 for 2 years (free); then, it could be convertible to ordinary shares. Exercise ratio was 1 unit of warrant to 1 new ordinary share and exercise price was Baht 1.00, the remaining shares were reserved for the adjustment of rights to purchase ordinary shares of the company NUSA-W2, NUSA-WA and NUSA-WB according to a calculation principle of SET. Today's meeting, If shareholders approved, the company would inform to shareholders entitle to purchase shares and proceed a payment within 15th - 19th January, 2018.

Mr. Visanu Thepjaroen, the Chairman of Board of Director, appreciated to everyone for giving a great comment and added that the approval of registered capital increase at the Ordinary General Meeting of Shareholders for the year 2017, used for convenience and flexibility to management and for quick financing the company, without requesting credit from a Financial Institution spent quite long approval procedure. As poor market and economic conditions, including the company's share price was lower than an offering price to private placement and less than a par value of Baht 1, it was really difficult to negotiate with an investor. Besides, the amount of transfer ownership in each project decreased as a financial Institution disapproved the credit for the customer reserved it.

In order to operate businesses, including expanding both domestic and International wellness businesses continuously, the Board and the Executive team agreed to increase capital to the existing shareholders for the said business investment. Presently, the company has already run both domestic and international businesses as reported via the Stock Exchange system.

The Chairman assigned Mrs. Sririya Thepcharoen, Director and Chief Executive Marketing Officer, to present a wellness business of the company.

Mrs. Sririya Thepjaroen, mentioned that the company had recently invested in a wellness business under the name of Panacee Medical Center Co., Ltd, Thailand and Panacee Medical Hong Kong Co., Ltd., Hong Kong. And also planned to expand the investment in China. Such an investment, the company had seen an opportunity for real estate business development and run a wellness business in China simultaneously. Nowadays, the main project of a wellness

business had already operated at Nusa My Ozone, Kao Yai Province; hence, capital increase and offering shares of the company played a very important role in investment and the wellness business expansion, likely to be better. Meanwhile, they also needed to have a financial security.

Mr. Nawanan Sing Duwa, shareholder, inquired how many empty lands were acquired by the company presently? Why the company could not transfer the ownership to the customer reserved?

From a seeking approval of the General mandate type, the company has already set an offering price not less than Baht 1. Why did set a price higher than the market making it hard to sell?

In the investment in Hong Kong and the wellness business expansion in China, the company negotiated with a co-investor whether would invest in the company alone and the co-investor had a special deal with the Company, making him accepted to be a joint-venture? Additionally, business expansion to aboard would open a gap for a person to commit fraud whether or not? What kind of tools to handle it?

Mr. Sompijit Chaichanajarak answered the question there were empty lands on the projects of My Ozone in Phuket, Chiangmai, Pattaya, Sriracha. As regards transfer ownership deviated from the plan was the factor behind of the credit loan disapproval of some reserved customers. Consequently, the company had a trouble in achieving transfer amount increase. In addition, the investment in Hong Kong, the company has already prepared a practical strategy to business expansion in China; a country was plenty of population. But, it currently still took a step of negotiation with a China's investor. Investment in China made the company great leap forward in wellness business, which could run the business and develop the real estate concurrently. And if there was clarification on this matter, the company would inform shareholders afterward. Regarding the business in aboard, the Board had a measure in auditing and evaluating operating performance transparently complying with the regulations of the Securities and Exchange Commission (SEC).

Thanks to the previous approval of General Mandate to private placement, the company set an offering price share not less than Baht 1 and not less than 90 percent of the average market price. The market price was much lower than the offering price as we know it today, which caused an investor not interested in purchasing the capital increase shares. With equality between new and existing shareholders, the Board agreed to reduce the unused capital in order to operate the businesses as planned together with mobilizing the capital for wellness business expansion and reserving working capital. This is the reason why the company convened shareholders for the meeting today.

Mr. Thara Cholpranee, shareholder, raised a question about a capital increase whether revenue from sales was sufficient to investment? How much profit did you receive from it, including the capital would be invested in Panacee's Thailand or Panacee's aboard?

Mr. Sompijit Chaichanajarak, answered to the question that this capital increase would be allocated to the wellness business expansion in Hong Kong and some would be working capital, including would be appropriated for taking over the group of shareholders of the Panacee Medical Center Co., Ltd.(Thailand) as reported via the Stock Exchange system.

In the capital increase, the Board and Executives supposed that it was adequate to expand wellness business as well as reserving a working capital to the company's businesses, The Chairman added.

Mr. Sakchai Sakulrimontri, shareholder, inquired how many debentures and bills were available in the first-half year?

The Chairman assigned Mr. Rachan Arayawongchai, Chief Financial Officer (CFO), to clarify the additional fact as requested by the shareholder.

Mr. Rachan Arayawongchai explained that debentures would be due on February 2018 amounting to approximately Baht 650 million. The debentures have already been issued for repayment.

Mr. Nawanan Sing Duwa, shareholder, questioned whether the Chairman would exercise the subscription rights to newly issued ordinary shares?

The Chairman has confirmed a subscription entitlement to the newly issued shares according to the right offering

The Chairman expressed an appreciation to the shareholders for inquiries and opened for additional inquiries from shareholders, but no inquiry was raised. The Chairman then asked the meeting to vote

Resolution: The meeting approved the cancellation of the allotment of new ordinary shares for capital increase to certify the issue of 690,000,000 shares under the General Mandate at a par value of Baht 1, totaling cost of Baht 690 million with the votes;

Approved	4,557,747,416	votes	or	100.0000 %	of shareholders present at the Meeting
Disapproved	0	votes	or	0.0000 %	of shareholders present at the Meeting
Abstained	0	votes	or	0.0000 %	of shareholders present at the Meeting
Voided ballot	0	votes	or	0.0000 %	of shareholders present at the Meeting

Agenda 3: To consider and approve the registered capital reduction from Baht 9,773,962,775 to Baht 9,803,962,775 by deducting from the registered capital reserved to certify the issuance of the General Mandate of 690,000,000 shares at a par value of Baht 1, totaling cost of Baht 690 million and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the company.

The Chairman delegated Mr. Sompijit Chaichanajarak, Director and Company Secretary, to clarify the fact of this Agenda.

Mr. Sompijit Chaichanajarak informed to the meeting that according to the Agenda No.2, the meeting's resolution having been the approval of cancellation of the allotment of new ordinary shares for capital increase had to consider and approve the registered capital reduction from Baht 9,773,962,775 to Baht 9,803,962,775 by deducting from the registered capital reserved to certify the issuance of the General Mandate of 690,000,000 shares at a par value of Baht 1, totaling cost of Baht 690 million. And to approve the amendment of Clause 4 of the Memorandum of Association of the Company as Section 18 (4) of the Public Limited Companies Act, B.E.2535; The person assigned by the Board to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, which authorized to amend and add words to comply with the order of the Registrar within 14 days from the shareholders' meeting date. The Amendment of Clause 4 of the Company's Memorandum of Association to be in line with the capital reduction as follows:

Clause 4:

The registered capital	9,083,962,775	baht	(Nine thousand eighty three million nine hundred sixty two thousand seven-hundred seventy five baht)
The total of shares	9,083,962,775	shares	(Nine thousand eighty three million nine hundred sixty two thousand seven-hundred seventy five shares)
The Par Value	1	baht	(one baht)

The Ordinary shares 9,083,962,775 shares (Nine thousand eighty three million nine hundred sixty two thousand seven-hundred seventy five shares)

The Preferred shares - shares (0 share)

This Agenda required the approval of not less than three-fourths (3/4) of the shareholders present at the meeting

The Chairman expressed an appreciation to shareholders for inquiries and opened for additional inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: The meeting approved the registered capital reduction from Baht 9,773,962,775 to Baht 9,803,962, by deducting from the registered capital reserved to certify the issuance of the General Mandate of 690,000,000 shares at a par value of Baht 1, totaling cost of Baht 690 million and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company with the votes;

Approved	4,557,747,416	votes	or	100.0000 %	of shareholders present at the Meeting
Disapproved	0	votes	or	0.0000 %	of shareholders present at the Meeting
Abstained	0	votes	or	0.0000 %	of shareholders present at the Meeting
Voided ballot	0	votes	or	0.0000 %	of shareholders present at the Meeting

Agenda 4: To consider and approve the increase of the Company's registered capital after the capital reduction, balanced Baht 9,083,962,775 by issuing 1,404,091,517 newly ordinary shares, totaling of Baht 10,488,054,292 at a par value of Baht 1 and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company.

The Chairman delegated Mr. Sompijit Chaichanajak, Director and Company Secretary, clarify the fact of this agenda

Mr. Sompijit Chaichanajak informed to the meeting that the company necessarily used a capital for the business expansion as planned both Thailand and aboard and also for liquidity supplement. The purpose of the Capital Increase was being a working capital for wellness business expansion; therefore, had to have financial readiness and liquidity supplement efficiently, which would generate benefits and profits to the company, including creating value added to shareholders as well.

The meeting would consider and approve the increase of the Company's registered capital after the capital reduction, balanced of Baht 9,083,962,775 by issuing 1,404,091,517 newly ordinary shares, totaling of 10,488,054,292 baht at a par value of Baht 1 (The capital increase report show on Attachment 2) and the amendment of Clause 4 of the Memorandum of Association of the Company as Section 18 (4) of the Public Limited Companies Act, B.E.2535; The person assigned by the Board to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, which authorized to amend and add words to comply with the order of the Registrar within 14 days from the shareholders' meeting date. The amendment of Clause 4 of the Company's Memorandum of Association to be in line with the capital reduction as follows:

Clause 4:

The registered capital	10,488,054,292 baht	(Ten thousand four hundred eighty eight million fifty four thousand two hundred ninety two baht)
The total of shares	10,488,054,292 shares	(Ten thousand four hundred eighty eight million fifty four thousand two hundred ninety two baht)

The Par Value	1 baht	(one baht)
The Ordinary shares	10,488,054,292 shares	(Ten thousand four hundred eighty eight million fifty four thousand two hundred ninety two baht)
The Preferred shares	- shares	(0 share)

This Agenda required the approval of not less than three-fourths (3/4) of the shareholders present at the meeting

The Chair opened for inquiries from shareholders

Mr. Sakchai Sakulrimontri, shareholder, inquired what was the warrant of the company's ordinary shares (NUSA-WA) and (NUSA-WB)? How many baht per share?

Mr. Sompijit Chaichanajarak responded the question that a term of the warrant of the company's ordinary shares (NUSA-WA) and (NUSA-WB) was a certification that the holder was entitled to buy the ordinary shares of the company allocated to private placement. In the exercise price of 1 Baht per share was an allocation of its warrants according to the proportion of shareholders without charge and would not a security registered in the stock market, which NUSA-WA would be valid for 3 years in this January, 2018

Mr. Tara Cholpranee, shareholder, raised a question that the purpose of capital increase's expenditure of Baht 1,042,070,118 from the year 2018 to 2020 informing to, but it still not informed to increase and not received the exercise of warrants as considered being a lot of money. To inform shareholders next time, wanted to add more unpaid increase capital's shares by clearly explaining the details and facts to shareholders for more understanding.

Mr. Sompijit Chaichanajarak answered the question that according to the shareholder's suggestion, the company should have all details involving in the number of shares for capital increase this time, which included a preparation of the number of issued exercise warrants; nevertheless, the Securities and Exchange Commission (SEC) needed to rectify its number and details for more standard and clarification. If shareholders required the company to disclose all details for making a decision, the company would take it into consideration and consult with the SEC official before disclosing them.

The Chairman expressed an appreciation to shareholders for inquiries and opened for additional inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: The meeting approved the increase of the company's registered capital after the reduction of the registered capital to Baht 9,083,962,775 and Issuance of 1,404,091,517 newly ordinary shares, totaling of Baht 10,488,054,292 at a par value of Baht 1. And approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company with the votes;

Approved	4,480,500,116	votes	or	98.2879 %	of shareholders present at the Meeting
Disapproved	0	votes	or	0.0000 %	of shareholders present at the Meeting
Abstained	78,047,400	votes	or	1.7121 %	of shareholders present at the Meeting
Voided ballot	0	votes	or	0.0000 %	of shareholders present at the Meeting

Agenda 5: To approve an allocation of 1,404,091,517 newly ordinary shares of the company at a par value of Baht 1, totaling of Baht 1,404,091,517

The Chairman assigned Mr. Sompijit Chaichanajarak, Director and Company Secretary, reported to the meeting. Due to the increase of the registered capital of the company by issuing 1,404,091,517 new ordinary shares with a

par value of Baht 1.00 each, the objective is to allocate the shares to the existing shareholders (Rights Offering: RO) to support the exercise of warrants to purchase Nusasiri Public Company Limited No.3 (NUSA-W3). Allotment of new shares to be issued and offered to existing shareholders in proportion to their shareholding, and to accommodate the adjustment of the right of the warrants to purchase the Company's ordinary shares. The Board of Directors approved the proposal of the shareholders' meeting. To consider and approve the allotment of 1,404,091,517 newly issued ordinary shares of the Company at par value of Baht 1 at the following details (Details of the Capital Increase Report Form (F53-4) are shown on Attachment 2)

1. Allocation of capital increase of 694,713,412 shares at a par value of Baht 1 to the existing shareholders (RO)

(1) The proportion of offering price was 10:1 and Fraction of 0.50 shares will be discarded due to the financial statement of the annual report of the year 2016 had accumulated deficit of Baht103.71 million. While the period of 9 months, which terminated on 30th September 2017 apparently went down and the accumulated deficit shew Baht 205.22 million. This is the reason why the Company had to mobilize in a lower value of a par value according to Section 52 of the Public Company Limited Companies Act, B.E.2535. The Company has been operating for not less than one year. If there is a loss, the share offering will be lower than the registered value. It must be approved by the shareholders meeting.

(2) In the case that there were ordinary shares remaining from the allotment to the existing shareholders in proportion to their shareholding in the first round. The Company will allot the remaining shares to existing shareholders who wish to subscribe for additional shares according to the proportion of their own rights until there were no remaining shares allotting to the shareholders. Nonetheless, In the case of allotment of the remaining shares to the existing shareholders, The Board of Directors and / or the Executive Committee and / or the Chief Executive Officer and / or the person assigned by the Board of Directors or the Executive Board were authorized to do so for allocating and offering to Private Placement.

(3) In case there are shares remaining from the exercise of the rights to subscribe for new shares of the Company's existing shareholders. Proportion of shareholding Including overbooking and the remainder from the allocation and offering to Private placement. The Company would like to request for a reduction of the Company's registered capital at the Annual General Meeting of Shareholders for the year 2018

(4) The Company had set the date for determining the names of shareholders who were entitled to subscribe for shares (Record Date) on December 26, 2017

(5) The rights to subscribe and receive such newly issued ordinary shares were still uncertain until the approval of the Extraordinary General Meeting of Shareholders No. 1/2560.

2. The allotment of 694,713,412 new ordinary shares for capital increase with a par value of Baht 1 per share to certify the exercise of warrants to purchase ordinary shares of the Company No.3 (NUSA-W3), which the Company would issue to the existing shareholders in proportion to their shareholding.

3. The allocation of 2,219,319 new ordinary shares to accommodate the adjustment of the rights to purchase ordinary shares of the Company No. 2 (NUSA-W2), the allocation of 3,866,838 new ordinary shares to accommodate the adjustment of purchase ordinary shares of the Company (NUSA-WA) and the allocation of 8,578,536 new ordinary shares to accommodate the adjustment of the right to purchase ordinary shares of the Company (NUSA-WB) all of which derived from the issuance of 14,664,693 newly ordinary shares with a par value of Baht 1 per share to accommodate the adjustment.

This Agenda required the approval of not less than three-fourths (3/4) of the shareholders present at the meeting.

The Chairman expressed an appreciation to shareholders for inquiries and opened for additional inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: To approve an allocation of 1,404,091,517 newly ordinary shares of the company at a par value of Baht 1, totaling of Baht 1,404,091,517 with the following votes.

Approved	4,479,700,116	votes	or	98.2703 %	of shareholders present at the Meeting
Disapproved	800,000	votes	or	0.0175 %	of shareholders present at the Meeting
Abstained	78,047,400	votes	or	1.7121 %	of shareholders present at the Meeting
Voided ballot	0	votes	or	0.0000 %	of shareholders present at the Meeting

Agenda 6: To consider and approve the issuance and offering warrants of Nusasiri Public Company Limited No.3 (NUSA-W3) not exceeding 694,713,412 units with an offering price of 0.00 Baht per unit to be allocated to the existing shareholders in proportion to their shareholding.

The Chairman delegated Mr. Sompijit Chaychanajarak, Director and Company Secretary, clarify the facts of this agenda.

Mr. Sompijit Chaychanajarak informed to the meeting that the issuance and offering of warrants to purchase the Company's ordinary shares No. 3 (NUSA-W3) to the existing shareholders. The exercise ratio was 1 warrant for 1 ordinary share at the exercise price of Baht 1.00 per share and the offering price of Baht 0.00 per share. This is because the Company needed to motivate the existing shareholders to exercise their rights to subscribe ordinary shares in proportion of their shareholding (Rights Offering) for achieving its strategic plan.

Issuing and offering warrants of Nusasiri Public Company Limited No.3 (NUSA-W3) not exceeding 694,713,412 units with an offering price of 0.00 Baht per unit to be allocated to the existing shareholders in proportion to their shareholding.

The power was exercised by the Board of Directors and / or the Executive Committee and / or the Chief Executive Officer and / or the person assigned by the Board of Directors or the Executive Committee to do the following. (1) Determine or modify the details, procedures and other conditions related to the issuance and offering of warrants appropriately, which included, but was not limited merely to terms and conditions of warrants the determination of the date of the allotment of warrants, the number of ordinary shares reserved for the exercise of warrants and the duration of the exercise or the determination of the event that the Company had to issue new shares to support the exercise of warrants, and (2) negotiate, sign, and amend contracts, sales reports, disclosures, requests for exemption, performance of reports, requests for licenses and other evidence relevant to the issuance and offering of warrants, together with contacts, submission of such documents for permission. And other relevant documents, actions, correspondence and / or other actions to the SEC, SET, Government and agencies and / or units related to the issuance and offering of warrants, the listing of warrants and the listing of the new ordinary shares were on the SET and giving a power to perform any other action necessary. They were all appropriate to carry out the operations described above.

The Resolution had to derive from the majority votes of shareholders present at the Meeting.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote

Resolution: After consideration, the Meeting approved the issuance and offering warrants of Nusasiri Public Company Limited No.3 (NUSA-W3) not exceeding 694,713,412 units with an offering price of 0.00 Baht per unit to be allocated to the existing shareholders in proportion to their shareholding

Approved	4,480,500,116	votes	or	98.2879 %	of shareholders present at the Meeting
Disapproved	0	votes	or	0.0000 %	of shareholders present at the Meeting
Abstained	78,047,400	votes	or	1.7121 %	of shareholders present at the Meeting
Voided ballot	0	votes	or	0.0000 %	of shareholders present at the Meeting

Agenda 7: Other business (if any)

The Chairman gave shareholders the opportunity to express their opinions on this agenda. There were shareholders giving suggestions and additional questions as follows.

Mr. Nawanan Sing Duwa, a shareholder, proposed in the case that a customer to subscribe newly issued ordinary shares, but not to transfer money; it meant that there was no completely transaction to the company and if a customer was rejected a loan from any bank or financial institution, the company would cut prices to sell them down to apply for a loan easier. And the company did not need to bare a burden of interest payment.

The Chairman appreciated the shareholder for his comment.

Mr. Jitbundit Krutraraniyom, a shareholder, inquired and suggested that as a company's plan and its operation directions in the year next, it was quite clear. But for the shareholders' voting of approval, disapproval or abstention, it would be about a problem in finance and the use of capital. Therefore, in the next meeting, the Chairman should prepare a financial statement and the use of capital clearer so that there was no problem in voting.

The Chairman thanked you for the feedback and answered to the question about the company's action plan and the budget in 2018; they were still not much improved and would be submitted for an approval by the Board of Directors. Therefore, the next year operation directions would be stock clearance and develop existing projects, including health business without any expansion in a new project. Concerning the casting votes would consider and modify the meeting's information and Information technology in order to have only approval votes as suggested.

Mr. Sakchai Sakulsrimontri, a shareholder, had a question how many wellness businesses were available in Thailand? And which banks that shareholders were able to purchase the company's ordinary shares for capital increase?

Mr. Sompijit Chaichanajarak, responded that the company would open 3 wellness businesses in Thailand; which were Nusa My Ozone Kaoyai, Panacee Medical Center (Ekkamai) and Nusasiri Rama II (not available yet). With regard to purchasing the company's newly issued ordinary shares for capital increase could go to every branches of Thanachart Bank Public Company Limited from 15 to 19 January, 2018 (including 5 business days) without charging administration fees. If the payment was paid via a Bill payment system, the company would be in charge.

Mr. Tara Cholpranee, a shareholder, inquired that the current market price was approximately Baht 0.43, but the company still increased the registered shares and allotted to the right offering at a price of Baht 0.50, worthwhile and beneficial to the existing shareholders whether or not? And what was a contingency plan if it was not accomplish the goal?

Mr. Sompijit Chaichanajarak answered to the meeting that as the previous approval of the capital increase, the company did not increase it, but a way to raise capital was issuing debentures. And if it deviated from the plan or there was no an existing shareholder to exercise the rights, the company would reduce the expenses. In case there were the remaining shares from allotment to the existing shareholders, the company had a contingency plan under the authority of

the Board of Directors and / or Executive Committee and / or Chief Executive Officer. And / or persons assigned by the Board of Directors or the Executive Committee to allot and offer to the private placement afterward. In addition, if capital mobilization did not meet the plan, the company would apply for loans with financial institutions depending on the market condition as well.

Mr. Sathaporn Phangniran, a shareholder, asked whether the company had remained an excess share capital and how much were a D / E Ratio was required by the financial institution?

Mr. Sompijit Chaichanajarak, stated that nowadays the excess of share capital left and the D / E Ratio of 2 to 1 for financial institutions; while, that of 0.59 for the company. However, the company still carried a huge financial burden.

Mr. Sakchai Sakulsrimontri, a shareholder, raised a question that as the company's warrants series 2 (NUSA-W2) would be expired soon, which the price is only Baht 0.01, how to handle it.

The Chairman answered the question that the Executive team would try to earn a profit for the company so as to make the share price and warrants rise up.

No shareholders proposed any other business and raised any other questions. The Chairman appreciated the shareholders for taking their time to attend the meeting; therefore, closed the meeting.

The meeting closed at 15.33 hrs.

Acknowledged the minutes of the meeting

Sincerely Yours

signed  _____

(Mr. Visanu Thepcharoen)

The Chairman of the Meeting

Recorded  _____

(Mr. Sompichit Chaichanajarak)

Company Secretary and Minute-taker