

**Information regarding Capital Increase Ordinary Shares Allotment to Private Placement
Of Nusasiri Public Company Limited**

According to the Board of Directors of Nusasiri Public Company Limited no. 5/2020, held on 24 April 2020 has resolved to approve for propose to The Annual General Meeting of Shareholders for the year 2020, to consideration and approval increase the registered capital of the company amount of 2,000,000,000 baht from the registered capital after reduction amount of 7,641,082,611 baht as a new registered amount 9,641,082,611 baht by issuance of new ordinary shares of amount of 2,000,000,000 shares a par value of 1 baht per share, total 9,641,082,611 baht to support new increase ordinary shares allotment amount of 2,000,000,000 shares valued a par 1 baht to private placement, which specific investor is a significant matter. Therefore, the company preparing important information to considerate of shareholder as announcement of Capital Market Supervisory Board at TorJor. 73/2558 Subject: list in notice of the shareholders' meeting of listed companies to approval for issuance and offering of securities. With details as follows;

1. The details of Capital Increase Ordinary Shares Offering to Private Placement

The Board of Directors meeting has approved capital increase ordinary shares allotment to private placement amount of 2,000 million shares valued a par of 1 baht per share, offering price a par of 0.50 baht per share to the private placement such as

1.1 Plural Capital Company Limited. amount of 1,500,000,000 shares

1.2 Mr.Uwern SAE FUNG amount of 500,000,000 shares

The Proportion of shares in NUSA before and after transaction (Information for closing the share registration book on 30 March 2020)

No.	Registered capital Name of shareholders	Before capital increase 7,641,082,611 Baht			After capital increase 9,641,082,611 Baht		
		Value (Baht)	Number of shares	%	Value (Baht)	Number of shares	%
1	Miss Nuntida Kittiissaranon	-	874,056,700	11.439	-	874,056,700	9.066
2	Mr. Visanu Thepchareon	-	613,148,738	8.024	-	613,148,738	6.360
3	Miss Jenjira Kittiissaranon	-	457,674,700	5.990	-	457,674,700	4.747
4	Mr. Kumthorn Kittiissaranon	-	351,687,900	4.603	-	351,687,900	3.648
5	Miss Arthika Thorkeaw	-	275,946,617	3.611	-	275,946,617	2.862
6	Miss Kamattaya Sornwaneeyarak	-	246,900,000	3.231	-	246,900,000	2.561
7	Mr. Wirasak Sirirat	-	237,214,285	3.104	-	237,214,285	2.460
8	Mr. Wasin Sirirat	-	221,325,263	2.897	-	221,325,263	2.296
9	Mr. Somchai Hongrattanavijit	-	208,450,479	2.728	-	208,450,479	2.162
10	Mr. Sompong Rungruengnaowarat	-	200,000,000	2.617	-	200,000,000	2.074
11	Plural Capital Company Limited	-	-	-	750,000,000	1,500,000,000	15.558
12	Mr. Uwern Sae Fung	-	-	-	250,000,000	500,000,000	5.186
13	other	-	3,954,677,929	51.755	-	3,954,677,929	41.019
Total		-	7,641,082,611	100.00	1,000,000,000	9,641,082,611	100.00



Table of comparison of the top 10 shareholders in NUSA before and after the transaction (Information for closing the share registration book on 30 March 2020)

Before enter into transaction (Registered capital 7,641,082,611 Baht)				Before enter into transaction (Registered capital 9,641,082,611 Baht)			
No.	Name of major shareholders	Number of shares	(%)	No.	Name of major shareholders	Number of shares	(%)
1	Kittiissaranon Group			1	Kittiissaranon Group		
	Miss Nunthida Kittiissaranon	874,056,700	11.439		Miss Nunthida Kittiissaranon	874,056,700	9.066
	Miss Jenjira Kittiissaranon	457,674,700	5.990		Miss Jenjira Kittiissaranon	457,674,700	4.747
	Mr. Kumthorn Kittiissaranon	351,687,900	4.603		Mr. Kumthorn Kittiissaranon	351,687,900	3.648
	Miss Mayuree Kittiissaranon	4,064,900	0.053		Miss Mayuree Kittiissaranon	4,064,900	0.042
	Miss Wanwisa Kittiissaranon	1,400,000	0.018		Miss Wanwisa Kittiissaranon	1,400,000	0.015
	Mr. Somsak Kittiissaranon	1,129,800	0.015		Mr. Somsak Kittiissaranon	1,129,800	0.012
	Mrs. Rumpai Kittiissaranon	85,000	0.001		Mrs. Rumpai Kittiissaranon	85,000	0.001
	Total	1,690,099,000	22.119		Total	1,690,099,000	17.530
2	Thepcharoen Group			2	Plural Capital Co., Ltd.	1,500,000,000	15.558
	Mr. Visanu Thepcharoen	613,148,738	8.024	3	Thepcharoen Group		
	Mrs. Siriya Thepcharoen	177,995,827	2.329		Mr. Visanu Thepcharoen	613,148,738	6.360
	Mr.WongsakornThepcharoen	134,250,752	1.757		Mrs. Siriya Thepcharoen	177,995,827	1.846
	Miss Verawan Thepcharoen	44,461,053	0.582		Mr.WongsakornThepcharoen	134,250,752	1.392
	Miss Visanee Thepcharoen	27,710,090	0.363		Miss Verawan Thepcharoen	44,461,053	0.461
	Mrs. Somporn Thepcharoen	13,138,200	0.172		Miss Visanee Thepcharoen	27,710,090	0.287
	Mr. Sirawit Thepcharoen	3,449,382	0.045		Mrs. Somporn Thepcharoen	13,138,200	0.136
	Mr. Sirawat Thepcharoen	202,647	0.003		Mr. Sirawit Thepcharoen	3,449,382	0.036
	Mr. Siwa Thepcharoen	100,093	0.001		Mr. Sirawat Thepcharoen	202,647	0.002
	Total	1,014,456,782	13.276		Mr. Siwa Thepcharoen	100,093	0.001
3	Sirirat Group				Total	1,014,456,782	10.522
	Mr. Wasin Sirirat	221,325,263	2.897	4	Mr. Uwern SAE FUNG	500,000,000	5.186
	Mr. Wirasak Sirirat	237,214,285	3.104	5	Sirirat Group		
	Miss Pichayapa Sirirat	202,000	0.003		Mr. Wasin Sirirat	221,325,263	2.296
	Mr.Rattanakorn Sirirat	86,000	0.001		Mr. Wirasak Sirirat	237,214,285	2.460
	Mr. Chakrit Sirirat	10,000	0.000		Miss Pichayapa Sirirat	202,000	0.002
	Total	458,721,548	6.005		Mr.Rattanakorn Sirirat	86,000	0.001
4	Hankraiwilai Group				Mr. Chakrit Sirirat	10,000	0.000
	Mr. Nakhorn Hankraiwilai	130,000,000	1.701		Total	458,721,548	4.759
	Mr. Surapong Hankraiwilai	108,005,000	1.413	6	Hankraiwilai Group		
	Miss Waraporn Hankraiwilai	18,000,000	0.236		Mr. Nakhorn Hankraiwilai	130,000,000	1.348
	Mrs. Umpai Hankraiwilai	98,000,000	1.283		Mr. Surapong Hankraiwilai	108,005,000	1.120



Before enter into transaction (Registered capital 7,641,082,611 Baht)				Before enter into transaction (Registered capital 9,641,082,611 Baht)			
No.	Name of major shareholders	Number of shares	(%)	No.	Name of major shareholders	Number of shares	(%)
Total		354,005,000	4.633		Miss Waraporn Hankraiwilai	18,000,000	0.187
5	Miss Arthika Thorkeaw	275,946,617	3.611		Mrs. Umpai Hankraiwilai	98,000,000	1.016
6	Rungruengnaowarat Group			Total		354,005,000	3.672
	Mr. Sompong Rungruengnaowarat	200,000,000	2.617	7	Miss Arthika Thorkeaw	275,946,617	2.862
	Mr. Baworn Rungruengnaowarat	57,570,105	0.753	8	Rungruengnaowarat Group		
	Mr. Badin Rungruengnaowarat	2,180,000	0.029		Mr. Sompong Rungruengnaowarat	200,000,000	2.074
Total		259,750,105	3.399		Mr. Baworn Rungruengnaowarat	57,570,105	0.597
7	Sornwaneeyarak Group				Mr. Badin Rungruengnaowarat	2,180,000	0.023
	Miss kamattaya Sornwaneeyarak	246,900,000	3.231	Total		259,750,105	2.694
	Mrs. Nhai Sornwaneeyarak	50,000	0.001	9	Sornwaneeyarak Group		
Total		246,950,000	3.232		Miss kamattaya Sornwaneeyarak	246,900,000	2.561
8	Hongrattanavijit Group				Mrs. Nhai Sornwaneeyarak	50,000	0.001
	Mr. Somchai Hongrattanavijit	208,450,479	2.728	Total		246,950,000	2.561
	Mr. Narongsak Hongrattanavijit	2,710,000	0.035	10	Hongrattanavijit Group		
Total		211,160,479	2.763		Mr. Somchai Hongrattanavijit	208,450,479	2.162
9	Sawastananon Group				Mr. Narongsak Hongrattanavijit	2,710,000	0.028
	Mr. Anun Sawastananon	185,101,754	2.422	Total		211,160,479	2.190
	Mr. Pradit Sawastananon	700	0.000				
Total		185,102,454	2.422				
10	Mrs. Supattra Luengprasert	147,611,000	1.932				

Remark: The Both investors will not take a position or send a person to be a director and / or executive of Nusasiri Public Company Limited at a current and in the future in any way. Which may only take a position or send a person to be a director and / or executive of a subsidiary that operates health business only.

The two investors that is not a connected person of the company as announced by the Director Stock Exchange of Thailand. Subject: Disclose the information and the operations of the listed companies in the connected transaction and as announced of the Capital Market Supervisory Board No. TorJor. 28/2551 subject; regarding an approval and permitting issuance of new shares (And with amendments). The investor agrees not to send a person to be directors and / or executives of the company has a letter of intent to hold the company's shares. Which has been allocated capital increase a period not less than 1 year from the date of allocation and capital increase ordinary shares offering of the company to investors, which a private placement. In this time, offering new shares of the company to private placement. The Shareholders' Meeting resolved to bring the offering price as announced of the Capital Market Supervisory Board No. TorJor. 72/2558 Subject: offering new shares of the company to private placement. Therefore, other than that, the company was approved by the Shareholder's meeting, offering of capital



increase ordinary shares of the company to investors in this time. The company must be allowed to offering new capital increase ordinary shares of the company to private placement from the Securities and Exchange Commission as announced TorJor. 72 /2558 before offering.

In order that, considering the offer price for capital increase ordinary shares of the Company to be issued to investors in offer price a par value of 0.50 baht per share. In this time, a funding compared to the market price of shares of the Company, which is calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand (SET) Not less than 7 consecutive business days but not more than 15 consecutive business days before The Board of Directors Meeting no. 5/2020 which was held on 24th April 2020 Which price of shares 0.288 The Board has resolved to propose this agenda, the meeting to the Annual General Meeting 2020 of the Company for approval issuance capital increase ordinary shares to private placement. by will paid up a share price capital increase within a period of one year after was approval from the Annual General Meeting 2020, which the offering price capital increase ordinary shares to private placement.

That is price without discount from the market price. Therefore, do not qualify as offering of new shares in low prices more market price as announced specify No. TorJor. 72/2558.

After issue and capital increase ordinary to allotment of the company to investors above. The Investors will holding shares amount of 2,000,000,000 shares Representing approximately 26.17 percent of issued shares and distributed of all, before the registration of increase the paid-up capital for private placement (Now the company has a total number of paid shares. 7,641,082,611 shares), or approximately 20.74 of issued shares and distributed of all, after the registration of increase the paid-up capital for private placement that above.

Therefore, the board of directors has approved propose to the annual general meeting of shareholders for the year 2020. To consider and authorize the Board of Directors and / or the Executive Board and / or the Chief Executive Officer and / or the person assigned by the Board of Directors or the authorized directors has a power to take any necessary action and related to allotment and capital increase ordinary share to offering above all respects. This includes, but is not limited to specifying or changing the conditions or details regarding allotment and offering capital increase shares above as necessary and appropriate under relevant law. As well as bringing capital increase ordinary share of the company listed on the Stock Exchange of Thailand.

Name and company information that will be offering and Capital increase ordinary shares allocation

(1) Plural Capital Company Limited.

Company name	:	Plural Capital Company Limited. "Plural"
Registered on	:	16 November 2017
Office location	:	RM 78 One Capital Place 18 Luard Road Wanchai Hongkong
Registered capital	:	10,000 Hong Kong dollar
Divided into ordinary shares	:	10,000 shares
Brand of value	:	1 Hong Kong dollar
Name list of directors	:	Mr. Liu Zhongkuo
Authorized Director	:	Mr. Liu Zhongkuo, Sign and stamp the company
list of shareholders	:	1. Mr. Liu Zhongkuo holds 8,499 shares, representing 85% 2. Mr. Chu Hin Ming holds 1,500 shares, representing 15%



Main business	:	Currently, Plural has a major shareholder, Mr. Liu Zhongkuo, a 85% major shareholder and director of the Holistic Asset Finance Group Company Limited (HAFG), a publicly listed company in the NASDAQ market in the United States. Conduct business in the form of holistic asset management funds There are ways to invest through mergers and acquisitions. Financing from raising funds and managing to create added value, focusing on the market value of listed companies and providing complete financial services by using a variety of investment tools and different investment types In order to recognize investment income. Currently, HAFG has 20,000,000 shares Par value of 0.001 US dollars per share (the market price as of 24 April 2020 is 1.84 US dollars per share). In this regard, HAFG is in the process of increasing the registered capital to 600,000,000 shares.
Funding source	:	HAFG will invest through Plural by increasing the capital in Plural to 100 percent to buy the new ordinary shares of the company.
Relation to the company	:	The shareholders of Plural, including the directors and executives of Plural, have nothing to do with it. With the company in a way that makes it considered a connected person and is a connected transaction according to the Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 regarding the criteria for making connected transactions

(2) Mr. Uwern SAE FUNG

Nationality	:	Chinese
The address	:	Block B5 Jim Hu Shan Zh uang, Luohu, Shenzhenm, China
Occupation	:	Business man
Current position	:	The owner of factory, jewelry shop and restaurants in Guangzhou ,Republic of China
Sources of funds request for capital increase	:	Funding from business operations
In the pump of Wales with company directors, management and shareholders	:	The director and shareholder 7.14%in Panacee Medical Hongkong Limited Which is a joint venture of a company in Hong Kong

The relationship of the two investors. There is no relationship or knowing in business and both investors agree not to take a position or send a person to be a director and / or executive of Nusasiri Public Company Limited in currently and in the future in any way. It may only take a position or send a person to be a director and / or



executive of a sub-company that operates health businesses. Plural is a company with expertise in financial business and have a license to provide financial services such as Financing Establishment and sale of investment units, including the use of various financial tools to support the company's financial management more efficiently. And also has expertise in medical management (Hospital Management) such as hospitals, medical centers and clinics, which will help support the company's business very well for Mr. Uwer SAE FUNG, a Chinese businessman is a broad and well-known name for many Chinese and Hong Kong businessmen will be help the company in promoting and recommending the marketing of real estate business and the business of the group companies in target customers in China and Hong Kong.

2. Criteria for Capital Increase Ordinary Shares Allotment to Private Placement

The company considers allocation of shares to specific personal. By considering from investors who have Funding potential, which may be individuals and / or domestic institutional investors, investors and / or foreign funds with financial capabilities that have experience and Able to immediately decide to make an investment with the company. The investors have purposed an investment in a long-term for maximum benefit to the company. Which will help the company has better financial liquidity and help with the status. In order that, that investors are not connected persons with the company. According to the announcement of the Capital Market Supervisory Board concerning transactions.

3. The purpose of issuance Capital Increase Ordinary Shares Allotment to Private Placement and plans for spending a money

Current financial, the company is likely a tendency to expand the health and technology business regarding new medical innovations. it is a necessary must be provide capital resources. The company has issuance capital increased shares of the company and Subsidiaries, as well as helping to strengthen the company's capital base. To create readiness for investment in the future and to reduce liabilities that have cost too. In addition, the company has potential of investors to support and promote the company's marketing plan in business of health and technology regarding medical innovations. Has a detail of purpose of issuance a capital increase ordinary shares as follows;

- (1) To increase liquidity and use as capital in the business operations of the company and subsidiaries
- (2) To expand a business of health and medical technology including technological innovations that will develop in the future.

The company operates its business through subsidiaries which are World Medical Alliance (BVI) Limited ("WMA"). In which the Company holds 100% of shares, operating business as an entire medical service provider. The goal is to expand a medical network to major cities around the world by collaborating with the Strategic Partner to invest in building strength and service advantages. The main purpose is to focus on expanding the market like a creating a network center and use technology and innovation to help administration by creating a Platform to manage the Medical Network, to be used in development of customer database and data connection of network center in order to increase a capability of providing services to the business network center. There are 4 types of investments in WMA Network Center as follows;

- Pack A: Hospital Network Center
- Pack B: Medical Center Network



Pack A and B are suitable for those who need to open a hospital or medical center or those who have medical facilities but already need to use the management system and enter into the company's network center.

- Pack C: Joy-Clinic Network Center is suitable for those who need to open a new clinic or have a clinic but need to use the management system and become a WMA network center. The target group are skin clinics and beauty clinics around the world to expand services to customers in area of holistic treatment and anti-aging science.

- Pack D

- The Referring Case Network Center is suitable for Agency or general public who is interested in the medical business. The company is officially open to investment and appointed as a distributor for WMA. The target groups of WMAs are Medical Agency and investors interested in investing in the medical sector.

Those who invest in WMA service packages will receive products and services as following;

- Booklet / Manual guide
- Cash Vouchers for use in receiving medical services or purchasing WMA products are valid for 3 years from the date of purchase of the package
- Back of House (Referring Case) Management System
- Online training program and medical seminars

In this regard, WMA has set the target of the network center in the package 25,000 per year. According to the financial forecast, WMA will have a revenue and return as follows:

Unit: Million Baht

Years	Network number	income total	Growth rate	Net profit	%
1	14	1,333.50		374.06	28.05%
2	22	3,038.10	127.83%	739.91	24.35%
3	32	4,581.66	50.81%	1,189.84	25.97%
Total		8,953.26		2,303.80	25.73%

Currently, WMA is in the process of developing Platform PALP, which is a comprehensive medical platform was established to support WMA's work to advance progressively and sustainably. The Platform was created successfully, it was able to bring alliances of doctors, clinics, hospitals, and publicize more to the general public. With a target within the first year, there are 1,000 physicians, hospitals, clinics and public relations plans made available to general people and access to medical information and come to use the service through platform for the company's purpose that is, everyone can easily access medical information from around the world. The money from this capital increase will be used as expenses as follows;

- Buy a medical equipment for network service centers in the amount of 300.00 million baht.
- Developing solutions and platforms in the amount of 20.00 million baht
- Reserve for business management in the amount of 80.00 million baht

(3) To reduce a liability that have cost

Due to the company currently has debt burden from loans from financial institutions and external parties. Total debt of approximately 800 million baht, with interest costs between 6.25 percent to 11.76 percent per year. The



company plans to use funds from this capital increase to reduce the high cost of debt of approximately 400 million baht, which will make the company reducing interest burden by approximately 40 million baht per year.

The Details of use of funds capital increase

Duration	Details	Amount (Million Baht)
Within a year 2020 - 2021	It is a cash flow from operations.	200.00
Within a year 2020 - 2021	Develop a business of health and technology	400.00
Within a year 2020 - 2021	To reduce liabilities that have cost	400.00
Total of use capital increase		1,000.00

4. The Impact on existing shareholders from offering to private placement

4.1 Control Dilution

The Formula for calculating shareholding decreases = $1 - [Q_o / (Q_o + Q_p)]$ whereas

Qo = the number of existing paid-up shares is 7,641,082,611 shares (par value of 1 baht per share)

Qp = the number of new shares being offered for private placement (PP), which is 2,000,000,000 shares

After the allocation ordinary shares to private placement, Existing shareholders will be affected by price dilution as follows:

Control Dilution
20.74 %

4.2 Price Dilution

Calculation formula for reduction of shareholding = $(P_o - P_n) / P_o$ where

Po = Closing Price Weighted average attention weighed 7 days prior to the board meeting on 24 April 2020 (on 15 April 2020 - 23 April 2020) which equal to 0.28 baht per share (calculated from a par value of 1 baht per share)

Pp = share offering price for private placement (PP) equal to 0.50 baht per share

In order that, price dilution will occur when it is offered for sale are offered to private placement (PP), whereas

$P_n = (P_o Q_o + P_p Q_p) / (Q_o + Q_p)$

After the offering ordinary shares to private placement (PP), the shareholders will be affected by price dilution as follows:

Price Dilution
-15.84%

Which does not have any effect on price

4.3 Earnings Dilution

Calculation formula for Earnings Dilution = $(EPS_o - EPS_n) / EPS_o$, whereas

$EPS_o = \text{Earnings Mt} / Q_o$.

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



Net profit = net profit of the Company's year 2019 = (685,260,361) baht.

Qo = The number of existing paid-up shares plus a number of shares reserved for warrants to purchase ordinary shares of the company equal to 7,641,082,611 shares (a par value of equivalent of 1.00 baht per share)

Qn = The number of new shares being offered for private placement (PP), which equal to 2,000,000,000 shares.

Therefore, there has been a reduction in Earnings Dilution in cases as following:

Earnings Dilution
20.74%

In this regard, when comparing benefits that the shareholders will receive from offering capital increase ordinary shares to private placement in this time with decrease Controlling Dilution and Earnings Dilution (details as above). The Board of Directors is of the opinion that the offering of capital increase ordinary shares was more beneficial to shareholders than the effect of the decrease of voting rights of the shareholders. As the offering of capital increase ordinary shares will be a benefit to the company and shareholders of the company as follows;

- 1) Make the company create opportunities to expand the scope of business

The proceeds from a capital increase will be invested in health and medical technology businesses for increase opportunity to generate revenue and profits for the company in the future and also reduce a risk from relying only on main income from the real estate business. The Board of Directors agreed that the health and medical technology business that the company invests has a goal expand to network of services throughout around the world and entire by allowing users to access by using the Platform technology to supporting operations in first of the world and no one has ever done it before. Will be successful and able to generate revenue and profits for the company sustainably.

2) Reducing financial structural risk and reducing an impact of liquidity on business operations, Bring money from this transaction to reduce a burden of high cost debt and used as capital rotation for operations, resulting in the company reducing an interest cost burden from borrowing. Which will have an impact on the company's liquidity and results from reduced financial costs, at the same time, the capital increase will increase shareholders' equity. Therefore, helping to reduce a risk of financial structure and more flexibility in providing additional funds for the future projects.

5. The Opinion of the Board of Directors regarding the capital increase or capital increase shares allotment to private placement

5.1 The reasons and necessity of capital increase

The board of Directors have an opinion that the Company is necessary to increase registered capital and capital increase ordinary shares allotment to private placement which is not a connected person to the Company. In order that, the private placement will receive shares allotment must be in accordance with rules increase ordinary shares allotment private placement. As specify in topic 2. Above.

Therefore, the capital increase ordinary shares allotment of the Company on this time has a purpose of raising funds. To strengthen financial strength in the long term and find investors to support the company in expanding new business. Including enhancing liquidity, capital rotation and reduce liabilities with costs. With current outbreak of the corona virus 2019 (COVID-19), the company has a problem of liquidity and capital rotation. The board



of directors to see a necessary for this capital increase. Due to raising of funds through the offering capital increase ordinary shares to private placement with direct financial potential, Allowing the company to receive required amount of capital and be able to raise funds in a short time.

5.2 The possibility of the capital increase plan obtained from the offering of shares

The company expects to issue and offer shares to private placement. Including the money received from the offering that capital increase shares to be completed within September 2020, the company will use the money received from the capital increase as planned, as specified in Topic 3., as mentioned above.

Which the Board of Directors agreed that offering of capital increase ordinary shares has appropriate and sufficient for the project to be feasible. Due to the remaining capital increase from debt reduction with high cost and used as capital rotation in operated. A portion of the funds will be used to invest in health and medical technology businesses inform of network centers. In which the company aims to establish at least 30 network centers around the world within 3 years.

However, in carrying out the above project, there are still operation risks, such as gathering network members and sell health packages did not set to meet the target or users do not accept the adjustment from using technology or platform developed by the company.

5.3 The reasonableness of the capital increase for plan using proceeds from offering and project to be proceed. Including sufficiency of funding sources

The committee has opinion that Issuance and offering capital increase ordinary shares to private placement, belong of the company's capital restructuring. Which will be received capital to pay off liabilities with costs and used as capital rotation in operation. Include expanding health business related to innovation and modern technology. Which requires a relatively capital in high value and if the company has sources of funds from the capital increase received from this capital increase offering will make the company has sufficient funds for the company's investment expansion plans in the future. The company expects that if receiving above capital increase, the company will be able to use funds for their purposes. Which the company has a liabilities reduction and resulting in liabilities to equity ratio decreased, as well as increasing the company's liquidity and has capital rotation. Including the financial status of the company has a stronger. Which will result in benefit to the company and long-term shareholders.

5.4 The impact to expected on the company's business operations. As well as the financial status and performance of the company. Due to capital increase and the operations according to plan for spending money or projects

The Board of Directors have opinion that the company was received money from the capital increase will help strengthen financial and capital structure for the company and helps reduce liabilities with costs. Including interest paid to the company in the future, the capital increase is completed. According to the financial statements for 31 December 2019, the Company has shareholders' equity 5,873.61 million baht after the capital increase under assumption that investors subscribe for shares in full amount, the company will have shareholders' equity increased to 6,873.61 million baht, Which the company to have debt to equity ratio reduced from 0.88 times to 0.75 times. In addition, this capital increase will help increase a business potential and increase the opportunity to expand and expanding business to be more extensive. Which will result in the company's performance improving in the future. If that fundraising is unsuccessful, the company may lose important business opportunities, which will cause the business plan to not achieve its goals. In addition, the company may have liquidity problems for use as working capital within the business. However, in the case that the company is not able to increase the capital from the



allocation of capital increase ordinary shares of the company as the target. The company plans to find alternative sources of loans to enable operations in accordance with the business plan. (Which may be delayed) by requesting a loan with a financial institution or issuing debentures. The company expects that it will take some time to process, but due to the limitations in the timing of the need for funds. As well as operating the business according to the company's plan. The company has chosen to use this capital increase method. However, the borrowing from a financial institution or issuing debentures may cause higher interest costs than raising funds through the issuance and offering of new ordinary shares of the company.

5.5 The appropriate of the offering price to private placement. The Source of offering price determination. The reasons and necessity of the offering of new issuance shares to private placement

The Board of directors to consider and have an opinion that the offering price of capital increase ordinary shares to private placement is an appropriate and can be trusted, Due to the offering price of shares to private placement. The price is determined according to the market conditions at the best price during the offering of shares to investors. According to the Notification of the Capital Market Supervisory Board No. Tor Chor.72/2558 regarding the permission for listed companies to offer new issuance shares to private placement. By setting the offering price under a condition determining the best selling price according to the market conditions during the offering of shares to investors, that is, the price is not lower than the weighted average price of shares on the Stock Exchange of Thailand for at least 7 consecutive business days, but Not more than 15 consecutive business days (market price).

In this regard, the Board of Directors has considered a reason and necessity of the capital increase for private placement and benefits that the company and shareholders will receive from the offering of capital increase shares with that capital increase, there is a fast process and process, able to determine the large number of investor with potential capital, experience or expertise in a business that can enhance the company's potential. Also able to specify a fixed amount in time for business operations. Which will bring maximum benefit to both of the business performance and the operations of the company and shareholders as well. However, if raising funds from existing shareholders. There will be more steps to process and take more time, may cause the company at risk of not being able to increase capital as planned. The board of directors considerate the offering capital increase ordinary shares to private placement. In order to obtain the desired total capital size that is appropriate for current business operations.

6. The board's approval regarding the capital increase

The Board of Directors Considered and examined information of the 2 investors, and project information as proposed by management with care Carefully and considering the suitability in terms of financial potential, experience, therefore, the opinion that person is a person for investment potential. Which will help enhance the current liquidity of the company in order to maximize benefits for the company and shareholders, by reasons and guidelines for the selection and examination of investor potential. By using the criteria for considering allocation of capital increase shares, Focus on investors with capital potential, have experience or have expertise in a business that can enhance business potential of the company. Including support and build confidence in business of the company.

In the case that the directors of the company not performing duties in accordance with laws, purpose and company regulations, as well as Shareholders meeting resolution with honesty and carefulness to protect interests of the company. In matters relating to capital increase by acting or accept any actions that do not comply with that duties and cause damage to the company, the company can claim compensation from that director, but if the company do not proceed as the shareholders have informed, that shareholder can claim for damages from that



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director on behalf of the company in accordance with section 85 of the Public Company 1992 (including amendments). In addition, If the act or omission of any director Which is not a duty to comply with the law, objectives and regulations of the company. As well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the company. In matters relating to the capital increase, it causes improper benefits to the directors, executives, or related parties. The company may sue the director to be responsible for returning the said benefits to the company or the shareholders holding shares with voting rights of not less than 5 percent of the total number of voting rights. All voices of the company Will notify the company Can do so Which if the company Do not proceed as according to shareholders within 1 month from the date of notification. That shareholder can exercise the right to sue to return the benefits from that director on behalf of the company. in accordance with Section 89/18 of the Securities and Exchange Act 2535 (including additional amendments).

Please be informed accordingly.

Best regards

(Mr. Visnu Thepcharoen, Mr. Sompijit Chaichanajarak).

Directors of the company authorized signatory