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Notice of the Annual General Meeting of Shareholders

for the year 2020.

Tuesday, June 2, 2020 at 14.00 hrs.

At the meeting room of Panacee Rama 2 Hospital

233 / 128-130, Village No. 1, Bang Nam Chued Subdistrict,

Mueang Samut Sakhon District, Samut Sakhon 74000



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Notes: Shareholders shall have access to the notice of the Annual General Meeting of Shareholders for the year 2020 and other related documents by visiting the company's website: www.nusasiri.com since 2 May, 2020 onwards

Corona-virus epidemic policies and measures 2019 (COVID-19)
for the Annual General Meeting of Shareholders for 2020

Nusasiri Public Company Limited ("Company" or "NUSA") inform measures for the self-attendances of Annual General Meeting of Shareholders Year 2020. In the corona virus epidemic situation 2019 (COVID-19) to reduce the risk of the epidemic. The company would like to inform the following guidelines for attending the meeting;

1. Reserves the right to not allow shareholders with the following risks to participate in the meeting:

1.1 Reserves the right to not allow shareholders traveling to or from foreign countries and countries with risk. Or close to people traveling to or from abroad and countries that are at risk according to the announcement of the Ministry of Public Health and announced the World Health Organization ("WHO") to attend the meeting.

1.2 Reserves the right to not allow shareholders with fever or respiratory symptoms to attend the meeting. This is for safety and to prevent the spread of COVID-19. The company requests the shareholders who fall into the risk group as mentioned to proxy for other persons without risk or authorize an independent director instead of attending the meeting in person.

2. The company will set up screening points according to the guidelines of the Department of Disease Control before entering the meeting building. In the event that a shareholder or proxy has a fever higher than 37.5 degrees Celsius or having respiratory symptoms or traveling to or from abroad less than 14 days. The company reserves the right to not allow the shareholders or proxies to attend the meeting and not to enter the meeting building. (The shareholders attending the meeting in person can appoint proxies to the Company's independent directors Can attend the meeting instead)

3. Please cooperate all the participants to prepare a mask and wear a mask throughout the duration of the meeting and during the meeting.

4. To prevent the spread and for the benefit of health care of shareholders and those related to the meeting. Therefore, requesting cooperation from shareholders who are not at-risk group and consider the method of granting proxy to an independent director of the company instead of attending the meeting in person.

5. The company has published the General Meeting of Shareholders for the year 2020 online to facilitate the shareholders who did not attend the meeting. By attending to watch a live broadcast of the meeting via Facebook: @nusasiri

However, if any shareholders are unable to watch a live broadcast on that meeting date. You can watch video recording of previous at Company website www.nusasiri.com

6. In the event that the shareholders have questions about the agenda in the general meeting of shareholders can be sent in advance from 29 April 2020 to 22 May 2020 by adhering to the following criteria;

6.1 In sending questions in advance, only the shareholders of Nusasiri Public Company Limited who are eligible to attend the Annual General Meeting of Shareholders According to the Record Date to determine the rights in the general meeting of shareholders

6.2 In sending questions in advance Must specify shareholders' information as follows;

(1) Specify name-surname, telephone number that can be contacted

(2) Questions relating to the agenda in the shareholders' meeting for the year 2020, by stating the question asked and questions as well

6.3 Ways to submit questions Via Line ID: @nusasiri and Email: info.agm2020@nusasiri.com

7. Answering Questions; The company will collect questions from shareholders and propose to the Board of Directors for consideration to answer questions at the Annual General Meeting of Shareholders for the year 2020. The company reserves the right to consider and answer questions relating to the meeting agenda only.

Please be informed accordingly.

Sincerely Yours



(Mr. Visanu Thepcharoen)

Chairman of the Board



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Ref. NUSA. 034/2020

April 24, 2020

Subject: Invitation to attend the 2020 Annual General Meeting of Shareholders

To: Shareholders of Nusasiri Public Company Limited

The Nusasiri Public Company Limited (“the Company”) has defined to hold the 2020 Annual General Meeting of Shareholders on Tuesday June 2, 2020 at 14.00 pm at the meeting room of Panacee Rama 2 Hospital, No. 233 / 128-130, Village No. 1, Bang Nam Chued Subdistrict, Mueang Samut Sakhon District, Samut Sakhon 74000 (the hotel map is appeared on **Enclosure 9**) to consider the following agendas:

Agenda 1: To consider and approve the minutes of the 2019 Annual General Meeting of Shareholders held on 30th April 2019

Facts and Rationale: The Company has held the Annual General Meeting of shareholders for the year 2019 on April 30, 2019 and submitted its minutes to the Stock Exchange of Thailand and the Ministry of Commerce as well as posted on the company’s website (www.nusasiri.com) Within 14 days after the meeting date. A copy of the said minutes as provided in **Enclosure 1**.

Board’s opinion: The Board has considered that the minutes was correctly recorded and agreed to propose it to the shareholders’ meeting for certification.

Resolution: This agenda shall require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.

Agenda 2: To acknowledge the report of the company's operations and the annual report 2019

Facts and Rationale: The Company has summarized the Company’s performance and significant changes which occurred in 2019 as prescribed in the 2019 Annual Report in the form of QR Code on **Enclosure 2**.

Board’s opinion: The Board agreed to propose the Company’s performance and the annual report for the year 2019 to the shareholders to be acknowledged.

Agenda 3: To consider and approve the financial statements for the year 2019 for the accounting period ending on 31st December 2019 which has been audited by a certified auditor.

Facts and Rationale: In accordance with the the Public Limited Company Act B.E. 2535 (1992) chapter 8, the Company should prepare the Balance Sheet and the Profit and Loss Statement as of the Company’s fiscal year ended that have been audited by the Certified Public Accountant and propose them to the Annual General Meeting of Shareholders for approval.

The Company has prepared the fiscal year ended as of December 31, 2019 as shown on the 2019 Annual Report and the Financial Statements reviewed by the Company’s Audit Committee and audited by the Certified Public Accountant as appeared in **Enclosure 2**.



Board’s opinion: The Board agreed the shareholders to consider the Financial Statements for the Company’s fiscal year ended as of December 31, 2019 reviewed by the Company’s Audit Committee and audited by the Certified Public Accountant.

Resolution: This agenda shall require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.

Agenda 4: To consider and approve the suspension of allocation of profits as legal reserves and the omission of dividends for the company's performance for the fiscal year-ending 31st December 2019

Facts and Rationale: According to the Company’s policy on the dividend payment, the rate of payment is not less than 40% of the net profit and the statutory legal reserves. Nevertheless, the said payment which may be changed is subject to an operation plan, investment, market liquidity and necessities of the Company in the future by giving a full authorization to the Board of Directors in careful consideration matters for the highest benefits to shareholders.

The operating results of the company for the fiscal year ending December 31, 2019, which has been considered by the Audit Committee and has been audited by a certified public accountant. The company has accumulated losses of 668.00 million baht or 40.14 percent of the total revenue. According to Section 115 of the Public Limited Companies Act BE 2535 (1992) regarding the payment of dividends from other types of money other than profits in the event that the company still have accumulated losses, no dividend shall be paid. Therefore need to refrain from paying dividends and abstain from allocating profits for legal reserves for the operating results of the year 2019 because the company has loss of performance.

Board’s opinion: Agreed that to the shareholders' meeting should approve the suspension of profit allocation as legal reserve and no dividend payment for the company's performance of the fiscal year ending December 31, 2019 because the company has loss and must use working capital for business operations.

Resolution: This agenda shall require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.

Agenda 5: To consider and approve the election of directors in place of those to be retired by rotation.

Facts and Rationale: Pursuant to Chapter 6 of the Public Limited Company Act B.E. 2535 (1992) and Article 18 of the Company’s Articles of Association defined that;

“ at every annual general meeting, one-third of the directors shall vacate in proportion, if the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate the office. The director retiring from the position in the first two years after Company’s registration shall be made by lot. In subsequent years, the director having held office longest shall vacate the office, but a vacating director is eligible for re-election”.

In this year, there will be three directors retiring by rotation as follows;

No.	Directors	Position	Times of Attendance/Total Sessions Held	Years holding positions ³
1	Mr. Pradit Sawattananond ¹	Board of Directors	7 times from 7 times	4 years and 4 months



No.	Directors	Position	Times of Attendance/Total Sessions Held	Years holding positions ³
		Nomination and Remuneration Committee	1 times from 1 times	
		Chairman of the Audit Committee / Independent Director	4 times from 4 times	
2	Mr. Piboon Voravanprecha ²	Board of Directors	7 times from 7 times	1years and 4 months
		Nomination and Remuneration Committee	1 times from 1 times	
		Audit Committee / Independent Director	4 times from 4 times	

Remarks: 1. The Board of Directors Meeting No. 13/2015, held on November 13, 2015 has approved the appointment of Mr. Pradit Sawattananond as Board of Directors, the Nomination and Remuneration Committee, Chairman of the Audit Committee and Independent Director replacing Mr. Narongchai Satanupong.

- Subsequently, the 2017 Annual General Meeting of Shareholders, held on April 28, 2017, resolved to approve the appointment of director to replace those retiring by rotation, Mr. Pradit Sawattananond is a director for another term.

2. The Board of Directors' Meeting No. 9/2018, which was held on November 14, 2018, approved the appointment of Mr. Piboon Voravanprecha as Board of Directors, the Nomination and Remuneration Committee, the Audit Committee and Independent Director replacing Mr. Santi Boonprakub.

3. Years holding positions (Information as of March 12, 2020)

Board's opinion: In order to follow the Good Corporate Governance Policy and show how to treat all shareholders fairly and equally, the Company has provided the opportunity for all shareholders to nominate the qualified candidates for directorship from February 5 until March 3, 2020. It appeared that there was no candidate nominated to serve as directors of the Company.

In the election of directors to replace the directors who must retire by rotation, The Board of Directors excluding directors who have been nominated director has considered and approved the proposal of the Nomination and Remuneration Committee propose to appoint the directors who have to retire by rotation, which is the same director, to be re-appointed as the director of the company for another term as follows:

No.	Name	Position of Appointment	Number of years as a director / Independent Director	Total the period of time to hold the position of director / independent director until completion of this term	Remark
1	Mr. Pradit Sawattananond	- Board of Directors - Nomination and Remuneration Committee - Chairman of the Audit Committee - Independent Director	4 years and 4 months	7 years and 4 months	Proposed to be re-appointed for another term



No.	Name	Position of Appointment	Number of years as a director / Independent Director	Total the period of time to hold the position of director / independent director until completion of this term	Remark
2	Mr. Piboon Voravanprecha	- Board of Director - Nomination and Remuneration Committee - Audit Committee - Independent Director	1 years and 4 months	4 years and 4 months	Proposed to be re-appointed for another term

Remark: Number of years as a director/Independent Director (as of March 12, 2020)

therefore, The Board of Directors considered and agreed that both of them who were retired by rotation and nominated to be independent directors. Through the screening process and carefully considered by the Board of Directors. Have qualifications that are suitable for the company's business operations And is a suitable person Knowledgeable And work experience that is beneficial to the company. And also an independent director who can provide independent opinion and in accordance with the relevant rules. Having enough time to perform duties as a director and fully qualified. According to the Public Limited Companies Act. under the Public Limited Companies Act B.E. 2535 and announcement of the Capital Market Supervisory Board (Details of the 2 persons appear in Enclosure 3) and propose to the shareholders' meeting for further consideration and approval.

Resolution: This agenda shall require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.

Agenda 6: To consider and approve the remuneration of directors for the year 2020

Facts and Rationale: The Nomination and Remuneration Committee considered the directors' remuneration for the year 2020 with criteria for consideration which compared with listed companies in the same industry. According to the operating results Business size, responsibility and suitability for the current economic situation. Therefore, the directors' remuneration for the year 2020 is not exceeding 5.5 million baht, which is equivalent to the year 2019. The remuneration is a bonus not exceeding 0.25% of the total assets increased and the company must have a profit but limit the maximum amount to 500,000 baht / person / year, health check-up and medical expenses; maximum of 200,000 baht / person / year.

The remuneration of the Board of Directors that had been approved by the past 3 years of the shareholders' meeting, summarized as follows:

1. In 2017, the total amount of Baht 5 million (actual expenses Baht 4.11 million)
2. In 2018, the total amount of Baht 5.5 million (actual expenses Baht 3.71 million)
3. In 2019, the total amount of Baht 5.5 million (actual expenses Baht 4.28 million)

No.	Remuneration	2017	2018	2019	2020 (This approval request)	Remark
1	Monthly remuneration					
	1.1 Chairman of the Board of Directors	30,000.00	30,000.00	30,000.00	30,000.00	per month / per person
	1.2 Director	25,000.00	25,000.00	25,000.00	25,000.00	



No.	Remuneration	2017	2018	2019	2020 (This approval request)	Remark
2	Meeting Allowance					
	2.1 Chairman of the Board of Director	25,000.00	25,000.00	25,000.00	25,000.00	per time / per person
	2.2 Director of the Board of Director	20,000.00	20,000.00	20,000.00	20,000.00	
	2.3 Chairman of the Audit Committee	25,000.00	25,000.00	25,000.00	25,000.00	
	2.4 Director of the Audit Committee	20,000.00	20,000.00	20,000.00	20,000.00	
	2.5 Chairman of the Nomination and Remuneration Committee	12,500.00	12,500.00	12,500.00	12,500.00	
	2.6 Director	10,000.00	10,000.00	10,000.00	10,000.00	
3	Health check-up and medical expenses	-	-	200,000.00	200,000.00	per person / per year
4	Bonus	bonus is 0.25% of increasing the Company's asset turnover and the Company must earn a profit but not exceeding 500,000 baht/person/year.				In the past 3 years, there has been no bonus paid to the directors
5	Special interest or any other benefit	No committee has any special interest or any other benefit which is different from other board members.				

Besides, the Board of Directors was responsible for determining the conditions, details and rates of remuneration for directors and sub-committees as appropriate. Details of authority and responsibilities of the Board of Directors, the Audit Committee, and the Nomination and Remuneration Committee. (as shown on **Enclosure 2**)

Board's opinion: The Board agreed to take this agenda to shareholder's meeting into consideration of approval of the remuneration of directors for the year 2020 as monthly remuneration, meeting allowance in the amount not exceeding 5,500,000 baht. Compensation for bonuses that do not exceed 0.25% of the total assets and the company. Profitable but limited to a maximum limit of 500,000 baht / person / year. Health check-up and medical expenses up to 200,000 baht / person / year and propose to the shareholders' meeting for approval.

Resolution: This agenda shall require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.

Agenda 7: To consider and approve the appointment of the auditor and determine the remuneration of the auditor for the year 2020

Facts and Rationale: According to Section 120 of the Public Limited Company Act B.E. 2535(1992), it defined that "the annual ordinary meeting shall appoint an auditor and determine the auditing fee of the company every year". Moreover, in accordance with the Capital Market Supervisory Board determined that a registration company had to rotate auditors if they have performed their duties to review or audit, as well as comment on the



Company's financial statement for five consecutive years, but new auditors could be selected from the same audit firm as the former auditors. However, the Company would re-appoint the auditors discharging their duties by rotation at least two consecutive years.

The Audit Committee Meeting No. 1/2020 held on February 29th, 2020 considered to select the auditor from EY Office Limited ("EY") as the company's auditor for the year 2020. To promote independence in the audit and provide opinions of the auditor and build confidence for investors and shareholders of the company. In investment decisions and also considered as compliance with the rules on rotation of the auditors of the Office of the Securities and Exchange Commission (SEC) Since only being appointed to be the auditor of the company for only 1 fiscal year (year 2019), advisable to use the same auditor for continuity in the work of the auditor. In addition, in order to prepare the financial statements to have an international standard to support investment with foreigners in the future. Therefore agree to select the same auditor from EY Office Limited ("EY") The Audit Committee is of the opinion that EY is a company that has the ability to audit accounts with accuracy, quality, and speed in checking information that is standard and able to provide advice to the company. In addition, the auditor has no relationship and / or no conflict of interest between the auditor and the company / subsidiaries / executives / major shareholders. Or those involved with that said person. In a manner that will affect the performance of duties independently in any way. The names of the auditors of the company for the year 2020 as follows;

No.	Name	CPA (Thailand) No.	Years of auditing to the Company
1	Ms. Supanee Triyanankul	4498	1 Year (For the year 2019)
2	Ms. Vathu Kayankannawee	5423	1 Year (For the year 2019)
3	Mr. Preecha Arunnara	5800	1 Year (For the year 2019)

The Company's Auditor, the Auditor of Subsidiary Company and that associated company under the same audit office which also has subsidiaries and associated companies located in foreign countries that the Board of Directors will supervise to be able to prepare financial statements in accordance with the schedule.

The proposed audit fee for the year 2020, which does not include other expenses such as travel expenses, postage fees, fax fees, overtime fees, will be withdrawn according to the actual amount paid, summarized as follows:

Remuneration (Unit : Baht)	2019 (Baht)	2020 (Baht)
Audit fee for the annual financial statements		
Nusasiri Public Company Limited	2,400,000.00	3,200,000.00
consolidated financial statements		
Other expenses	800,000.00	Charged according to the actual amount paid
The quarterly review of the interim financial Statements		
Nusasiri Public Company Limited	1,800,000.00	4,300,000.00
consolidated financial statements		
Other expenses	1,546,608.00	Charged according to the actual amount paid
Total	6,546,608.00	7,500,000.00

Remarks: - Audit fee (Only NUSA does not include audit fees of subsidiaries and associated companies.)



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- Such audit fees do not include other expenses such as travel expenses, postage fees, fax fees, overtime fees which are withdrawn according to the actual amount paid.

Board's opinion: Agreed that the shareholders' meeting should consider and approve the appointment of auditors from EY Office Limited ("EY") to help promote independence in auditing and provide the auditor's opinion. Also, create confidence for investors and shareholders of the company in making investment decisions. Is considered to comply with the criteria for the auditor rotation of the Securities and Exchange Commission (SEC). Also, to make the preparation of financial statements with international standards to support investment with foreigners in the future by appointing Ms. Supanee Triyanantakul, Certified Public Accountant No. 4498 and / or Ms.Vathu Kayankannawee, Certified Public Accountant No. 5423 and / or Mr. Preecha Arunnara, Certified Public Accountant No. 5800 Auditing of the company for the year 2020, with the annual remuneration of 2020 not exceeding 7.5 million baht, excluding other expenses such as travel expenses, postage, fax, overtime charges, the amount actually paid.

Resolution: This agenda shall require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.

Agenda 8: To consider and acknowledge the cancellation of the allotment of the newly issued ordinary shares of the company in the amount of 1,956,381,420 shares, par value of 1 baht per share, total 1,956,381,420 baht.

Facts and Rationale: To propose the meeting for acknowledge the cancellation of the allocation of the newly issued ordinary shares of the company. By the law, the company must be cancel registered capital that is not called up or remaining shares from issuance of warrants to purchase ordinary shares of the company complete. The company must be cancel allotment of new ordinary shares as follows;

(1) To support the adjustment of warrants to purchase ordinary shares of the Company (NUSA-WA) in amount of 3,866,838 shares

(2) To support the exercise warrants to purchase ordinary shares of the Company (NUSA-WB) in the amount of 1,250,000,000 shares

(3) To support the adjustment of warrants to purchase ordinary shares of the Company (NUSA-WB) in amount of 8,578,536 shares

(4) To support the exercise warrants to purchase ordinary shares of the Company (NUSA-W3) in amount of 693,936,046 shares

Total 1,956,381,420 shares with a par value of 1 baht per share totaling 1,956,381,420 baht

The ordinary shares that company allocated reserve shares to accommodate warrants and that accommodate adjustment has expired the last exercise of the warrants. Therefore, require to proceed with cancellation and approve the capital reduction.

Board's opinion Agreed that the shareholders' meeting should acknowledge the cancellation of the allotment of 1,956,381,420 shares at the par value of 1 baht per share, totaling 1,956,381,420 baht.



Agenda 9: To consider and approve the reduction of the registered capital of the company from the original registered capital of 9,597,464,031 baht to the remaining registered capital of 7,641,082,611 baht and the amendment of Article 4 of the Company's Memorandum of Association. In order to conform with the reduction of the registered capital of the company.

Facts and Rationale: Here follows Agenda 8, the meeting has acknowledged the cancellation of the allotment of existing ordinary shares, must be consider and approve reduction of the company's registered capital as follows;

(1) By the way, a cutting the registered reserved shares for support the adjustment of the warrants to purchase ordinary shares of the Company (NUSA-WA) in the amount of 3,866,838 shares

(2) By the way, a cutting the registered ordinary shares reserved for the exercise of the warrants to purchase ordinary shares of the company (NUSA-WB) in the amount of 1,250,000,000 shares

(3) By the way, a cutting the registered ordinary shares reserved for the adjustment of the warrants to purchase ordinary shares of the Company (NUSA-WB) in the amount of 8,578,536 shares.

(4)By the way, a cutting the registered ordinary shares reserved to accommodate the exercise of warrants Representing the rights to purchase ordinary shares of the Company (NUSA-W3) in the amount of 693,936,046 shares

Total 1,956,381,420 shares with a par value of 1 baht per share totaling 1,956,381,420 baht

Therefore, the capital must be reduced from the original registered capital of 9,597,464,031 baht, the capital reduction of 1,956,381,420 baht. The remaining registered capital of 7,641,082,611 baht. And consider approving the amendment to Clause 4 of the Company's Memorandum of Association in accordance with Section 18 (4) of the Public Limited Companies Act BE 2535 by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the Registrar's order within 14 days from the date that the shareholders' meeting approves the amendment of the Memorandum of Association Clause 4. of the Company in order to comply with Capital reduction as follows:

“Article 4. Registered capital 7,641,082,611 baht (seven thousand six hundred forty one million eighty two thousand six hundred eleven baht only)
Divided into 7,641,082,611 shares (seven thousand six hundred forty one million eighty two thousand six hundred eleven shares)
Value of 1 baht per share (one baht only)
Divided into
Ordinary shares 7,641,082,611 shares (seven thousand six hundred forty one million eighty two thousand six hundred eleven shares)
Preferred shares - shares (- shares)”

Board's opinion: Agreed that the meeting of shareholders consider and approve the reduction of the company's registered capital Legally Which is the reduction of unsubscribed registered capital or remaining shares from the issuance of warrants to purchase ordinary shares of the company to complete. That said capital reduction is appropriate does not affect the company or rights and benefits of shareholders Therefore should reduce the registered capital of the company from the original registered capital of 9,597,464,031 shares to 7,641,082,611 shares and approve amendment to the Article 4 of



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the memorandum of association of the company. To accordance with reduction of the registered capital of the company as to the said registered capital reduction.

Resolution: This agenda shall require not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

Agenda 10: To consider and approve an increase registered capital of the Company by 2,000,000,000 baht from the registered capital after the reduction amount 7,641,082,611 baht to be a new registered capital amount 9,641,082,611 baht by issuing new ordinary shares 2,000,000,000 shares with a par value 1 baht per share totaling 9,641,082,611 baht and amendment of Clause 4 of the Memorandum of Association to be in accordance with increase of the company's registered capital

Facts and Rationale: Due to the company has necessary to use rotation capital in operation and with the economic conditions including the epidemic situation of coronavirus disease (COVID – 19) that spread widely in country and abroad, in currently, the company has encountered problems in conducting business to increase liquidity and business operations according to plan as much as possible. The company has to increase the registered capital of the company. To be rotation capital in operation. Which will improve the company's performance, help reduce interest burden of loan, Include helping with capital and debt restructuring of the company.

This increasing the registered capital is an increase of capital specifying a purpose of using funds to support capital increase allotment to private placement amount of 2,000,000,000 shares with a par value of 1.00 baht per share, totaling 2,000,000,000 baht in offering price of 0.50 baht per share, an offering in the form of an offer to no more than 50 specific investors within a 12 month period. According to announcement of the Capital Market Supervisory Board No. TorJor. 28/2551 Re: Approval for listed companies to offer new issuance shares to private placement. (Details of capital increase report (F53-4) appear in Enclosure 4 and information regarding the allocation of the newly issued ordinary shares to the specific investors (Private Placement) appeared in Enclosure 5) with a benefit that the company and shareholders will receive from offering of additional shares to private placement. That capital increase will have a procedure and fast processing time, be able to set a target of investor group as the company desire, whether the investor has a finance potential, experience or expertise in the business that can enhance a potential of the company. Also able to specify the exact amount of money in time for business. Which will make the most benefit of the operating results and operations for the company and shareholders as well. In which, Funding from existing shareholders, will be steps to implement and take more time. The company may a risk of not being able to increase capital as planned. Therefore offering capital increase ordinary shares to private placement that the desired total capital size is appropriate for current business operations.

This Agreed of the meeting of shareholders consider and approve an increase registered capital of the Company by 2,000,000,000 baht from the registered capital after the reduction amount of 7,641,082,611 baht to be a new registered capital amount 9,641,082,611 baht by issuing new ordinary shares 2,000,000,000 shares with a par value 1 baht per share totaling 9,641,082,611 baht and consider approving the amendment to Clause 4 of the Company's Memorandum of Association in accordance with Section 18 (4) of the Public Limited Companies Act BE 2535 by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the Registrar's order within 14 days from the date that the shareholders' meeting approves the



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amendment of the Memorandum of Association Clause 4. of the Company in order to comply with increase registered capital as follows:

“Article 4. Registered capital	9,641,082,611 baht	(nine thousand six hundred forty one million eighty two thousand six hundred eleven baht only)
Divided into	9,641,082,611 shares	(nine thousand six hundred forty one million eighty two thousand six hundred eleven shares)
Value of	1 baht per share	(one baht only)
		Divided into
Ordinary shares	9,641,082,611 shares	(nine thousand six hundred forty one million eighty two thousand six hundred eleven shares)
Preferred shares	-	shares (- shares)”

Board’s opinion: Agreed of the meeting of shareholders consider and approve an increase registered capital of the Company by 2,000,000,000 baht from the registered capital after the reduction amount 7,641,082,611 baht to be a new registered capital amount of 9,641,082,611 baht by issuing new capital ordinary shares 2,000,000,000 shares with a par value 1 baht per share totaling 9,641,082,611 baht and amendment of Clause 4 of the Memorandum of Association to be in accordance with increase of the company's registered capital.

Resolution: This agenda shall require not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

Agenda 11: To consider and approve the allotment of 2,000,000,000 shares new issued ordinary with a par value of 1 baht per share to a private placement.

Facts and Rationale: According to Agenda 10, the meeting has resolve to approve increase a registered capital of the company in amount of 2,000,000,000 baht from registered capital after reduction of 7,641,082,611 baht new registered capital amount 9,641,082,611 baht by issuing new ordinary shares 2,000,000,000 shares with a par value of 1 baht per share totaling 9,641,082,611 baht.

The Company intends to allotment that capital increase ordinary shares to private placement amount of 2,000,000,000 shares with a par value of 1.00 baht per share, totaling 2,000,000,000 shares in the offering price of 0.50 baht per share to 2 investors are Plural Capital Company Limited in the amount of 1,500,000,000 shares and Mr. Uwer Sae Fung in the amount of 500,000,000 shares In which the 2 investors are not connected persons of the Company According to the announcement of the Stock Exchange of Thailand regarding disclosure of information and operations of registered companies in connected transactions B.E. 2003, dated November 19th, 2003. And in accordance with the announcement of the Capital Market Supervisory Board No. TorJor. 28/2551 regarding the request for permission and the permission to offer new shares (And as amended) whereby the investor agrees not to send a person to be a director and / or executive 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 because the offering of the newly issued ordinary shares of the Company to investors, which is considered as an allocation to the specific investors in this time Is the offering of newly issued shares of the Company to specific investors with the resolution of the shareholders' meeting clearly setting the offering price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 regarding the approval for listed companies to propose Selling newly issued



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shares to the private placement, in addition to the company having to obtain approval from the shareholders' meeting To offer the newly issued ordinary shares of the company to investors at this time The company must receive approval to offer the newly issued ordinary shares of the company to the specific investors from the Office of the Securities and Exchange Commission in accordance with the announcement TorChor. 72/2558 before the offering.

In this regard, when considering offering price of capital increase ordinary shares of the company, which will be issued to investors at the offering price of 0.50 baht per share, this time compared to the market price of the company's shares calculated from the weighted average price of the shares of the trading company in the Stock Exchange of Thailand ("Stock Exchange") not less than 7 consecutive business days, but not more than 15 consecutive business days before the date of the Board of Directors No. 5/2020, held on April 24, 2020, Which price of shares 0.288 baht. The offering price of capital increase ordinary shares to private placement that price without discount from the market, Therefore not considered as an offering of newly issued shares at a price lower than the market price as specified in according announcement no. TorJor. 72/2558 re: The approval for listed companies to offering newly issued shares to the private placement

After issue and capital increase shares ordinary 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 number of paid capitals total 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.

The Reasonable consideration of capital increase ordinary shares allotment, as follows;

- 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.

- 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.



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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.

- 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.

- 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.

- 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



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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.

- 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.

This 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 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). (Details of capital increase report (F53-4) appear in Enclosure 4 and information regarding the allocation of the newly issued ordinary shares to the specific investors (Private Placement) appeared in Enclosure 5)



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Board's opinion: Agreed of the meeting of shareholders consider and approve a new capital increase amount of 2,000,000,000 shares with a par value of 1.00 baht per share, in the offering price of 0.50 baht per share to a private placement to the two investors are Plural Capital Company Limited. amount 1,500,000,000 shares and Mr. Uwer SAE FUNG amount 500,000,000 shares.

Resolution: This agenda shall require not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

Agenda 12: To consider and approve the amendment of Article 25. of the Company's Articles of Association.

Facts and Rationale: To reduce the hassle of documenting power of attorney in doing various juristic acts of the company, which have produced a large amount of documents for use in doing various juristic acts. In order to facilitate convenience in the operation reduce duplicate documents, reduce paper usage, Including reducing work procedures. Therefore, proposed to the shareholders' meeting to consider and approve the amendment of Article 25. of the Association of the Company as follows;

Old regulations

Category 3 Directors and authorized directors

Article 25. The board is responsible for managing all activities of the company. And has the power to perform within the scope of the law, the objectives and the regulations of the company. And according to the resolution of the General meeting of shareholders and has the power to take any action as specified in the memorandum of association or related to that said. The board of directors may assign one or more persons to perform any duties on behalf of the board of directors.

The number or name of directors who can sign to bind the company are Two directors jointly sign and the company's seal. In this regard, the determination of the names of the directors who will sign to bind that company may be determined by the resolution of shareholders' meetings or board resolutions.

Amendment Article 25, paragraph 2

Category 3 Directors and Authorized directors

Article 25. The board is responsible for managing all activities of the company. And has the power to perform within the scope of the law, the objectives and the regulations of the company. And according to the resolution of the General meeting of shareholders and has the power to take any action as specified in the memorandum of association or related to that said. The board of directors may assign one or more persons to perform any duties on behalf of the board of directors.

"The number or names of directors who can sign to bind the company are Two directors jointly sign and the company's seal. *Except in the case of signing the meeting attendance to vote at the meeting of the housing estate juristic person members or joining the condominium juristic person (as the case may be) including signing any relevant documents and including being an agent or appointing a representative of the company. Became a director in a juristic person Housing estate or condominium juristic person (as the case may be), any director shall sign and affix the company's seal.* In order that, the name list



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of directors who will sign to bind that company, may be determined by the resolution of the shareholders meeting or the board resolution"

Board's opinion: Agreed of the meeting of shareholders consider and approve the amendment to the Articles of Association, Article 25, paragraph two. To reduce the document work procedures for use in doing various legal acts, In order to be convenient and quick in the operation reduce duplicate documents reduce paper usage.

Resolution: This agenda shall require not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

Agenda 13: To consider any other business (if any)

We formally invite you to attend the 2020 Annual General Meeting of Shareholders on the date, time and place specified above. If any shareholder desires to appoint a proxy to attend and vote at the meeting, please complete the enclosed proxy form and submit to the Chairman before the meeting.

Please be informed accordingly

Sincerely Yours

(Mr. Visanu Thepcharoen)

Chairman of the Board

Remark: 1. Any shareholder not able to attend the meeting by own self would give a proxy to Mr. Somkid Sari or Mrs. Sirinongnard Priawpanich, the independent directors and the Company's Audit Committee for casting vote in the 2020 Annual General Meeting of Shareholders. Profile of the Audit Committee whom a shareholder gives a proxy to is appeared in **Enclosure 8**

2. If any shareholder requires to the 2019 Annual Report of the Company in the form of printing media, please contact to the Office of Company Secretary; Tel: 02-030-1399 ext. 117

Minutes of the 2019 Annual General Meeting of Shareholders

Nusasiri Public Company Limited

30th April 2019

At Maple Hotel, Ballroom B (Floor 15th)

No. 9 Srinakarin Road, Bang, Na Bang Na , Bangkok

Attendance Directors

1. Mr. Visanu	Thepcharoen	Chairman of the Board, Chief Executive Officer (Acting as chairman of the meeting)
2. Mr. Somkid	Sari	Independent Director, Vice Chairman, Audit Committee and the Chairman of the Nomination and Remuneration Committee
3. Mr. Pradit	Sawattananond	Independent Director, Chairman of the Audit Committee and the Nomination and Remuneration Committee
4. Mr. Piboon	Voravanprecha	Independent Director, Audit Committee and the Nomination and Remuneration Committee
5. Mrs. Sirinongnard	Priawpanich	Independent Director, Audit Committee and the Nomination and Remuneration Committee
6. Mr. Sompijit	Chaichanajarak	Director, Company Secretary
7. Mrs. Siriya	Theppcharoen	Director

The Company has a total of 7 directors in attendance, totaling 7 persons, representing 100% of the total directors.

Directors who do not attend the meeting

-None-

Executives Attending the meeting

Mr. Rachan	Arayawongchai	Deputy Chief Executive Officer Accounting and Finance (CFO)
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Auditors who attended the meeting

1. Mrs. Jarunee	Nuammae	Representative from A.M.T Associates
2. Mr. Yongyut	Wattanasopon	Representative from A.M.T Associates

Legal Advisors Attending the Meeting

Mr. Kiangkai	Inthachan	Representative from True Lawyer Co., Ltd
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The meeting began at 14.00 pm.

Mr. Sompijit Chaichanajarak Director and Company Secretary declared to the meeting that, there are already registered shareholders total 39 persons, Come by yourself 10 persons, Proxy 29 persons, the total amount of shares



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3,658,312,192 shares, equivalent to 47.8769 percent of the total shares sold of the company total amount 7,641,078,761 shares, constituting a quorum in accordance with Article 35 of the Company's Articles of Association and Articles of Association Article 38, which specify that the Chairman of the Board is a Directors Presided over the meeting. Therefore, would like to invite Mr. Visanu Thepcharoen to be the Chairman of the opening remarks and proceeding to the Annual General Meeting of Shareholders for the year 2020

The chairman welcomed the shareholders to the 2020 Annual General Meeting of Shareholders and introduced the company's directors, executives, auditors and legal advisors. That attended this shareholders' meeting to the meeting

The chairman informed the meeting of the voting procedures for each agenda.

1. Voting shall count 1 share as 1 vote and if any shareholder has a special interest in any matter, that shareholder has no right to vote.

2. Voting of the meeting for each agenda, the chairman of the meeting will ask whether there are shareholders wishing to vote against or abstain in each agenda. In the event that a shareholder wishes to vote in disagreement or abstention, raise his hand so that the staff can proceed to receive the ballot from you.

3. Vote counting will count only votes that disagree or abstaining and deducted from the total number of votes in attendance the remaining votes will be considered votes that agree in that agenda.

4. Result of vote counting, the Chairman Will inform the meeting of all agendas before the end of the meeting.

5. Before leaving the meeting room, please deliver the signed ballot to staff.

6. Commenting If any shareholders wish to ask questions or express opinions, Please only provide opinions related to the agenda being discussed and please raise your hands to allow the president to give permission and ask the shareholders to specify the name as well as informing that coming by oneself or proxies, So that the minutes of the meeting can be accurately and completely recorded. If the shareholders wish to make suggestions that are not on the agenda able to express your views on other agendas.

The Chairman conducted the meeting in accordance with the following agenda:

Agenda 1: To consider and approve the minutes of the 2018 Annual General Meeting of Shareholders held on 30 April 2018

The Chairman assigned Mr. Sompjitt Chichanajarak Director and Company Secretary was the person who clarified the facts in this agenda.

Mr. Somchit Chaichana informed the meeting that the company held the Annual General Meeting of Shareholders for the year 2018 on April 30, 2018 and prepared the minutes of the meeting within 14 days from the meeting and delivered to the Stock Exchange of Thailand and the Ministry of Commerce within Time required by law And published on the company's website (www.nusasiri.com) as well as attaching a copy of the minutes of the meeting in accordance with (Attachment 1). The Board of Directors agreed that said minutes had been recorded correctly. Agreed the shareholders' meeting certification of meeting minutes of the said ordinary meeting of shareholders.

Voting on this agenda must pass a majority of votes of the shareholders who attend the meeting and have the right to vote.



The Chairman opened the opportunity for shareholders to comment.

When there were no comments, the Chairman asked the meeting to vote.

Resolution: The meeting approved the minutes of the 2018 Annual General Meeting of Shareholders held on 30 April 2018 with the following votes:

Approved	4,786,700,792	votes, equivalent to	100.0000%	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote

Agenda 2: To acknowledge the report of the company's operations and the annual report 2018

The Chairman assigned Mr. Sompjitt Chaichanajakar Director and Company Secretary Was the person who clarified the facts in this agenda

Mr. Sompjitt Chaichanacharak Informed the meeting that the company summarizes the past performance report and significant changes which occurred in the year 2018 which appeared in the annual report 2018 (shown in Attachment 2) and the board of directors. Agreed that the shareholders' meeting acknowledge the report of the company's operations and the annual report 2018, by asking to summarize the significant information ending on 31 December 2018 to the shareholders for acknowledgment as follows:

Performance For the year ended 31 December 2018, the total revenue for the year 2018 was 2,975.84 million baht. The difference compared to the year 2017 increased by 1,415.18 million baht (year 2017 of 1,560.67 million baht), including expenses in 2018. Amount 3,226.21 million baht, difference compared to 2017 increased by 1,419.25 million baht (year 2017 of 1,806.96 million baht), loss before tax in year 2018 of 250.36 million baht, difference compared to year 2017, increased loss of 4.07 million baht (year 2017 Loss of 246.30 Income tax for the year 2018 of 4.87 million baht, compared to the previous year decreased by 10.95 million baht (2017 for the amount of 6.08 million baht). Loss from operations for the year 2018 was 245.49 million baht. Loss decreased from last year by 6.89 million baht. Year 2017, loss of 252.38 million baht)

Income proportion, Type of income from the sale of land and houses and land for the year 2018 totaled 1,343.39 million baht or 45.14%, selling condominiums in the amount of 1,188.81 million baht or 39.95%, renting and services of 181.92 million baht or 6.11% of revenue, Other amount 261.72 or 8.79 percent, total revenue is 2,975.84 million baht, an increase of 1,415.17 million baht compared to 2017 (2017 has a total income of 1,560.67 million baht)

Summary of operations in 2018 In the past year, the company has developed existing real estate for sale. There will be horizontal, high-rise projects, including the launch of the Legend Siam cultural theme park and investment in wellness businesses.

In addition, the company participated in social responsibility activities by inviting employees to participate in the Nusa Tam Dee project to do social activities to help the disabled. Orphanage And various misfortunes Which is an activity that encourages employees to have volunteer spirit Work together as a team and help the society as well.

In 2018, The company is in the process of gathering information to participate in the Private Sector Collective Action Coalition Against Corruption (CAC) by assigning the officers and related departments of the company Proceed



with the preparation of documents in the form specified by the Project in order to submit a request for certification to the Project further, with the goal that the application for certification must be completed this year.

For the 2018 annual report, the company has already delivered to all shareholders. Along with the notice of the 2018 Annual General Meeting of Shareholders in QR Code format, which this year the company has complied with the policy of the Department of Business Development the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). In order to reduce the use of paper, various documents have been prepared in QR Code format. Books can be obtained or can be downloaded from the company's website www.nusasiri.com

The Chairman opened the opportunity for shareholders to ask questions and express opinions. When there were no more questions and comments, the Chairman asked the meeting to vote.

Resolution: The meeting acknowledged the report of the company's performance and the annual report 2018

Agenda 3: To consider and approve the 2018 financial statements for the accounting period ending on 31 December 2018 which has been audited by a certified auditor

The Chairman assigned Mr. Sompijit Chaichanajarak Director and Company Secretary Was the person who clarified the facts in this agenda Mr. Sompijit Chaichanajarak Informed the meeting that As for Agenda 2, as reported on the Company's operating results, in order to comply with the Public Company Limited Act B.E. 2535, Section 8, which stipulates that the Company Must prepare a statement of financial position and income statement at the end of the company's fiscal year. Which has been audited by the auditor and proposed to the general meeting of shareholders for approval. The company has prepared the financial statements for the year ended 31 December 2018 as shown in the annual report 2018 and summarized Financial information Which has been considered by the audit committee And audited by a certified auditor (Annual Report 2018 and additional financial information appearing in Attachment 2), therefore, would like to summarize the significant matters to the shareholders' meeting as follows

Statement of financial position for the accounting period ending 31 December 2018, the Company had current assets of 3,883.64 million-baht, non-current assets of 8,969.17 million-baht, total assets of 12,852.81 million baht, a decrease from 2017 which had total assets of 12,854.04 million baht. Amount of 1.23 million baht or 0.01 percent. The company has current liabilities 4,082.95 million-baht, non-current liabilities 1,567.41 million-baht, total liabilities 5,650.37 million baht, a decrease from 2017 which has debt. Total amount of 5,753.75 million baht, a decrease of 103.38 million baht or 1.80 percent, shareholders 'equity of 7,202.45 million baht, an increase of 102.15 from 2017, representing 1.44 percent (shareholders' equity in the year of 7,100.30 million Total liabilities and shareholders' equity in 2018 of 12,852.81 million baht, decreased from 2017 by 1.23 million baht or 0.01 percent (in the year 2017 of 12,854.04 million baht).

Income statement for the accounting period ended 31 December 2018, the company had total revenue of 2,975.85 million baht, an increase of 1,560.67 million baht from year 2017, an increase of 1,415.18 million baht or a percentage of 90.68, with sales and service income of 2,714.12 million baht and other income of 261.72 million baht, the company had total expenses of 3,226.21 million baht, an increase of 2017 which was 1,806.96 million baht, an increase of 1,419.25 million baht or equivalent to 78.54 percent with the cost of sales and services in the amount of



2,290.67 million baht. Selling and administrative expenses of 864.08 million baht and the share of loss from investments in associates and joint ventures of 71.45 million baht. Receive income tax of 4.87 million baht, resulting in the company

Has a loss from operations the year 2018 in the amount of 245.49 million baht, decreased from the year 2017 of 6.89 million baht, divided into the part of the parent company loss of 221.71 million baht and non-controlling interests' loss of 23.78 million baht

Cost Structure In the year 2018, the company has cost of sales in the amount of 2,290.67 million baht, representing 76.98% of the revenue. In 2017, the cost of sales is 1,044.92 million baht or 66.95%, an increase of 1,245.75 million baht from the year 2017. Selling expenses 214.23 million-baht, equivalent to 7.20 percent of revenue. In 2017, sales expenses were 202.48 million baht or 12.97 percent of revenue, increased by 11.75 million baht from the company. The company has administrative expenses were 372.39 or 12.51 percent of revenue. In 2017, administrative expenses were 351.01 million baht or 22.49 percent, an increase of 21.38 million baht from 2017. The company had financial costs of 231.01 million baht or 7.76 percent in 2017, with financial costs in the amount of 165.40 million baht or 10.60 percent, an increase of 65.61 million baht from 2017

It can be seen that the cost of expenses in 2018 is higher than the expenses in 2017 due to the sale of land on Rama 2 Project Phase 1, Phase 2 and Phase 3 to the investors. Which is a cost reduction for interest expenses for the company and if calculated as a percentage, then will see that the proportion has decreased from the previous year Due to the company Have more income Although the company Can reduce the cost of some items When compared with the standard of the company That is in the same industry (Benchmark), then the company must try to reduce the cost according to the cost structure in order to meet the standards further.

Cash flow statement for the year ended 31 December 2018, the company has net cash received from operating activities in the year 2018 of 2,061.94 million baht, which increased from 2018 of 1,661.23 million baht. The company has net cash used from investing activities in 2018 in the amount of 817.35 million baht used, decreased from 2017 by 301.32 million baht. The company has net cash used From financing activities in 2018 in the amount of 1,213.77 million baht, which increased from 1,303.63 million baht in 2017, in which the company had cash and cash equivalents at the beginning of the period of 18.47 million baht, a net increase of 30.83 million baht, ending balance of 49.29 million baht

The Board of Directors recommends that the shareholders' meeting consider and approve the Company's financial statements. For the fiscal year ending 31 December 2018, which has been considered by the audit committee and audited by a certified auditor

Voting on this agenda must pass a majority of votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.

When there were no more questions and comments, the Chairman asked the meeting to vote.

Resolution: Has approved the annual financial statements 2018 for the accounting period ending 31 December 2018, which has been audited by a certified auditor. With the following votes

Approved	4,786,700,792	votes, equivalent to	100.0000%	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote

Abstained	0 votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0 votes, equivalent to	0.0000% of the votes attended and eligible to vote

Agenda 4: To consider and approve the suspension of allocation of profits as legal reserve funds and the omission of dividends from the results of operations of the company for the fiscal year ending 31 December 2018

The Chairman assigned Mr. Sompjijt Chaichanajarak Director and Company Secretary Was the person who clarified the facts in this agenda Mr. Sompjijt Chaichanajarak

Informed the meeting that According to the company's dividend policy dividend payment at the rate of not less than 4 0 percent of the net profit after deduction of corporate income tax and legal reserve. However, the aforementioned dividend payment may change depending on Future operational plans, investments, liquidity, and various necessities by authorizing the Board of Directors to consider the appropriateness To maximize benefits for shareholders Which the company's performance For the fiscal year ending 3 1 December 2 0 1 8, which has been considered by the audit committee And having been audited by a certified auditor, the company has a cumulative loss of 563.03 million baht or 18.92 percent of the total income under the Public Company Limited Act 1992, Section 115 regarding dividends from other types of money, aside from Profit cannot be made. In the event that the company There is still a deficit. Prohibiting dividend payment

Therefore, having to stop paying dividends and refrain from allocating profits as legal reserve funds for the year 2018 performance.

In this regard, the Board of Directors agreed that the shareholders' meeting should approve the omission of profits as a legal reserve. And the omission of dividends for the company's performance for the fiscal year ending 31 December 2018, as the company with loss and requires working capital to be used in business operations

Voting on this agenda must pass a majority of votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.

When there were no more questions and comments, the Chairman asked the meeting to vote.

Resolution: of the meeting approved the suspension of allocation of profits as legal reserve funds and refrain from paying dividends for the company's operations for the fiscal year ending 3 1 December 2 0 1 9, as the company with loss with the following votes

Approved	4,786,700,792 votes, equivalent to	100.0000% of the votes attended and eligible to vote
Disapproved	0 votes, equivalent to	0.0000% of the votes attended and eligible to vote
Abstained	0 votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0 votes, equivalent to	0.0000% of the votes attended and eligible to vote

Agenda 5: To consider and approve the appointment of directors in place of those who are retired by rotation

In this agenda, Mr. Somkid Sari and Mrs. Sirinongnard Priawpanich are the directors who have to retire by rotation. Therefore, The Chairman requested to temporarily leave the meeting due to being a stakeholder. For transparency and in accordance with the principles of good corporate governance in considering this agenda.



The Chairman assigned Mr. Sompjijt Chaichanajarak Director and Company Secretary was the person who clarified the facts in this agenda Mr. Sompjijt Chaichanajarak Informed the meeting that According to the Public Company Act B.E. 2535, Section 6 and according to the Company's Articles of Association, Article 18 states that

"In every annual general meeting of shareholders Directors must retire by at least one-third (1/3) by the rate of if the number of directors cannot be divided into three parts Then issue the number closest to one-third (1/3)

Directors who have to retire in the first year and the second year after registering that company for the subsequent years, the directors with the longest positions shall resign. Those who leave the position may choose to take another position."

The directors who have to retire by rotation in this year are

(1) Mr. Somkid Sari is the Vice Chairman of the Board of Directors Proportion of attendance in the year 2018, 7 times out of 10 meetings, Chairman of the Nomination and Remuneration Committee Attended 1 meeting from the 3 meetings, the number of years held for 3 years and 4 months, and served as the audit committee and independent directors for 2 years and 4 months. The proportion of attendance in the year 2018 was 3 times from the 4 meetings.

(2) Mrs. Sirinongnard Priawpanich is a director of the company Proportion of attendance in the year 2018, 4 times from 4 meetings, Nomination and Remuneration Committee Attended 1 meeting from 1 meeting and the Audit Committee and Independent Directors Attended 2 times out of 2 meetings, the number of years occupied 8 months

Which the Board of Directors commented that to comply with the policy of promoting good corporate governance and shows the fair and equal treatment to all shareholders. The company has considered it as a guideline by allowing shareholders to have the right to nominate the persons considered to be qualified. Suitable to be a representative in the performance of duties of the directors in advance from February 11, 2019 until March 8, 2019, it appears that no shareholder nominated any person to be considered for election as the Company's director in any way.

In this regard, the election of directors in place of those who must retire by rotation The Board of Directors, excluding the nominated directors Considered and approved the proposal of the Nomination and Remuneration Committee Propose to appoint the directors who are due to retire by rotation, which is the same director to be re-appointed as the company's director for another term as follows;

No.	Name-Surname	Type of committee proposed	Years in the position of director / independent director	Total duration of the position of director / independent director until completion of this agenda.	Remark
1	Mr. Somkid Sari	- Vice Chairman of the Board - Chairman of the Nomination and Remuneration Committee	3 years 4 months	6 years 4 months	Proposing to be re-elected for another term



No.	Name-Surname	Type of committee proposed	Years in the position of director / independent director	Total duration of the position of director / independent director until completion of this agenda.	Remark
		- Audit Committee - Independent Director	2 years 4 months	5 years 4 months	
2	Mrs. Sirinongnard Priawpanich	- Director - Member of the Nomination and Remuneration Committee - Audit Committee - Independent Director	8 months	3 years 8 months	Proposing to be re-elected for another term

Note: Number of years in the position of director / independent director, data as of 29 March 2019

Therefore, the Board of Directors considers that the 2 persons who must retire by rotation And nominate as an independent director Has passed the screening of the Board of Directors that they are suitable for the company's business operations And is a suitable person Knowledgeable And work experience which is beneficial to the company and also being an independent director who can give independent opinions and in accordance with relevant rules Having enough time to perform duties as a director. And fully qualified.

In accordance with the Public Limited Companies Act B.E. 2535 and the relevant Capital Market Supervisory Board announcement (Details of both profiles are shown in Attachment 3) and propose to the shareholders' meeting for further approval.

Voting in this agenda requires the appointment of individual directors. And must pass a resolution with a majority vote of the shareholders attending the meeting and having the right to vote

The Chairman opened the opportunity for shareholders to ask questions and express opinions.

When there were no more questions and comments, the Chairman asked the meeting to vote.

Resolution: The meeting approved the appointment of directors in place of those who are retired by rotation to be directors of the company for another term. 2 people, by voting to appoint an individual director The voting details are as follows

(1) Approved the appointment of Mr. Somkid Sari, Vice Chairman of the Board of Directors / Chairman of the Nomination and Remuneration Committee / Audit Committee / Independent Director To be re-appointed as the company's director for another term with the following votes



Approved	4,785,259,227	votes, equivalent to	99.9697% of the votes attended and eligible to vote
Disapproved	1,448,200	votes, equivalent to	0.0303% of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote

(2) passed a resolution to appoint Mrs. Sirinongnard Priawpanich to be a director / Nomination and Remuneration Committee / Audit Committee / Issara Director To be re-appointed as the company's director for another term with the following votes

Approved	4,786,707,427	votes, equivalent to	100.0000% of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote

The Chairman concluded the meeting passed a resolution. Approve the appointment of the directors who are due to retire by rotation to be the company's directors for another term and have the staff invite the directors back to the meeting room. As well as congratulating the two directors and thanking all shareholders for their trust in re-selecting the directors for another term.

The chairman proceeded the meeting and proceeded to consider the important agenda.

Agenda 6: To consider the remuneration of directors for the year 2019

The Chairman assigned Mr. Sompjijt Chaichanajarak Director and Company Secretary Was the person who clarified the facts in this agenda

Mr. Sompjijt Chaichanajarak Informed the meeting that The Nomination and Compensation Committee has considered the remuneration of the directors for the year 2019 with the criteria in comparison with the listed companies in the same industry. According to operating results Size of business, responsibility, and suitability for the current economic conditions Therefore, the remuneration of directors for the year 2019 in the amount not exceeding 5.5 million baht, which is equivalent to the year 2018, bonus compensation does not exceed the rate of 0.25% of the total increased assets, the company must have a profit, but the maximum limit is not over 500,000 Baht / person / year, health examination fees and medical expenses Up to 200,000 baht / person / year

The remuneration for the Board of Directors, which has been approved by the shareholders' meeting for the past 3 years, is 2016 in the amount of 5.0 million baht (actually used 3.55 million baht), 2017 in the amount of 5.0 million baht (actually used 4.11 million baht) And year 2018 in the amount of 5.5 million baht (actually used 3.71 million baht) in which the remuneration of the board of directors Including the sub-committee With details as follows

(1) Monthly compensation paid to the chairman of the board of 30,000 baht per month / per person And paid to the directors in the amount of 25,000 baht per month / per person

(2) Meeting allowances

- Board of Directors Payment to the Chairman of the Board of Directors in the amount of 25,000 baht per time / person and for the 20,000 baht / time / per director.

- Audit Committee Paid to the Chairman of the Audit Committee in the amount of 25,000 Baht per time / person and paid to the Directors of the amount of 20,000 per time / per person

- Nomination and Remuneration Committee Paid to the Chairman of the Nomination and Compensation Committee in the amount of 12,500 baht per time / person and 10,000 baht per time for each director

(3) Bonus compensation, which is a bonus of 0.25% of the increased total assets, and the company must have a limited profit of not more than 500,000 baht / person / year. In the past 3 years, no payment has been made. Bonus to the board

(4) Health examination fees and medical expenses Up to 200,000 baht / person / year, which is requested in the year 2562 as the first year.

(5) Special interest Or other benefits Which no committee has a special interest Or other benefits Which is different from other committee members

In this regard, the Board of Directors recommends that the shareholders' meeting consider and approve the remuneration of the Board of Directors for the year 2019 in the amount not exceeding 5.5 million baht, the bonus compensation does not exceed the rate of 0.25% of the total assets which increase the profit of the company But limited to a maximum limit of 500,000 baht / person / year, health examination fees and medical expenses Not more than 200,000 baht / person / year and the board of directors will determine the conditions Details and rates of remuneration of directors and sub-committees as appropriate. Details of the scope of duties and responsibilities of the Board of Directors Audit Committee and the Nomination and Remuneration Committee (Shown in Attachment 2)

Voting on this agenda must pass a majority of votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.

When there were no comments, the Chairman asked the meeting to vote.

Resolution: The meeting to approve the remuneration of directors for the year 2019 in the amount not exceeding 5.5 million baht, bonus compensation not exceeding 0.25% of the total assets increased by the company must have a profit, but the maximum limit is not over 500,000 baht / Person / year and health examination fee and medical expenses Up to 200,000 baht / person / year with the following votes

Approved	4,882,523,727	votes, equivalent to	100.0000%	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote

Agenda 7: To consider and approve the appointment of the auditor and determine the remuneration of the auditor for the year 2019

The Chairman assigned Mr. Sompjitt Chaichanajarak Director and Company Secretary Was the person who clarified the facts in this agenda

Mr. Sompjitt Chaichanajarak Informed the meeting that to comply with the Public Limited Companies Act 1992, Section 120, which requires the general meeting of shareholders to appoint an auditor. And determine the annual audit fees of the company And in addition, according to the announcement of the Capital Market Supervisory



Board has stipulated that listed companies must arrange for the rotation of auditors if the same auditor has performed the duty of reviewing or examining and providing opinions on the company's financial statements for 5 consecutive accounting periods. The new auditor can be appointed under the same audit office as the previous auditor. However, the company may appoint an auditor who has retired from rotation from the auditor's term after at least two years. Fiscal year from the date of discharging from duty.

The Audit Committee has considered and agreed to change the company's auditor. With the opinion and reasoning of the change of this auditor to promote independence in the audit and provide opinions of the auditor and build confidence for investors and shareholders of the company in investment decisions considered in accordance with the rules of rotation of the auditors of the Securities and Exchange Commission (SEC). In addition to the preparation of financial statements with international standards. To support investment with foreigners in the future therefore agreed to select a new auditor from EY Office Limited ("EY"). The Audit Committee agreed that EY is a company that has the ability to audit the account accurately, with quality and speed in the auditors have the standardized information and can give advice to the company. The auditor has no relationship and / or no conflict of interest between the auditor and the company. North / subsidiaries / executives / major shareholders. Or those involved with the said person in a manner that will affect the performance of duties independently in any way. The list of auditors of the company for the year 2019 is as follows: Ms. Supanee Triyanankul, Certified Public Accountant No. 4498 and / or Ms. Vathu Kayankannawee, Certified Public Accountant No. 5423 and / or Mr. Preecha Arunnara, Certified Public Accountant No. 5800, of which the company's auditor, subsidiary's auditor and that associated company under the same audit firm. There are also subsidiaries and associated companies located in foreign countries which the Board will oversee the preparation of financial statements on time.

The audit fee proposed for the year 2019, which does not include other expenses such as travel expenses, postage fees, fax fees, overtime fees, will be withdrawn based on the actual amount paid. Can be summarized as follows;

Auditor's remuneration	Year 2018 (Baht)	Year 2019 (Baht)
Annual financial statement audit fees		
Nusasiri Public Company Limited	1,000,000.00	2,400,000.00
Financial statements	230,000.00	
Other expenses such as travel expenses	84,392.00	-
Audit fees for the interim financial statements / quarter		
Nusasiri Public Company Limited	1,380,000.00	1,800,000.00
Financial statements	330,000.00	
Other expenses such as travel expenses	193,500.00	-
Total	3,217,892.00	4,200,000.00

Remark: - Audit Fee (only NUSA does not include audit fees for subsidiaries and associates)

- That auditing fee for the year 2019 does not include other expenses such as travel expenses, postage fees, fax fees, overtime fees which are requested to be reimbursed according to the actual expenses.



The board of directors agreed with the meeting of shareholders to approve the appointment of auditors from EY Office Limited ("EY") By appointing Ms.Supanee Triyanankul, certified public accountant no. 4498 and / or Ms.Vathu Kayankannawee, certified public accountant no. 5 4 2 3 and / or Mr.Preecha Arunnara, certified public accountant no. 5800 as The annual audit of the company for the year 2019, the remuneration for the year 2019 must not exceed 4.2 million baht, which does not include other expenses such as travel expenses, postage fees, fax fees, overtime pay, which is requested to withdraw. The amount actually paid

Voting on this agenda must pass a majority of votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to ask questions and express opinions.

When there were no more questions and comments, the Chairman asked the meeting to vote.

Resolution: The meeting approved the appointment of auditors from EY Office Company Limited by appointing Ms.Supanee Triyanankul, certified public accountant no. 4498 and / or Ms.Vathu Kayankannawee, certified public accountant no. 5423 and / or Mr.Preecha Arunnara certified public accountant no. 5800, is the company's auditor for the year 2019, with the remuneration for the year 2019 not exceeding 4.2 million baht. Including other expenses such as travel expenses, postage fees, fax fees, overtime fees which are actually requested by the actual amount with the following votes

Approved	4,882,523,727	votes, equivalent to	100.0000% of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote

Agenda 8: To acknowledge the cancellation of the allotment of new ordinary shares To support the exercise of the warrants to purchase ordinary shares of the Company (NUSA-WA) of 500,000,000 shares and to accommodate the adjustment of the warrants to purchase the ordinary shares of the Company (NUSA-WA) in the amount of 63,446,717 shares, totaling 563,446,717 shares in value. At 1 baht per share, totaling 563,446,717 baht

The Chairman assigned Mr. Sompjitt Chaichanajarak Director and Company Secretary Was the person who clarified the facts in this agenda.

Mr. Sompjitt Chaichanajarak informed the meeting that to propose to the meeting to acknowledge the cancellation of the allocation of the newly issued ordinary shares of the Company By canceling the allotment of newly-issued ordinary shares to support the exercise of the Warrants to purchase ordinary shares of the Company (NUSA-WA) in the amount of 500,000,000 shares and cancel the allotment of the newly issued ordinary shares reserved to accommodate the adjustment of the warrants to purchase the ordinary shares of The Company (NUSA-WA) in the amount of 63,446,717 shares, totaling 563,446,717 shares, with a par value of 1.00 baht per share, totaling 563,446,717 baht. Expired The last exercise was on March 30, 2018.

The Board of Directors agreed that the meeting of shareholders to acknowledge the cancellation of the allotment of the newly issued ordinary shares To support the exercise of the warrants to purchase ordinary shares of the Company (NUSA-WA) of 500,000,000 shares and to accommodate the adjustment of the warrants to purchase the



ordinary shares of the Company (NUSA-WA) in the amount of 63,446,717 shares, totaling 563,446,717 shares in value. At 1 baht per share, totaling 563,446,717 baht

The Chairman opened the opportunity for shareholders to ask questions and express opinions. When there were no more questions and comments, the Chairman asked the meeting to vote.

Resolution: The meeting acknowledged the cancellation of the allotment of new ordinary shares to support the exercise of the warrants to purchase ordinary shares of the Company (NUSA-WA) of 500,000,000 shares and to accommodate the adjustment of the warrants to purchase the ordinary shares of the Company (NUSA-WA) in the amount of 63,446,717 shares, totaling 563,446,717 shares in value. At 1 baht per share, totaling 563,446,717 baht

Agenda 9: To consider and approve the reduction of the registered capital of the company from the original registered capital of 10,160,910,748 baht to the authorized capital of 9,597,464,031 baht and approve the amendment to the Article 4 of the Memorandum of Association of the Company to be in accordance with the reduction of the registered capital of the Company

The Chairman assigned Mr. Sompjitt Chaichanajarak Director and Company Secretary Was the person who clarified the facts in this agenda

Mr. Sompjitt Chaichanajarak Informed to the meeting that due to Agenda 8, the meeting acknowledged the cancellation of the allotment of the newly issued ordinary shares, it must consider and approve the reduction of the company's registered capital as follows

(1) by cutting the registered reserved shares To support the exercise of warrants to purchase ordinary shares of the Company (NUSA-WA) in the amount of 500,000,000 shares with a par value of 1 baht per share, totaling 500,000,000 baht.

(2) By cutting the registered ordinary shares reserved to accommodate the adjustment of warrants to purchase ordinary shares of the Company (NUSA-WA) in the amount of 63,446,717 shares with a par value of 1 baht per share, totaling 63,446,717 baht. Therefore must reduce the registered capital From the original registered capital of 10,160,910,748 baht, reduce the capital by 563,446,717 baht, the remaining registered capital is 9,597,464,031 baht, and consider and approve the amendment to the Article 4 of the Memorandum of Association according to Section 18 (4) of the Public Company Act B.E. 2535, by assigning the person as the Board of Directors In the registration of the amendment of the memorandum of association at the Department of Business Development Ministry of Commerce Has the power to amend and add the words in order to comply with the Registrar's order within 14 days from the date of the shareholders' meeting to approve the amendment of Article 4. of the Company to comply with Capital reduction as follows

“Article 4. Registered capital amount 9,597,464,031 baht (Nine thousand five hundred ninety-seven million four hundred sixty-four thousand thirty-one baht only)
Divided into 9,597,464,031 shares (Nine thousand five hundred ninety-seven million four hundred sixty-four thousand thirty-one shares)
At par value of 1 baht per share (one baht only)

	By dividing into	
Ordinary shares	9,597,464,031 shares (Nine thousand five hundred ninety-seven million	four hundred sixty-four thousand thirty-one shares)
Preferred shares	-	shares (- shares)”

The Board of Directors agreed that as there is no warrant holder (NUSA-WA) and the last exercise is completed Therefore, it should reduce the registered capital according to the law Which is the reduction of unsubscribed registered capital or remaining shares from the issuance of warrants to purchase ordinary shares of the Company to complete. That said capital reduction is appropriate Does not affect the company or rights and benefits of shareholders Therefore, the shareholders' meeting should approve the decrease of the company's registered capital From the original registered capital of 10,160,910,748 shares to the authorized capital of 9,597,464,031 shares and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the reduction of the registered capital of the Company Due to the said registered capital reduction.

Voting on this agenda must pass a resolution of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.

Miss Wipawan Lohsrithong, a shareholder, inquired that according to the company Will reduce the registered capital It is unknown whether the shares that the shareholders have bought will be reduced and the market shares will also be low.

Mr. Sompijit Chaichanacharak Director and Company Secretary Answer the question of that said capital reduction Will not decrease the shares held by shareholders and from the registered capital reduction Is a capital reduction that has not yet been called up Which has no effect on the paid-up shares And does not affect the stock price in the market

The Chairman opened the opportunity for shareholders to ask questions and make additional comments.

When there were no more questions and comments from the shareholders, the Chairman asked the meeting to vote.

Resolution: Has approved the reduction of the registered capital of the company from the original registered capital, amount of 10,160,910,748 baht to the authorized capital of 9,597,464,031 baht and approve the amendment to the Article 4 of the Memorandum of Association of the Company to be in accordance with the reduction of the registered capital of the Company with the following votes

Approved	4,882,523,727	votes, equivalent to	100.0000% of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote

Agenda 10: To consider other matters (if any)

The Chairman opened the opportunity for shareholders to ask questions and express opinions on other matters.

In this agenda, there were shareholders giving suggestions and have additional questions as follows

Mr. Sumet Wattanarangsana, a shareholder, asked how many executive directors with the power to sign to bind the company and Ms. Nantida. Kittisaranon, who is attending this meeting? And from the previous meeting, the Board has informed that 5 branches of health business will be expanded. Currently, how many branches have been opened? What are the operating results?

Mr. Sompjit Chaichanajak Director and Company Secretary. Answer the question: Present, the authorized directors of the Company are 3 persons, Mr. Visanu Thepcharoen or Mrs. Siriya Thepcharoen signing jointly with me, Mr. Sompjit Chaichanajak totaling two of the three directors and Miss Nantida Kittisaranon resigned from being a director Due to personal mission.

Mrs. Siriya Theppcharoen, the director, replied further that Health business that has invested in China Currently, operating licenses have been granted in quarter 2/2019 within June. Expected to be able to open to full service and have medical tests before opening the service. Including the current company, there has been a purchase of shares in this business in Thailand but is in the process of transferring shares. Which the operating results are expected to be recognized around the 4th quarter of 2019 or the 1st quarter of 2020

Mr. Sumet Waththarangsana, a shareholder Asked further that the company's main income Which business will come from and shareholders have the hope of receiving dividends from the result of the year 2019, how much?

Mr. Visanu Thepcharoen, the chairman, responded that the company's main income Still comes from the real estate business travel and health businesses, respectively, can see that this year the company. The Legend Siam project has been launched in Pattaya, a cultural theme park over 90% of the construction is now open for tourists to visit. Which will be officially re-released in the next quarter.

At the end of the year, the company Will have more revenue from the business of health and amusement which both businesses will make the company with better operating results It is expected that if you can make a lot of profits, you will be able to clear the losses. If the operating results are profitable, the company must pay dividends to shareholders according to the operating results received.

The Chairman opened the opportunity for shareholders to ask questions and make additional comments.

There was no shareholder proposing any additional matters. The Chairman then thanked all shareholders for taking the time to attend this meeting. And closed the meeting

The meeting was closed at 15.19 pm.

Please certify that the minutes are correct.


 sign.....
 (Mr. Sompjit. Chaichanajak)
 Minutes Recorder


 sign.....
 (Mr. Visanu Thepcharoen)
 Chairman




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Annual Report 2019 in the form of QR Code



Profiles of re-elected directors will be proposed to the shareholders' meeting

Name	Mr. Pradit Sawattananond	
Type of director proposed for appointment	<ul style="list-style-type: none"> - Board of Directors - Chairman of the Audit Committee - Nominating and Remuneration Committee - Independent Director 	
Number of years as a director/ Independent Director	4 years and 4 months	
Age	71 years old	
Nationality	Thai	
Address	No. 353/5 Si Phraya Subdistrict, Bang Rak District, Bangkok	
Education	<ul style="list-style-type: none"> - MBA, Management, Central State University, Oklahoma, U.S.A - Bachelor Degree, Faculty of Commerce, Chulalongkorn University 	
Training relating to role and Duties of Director	<ul style="list-style-type: none"> - Training Courses, Director Certification Program (DCP) 3/2000 (IOD) - Training Courses, Audit Committee Program (ACP) 3/2004 (IOD) - Training Courses, Chief Financial Officer Certification Program 1/2547 of Accountants Director courses and the Certified Public Accountant of Thailand - Training Courses, Improving the Quality of Financial Reporting 4/2006 (IOD) - Training Courses, Monitoring the Quality of Financial Reporting 5/2007 (IOD) - Training Courses, Monitoring the Internal Audit Function 5/2008 (IOD) - Training Courses, Monitoring the System of Internal Control and Risk Management 2/2008 (IOD) - Training Courses, Role of the Compensation Committee 6/2008 (IOD) - Training Courses, Advance Audit Committee Program (AACP) 13/2013 (IOD) - Training Courses, How to Develop a Risk Management Plan (HRP) 4/2013 (IOD) - Training Courses, Corporate Governance for Capital Market Intermediary (CGI) 1/2014 (IOD) 	

Current Position	<ul style="list-style-type: none"> - Board of Directors of Nusasiri Public Company Limited. - Chairman of the Audit Committee of Nusasiri Public Company Limited - Nominating and Remuneration Committee of Nusasiri Public Company Limited - Independent Director of Nusasiri Public Company Limited.
Work Experience (for 5 years)	<p>Working experience dating back 5 years to the present</p> <ul style="list-style-type: none"> - Independent Director, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee of Land and Houses Bank Public Company Limited - Independent Director, Audit Committee, Corporate Governance Committee, Nomination and Remuneration Committee of LH Financial Group Public Company Limited - Independent Director, Chairman of the Audit Committee of Asia Sermkij Leasing Public Company Limited - Independent Director, Audit Committee of KGI Securities (Thailand) Public Company Limited - Independent Director, Audit Committee of Thai Film Industries Public Company Limited
Position of other Company's Registration	<p>Total Position of other Company's Registration 4 companies</p> <ul style="list-style-type: none"> - Independent Director, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee of Land and Houses Bank Public Company Limited - Independent Director, Audit Committee, Corporate Governance Committee, Nomination and Remuneration Committee of LH Financial Group Public Company Limited - Independent Director, Chairman of the Audit Committee of Asia Sermkij Leasing Public Company Limited - Independent Director, Audit Committee of KGI Securities (Thailand) Public Company Limited
Position of other Companies (not related to Company's registration)	<p>No positions in other listed companies</p>
Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company	<p>There are no positions in other businesses that may cause conflicts of interest to the company.</p>



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Relationship with Executives or Major/Minor shareholders of the Company There is no relationship with the management or major shareholders/ minority of the company.

Holding of the Company's securities/shareholding in the Company Shareholding of 700 shares of Nusasiri Public Company Limited

Special interests that are different from Other directors There is no special interest that is different from other directors.

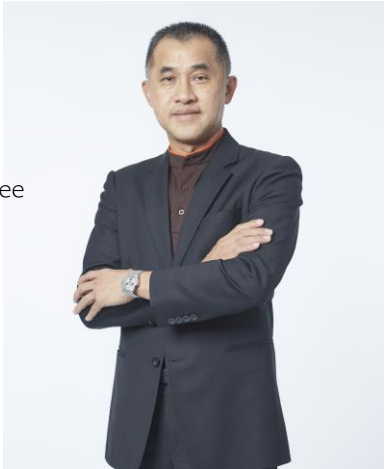
Legal Dispute in past 10 years No legal dispute

Meeting Attendance in 2019

- Board of Director 7 out of 7 times.
- Audit Committee 4 out of 4 times
- Nominating and Remuneration Committee 1 out of 1 times.

note: *Annual General Meeting of Shareholders for the year 2017 Which was convened on 28 April 2017 Resolved to approve the appointment of directors to replace those retiring by rotation Mr. Pradit Sawattananond is a director for another term.*

Profiles of re-elected directors will be proposed to the shareholders' meeting

Name	Mr. Piboon Voravanprecha	
Director Type	<ul style="list-style-type: none"> - Board of Directors - Audit Committee - Nominating and Remuneration Committee - Independent Director 	
Number of years as a director/ Independent Director	1 years and 4 months	
Age	55 years old	
Nationality	Thai	
Address	No. 141/42 Soi. Senanikom 1, Phaholyothin Road, Senanikom, Chatuchak, Bangkok	
Education	<ul style="list-style-type: none"> - Master of Security (Master of Defence Studies University of New South Wales, UNSW Australia) - Bachelor of Science, Royal Thai Air Force Academy (Mechanical Engineering) 	
Training relating to role and Duties of Director	No training relating to role and Duties of Director.	
Current Position	<ul style="list-style-type: none"> - Board of Directors of Nusasiri Public Company Limited. - Audit Committee of Nusasiri Public Company Limited - Nominating and Remuneration Committee of Nusasiri Public Company Limited - Independent Director of Nusasiri Public Company Limited. 	
Work Experience (for 5 years)	Working experience dating back 5 years to the present Chief of Executive Staff Committee to the Chief of the Air Staff	
Position of other Company's Registration	No positions in other listed companies	
Position of other Companies (not related to Company's Registration)	No positions in other listed companies	



N U S A S I R I

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Position of Director/Executive of other Companies that may lead the Conflict of Interests to the Company	There are no positions in other businesses that may cause conflicts of interest to the company.
Relationship with Executives or Major/Minor shareholders of the Company	There is no relationship with the management or major shareholders/ minority of the company.
Holding of the Company's securities/shareholding in the Company	There is no holding of securities or holding shares of the company.
Legal Dispute in past 10 years	No legal dispute
Special interests that are different from other directors	There is no special interest that is different from other directors.
Meeting Attendance in 2019	<ul style="list-style-type: none">- Board of Director 7 out of 7 times.- Audit Committee 4 out of 4 times- Nominating and Remuneration Committee 1 out of 1 times.

note: The Board of Directors' Meeting No. 9/2018 Which was convened on 14 November 2018 Appointed to approve the appointment Mr. Piboon Voravanprecha is a director of the company. Independent Director ,Audit Committee and the Nomination and Remuneration Committee instead of Mr. Santi Boonprakub



Capital increase Report Form

Nusasiri Public Company Limited

On 24th April 2020

Nusasiri Public Company Limited ("the Company " or "NUSA"), hereby report the resolution of the Board of Directors No. 5/2020 hold on 24th April 2020 between the times on 14:00 am.- 16:00 pm. about the value of shares asfollows;

1. Capital reduction / Capital increase

At Board of Directors meeting has resolved to reduce registered capital from original registered capital amount 9,597,464,031 baht to the remaining registered capital amount 7,641,082,611 Baht and increased registered capital of the Company's amount 2,000,000,000 baht of registered capital after capital reduction in the amount 7,641,082,611 baht as capital expenditures, with registration amount 9,641,082,611 baht by issuance of new ordinary shares amount 2,000,000,000 shares a par value of 1 baht per share, including 9, 6 41,082,611 baht, which has the characteristics of capital increase as follows;

Capital increase	Stock type	Number of shares (share)	Face value (Baht per share)	To include (baht)
<input checked="" type="checkbox"/> Specifying the purpose of using funds	Common stock	2,000,000,000	1.00	2,000,000,000
	Preferred shares	-	-	-
<input type="checkbox"/> General power of attorney	Common stock	-	-	-
	Preferred shares	-	-	-

2. Allocation shares of Capital increase

The allocation shares of Capital increase by specifying a purpose of the funds.

Allocated to	Number of shares	Sale price Per share (Baht)	At the time of subscription and payment period.	note
To support allocation of increase capital to private placement	Not more than 2,000, 000,000	0.50 baht per share, equivalent to value 1,000,000,000 baht	will be announced later after receiving permission from the Securities and Exchange Commission, Thailand	Please see Remarks Clause (1)

Remarks: (1) Allocation of 2,000,000,000 new ordinary shares with a par value of Baht 1.00 each, totaling 2,000,000,000 At the offering price of 0.50 baht per share to a private placement

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

1.2 Mr. Uwern SAE FUNG amount 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		Before capital increase 7,641,082,611 Baht			After capital increase 9,641,082,611 Baht		
	Name of shareholders		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



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		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
					Mr. Chakrit Sirirat	10,000	0.000
4	Hankraiwilai Group			Total		458,721,548	4.759
	Mr. Nakhorn Hankraiwilai	130,000,000	1.701	6	Hankraiwilai Group		
	Mr. Surapong Hankraiwilai	108,005,000	1.413		Mr. Nakhorn Hankraiwilai	130,000,000	1.348
	Miss Waraporn Hankraiwilai	18,000,000	0.236		Mr. Surapong Hankraiwilai	108,005,000	1.120
	Mrs. Umpai Hankraiwilai	98,000,000	1.283		Miss Waraporn Hankraiwilai	18,000,000	0.187
Total		354,005,000	4.633		Mrs. Umpai Hankraiwilai	98,000,000	1.016
5	Miss Arthika Thorkeaw	275,946,617	3.611	Total		354,005,000	3.672
6	Rungruengnaowarat Group			7	Miss Arthika Thorkeaw	275,946,617	2.862
	Mr. Sompong Rungruengnaowarat	200,000,000	2.617	8	Rungruengnaowarat Group		
	Mr. Baworn Rungruengnaowarat	57,570,105	0.753		Mr. Sompong Rungruengnaowarat	200,000,000	2.074
	Mr. Badin Rungruengnaowarat	2,180,000	0.029		Mr. Baworn Rungruengnaowarat	57,570,105	0.597
Total		259,750,105	3.399		Mr. Badin Rungruengnaowarat	2,180,000	0.023
7	Sornwaneeyarak Group			Total		259,750,105	2.694
	Miss kamattaya Sornwaneeyarak	246,900,000	3.231				



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	(%)
	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.

In which the 2 investors are not connected persons of the Company According to the announcement of the Stock Exchange of Thailand regarding disclosure of information and operations of registered companies in connected transactions. And in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 28/2551 regarding the request for permission and the permission to offer new shares (And as amended) whereby the investor agrees not to send a person to be a director and / or executive 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 because the offering of the newly issued ordinary shares of the Company to investors, which is considered as an allocation to the specific investors in this time Is the offering of newly issued shares of the Company to specific investors with the resolution of the shareholders' meeting clearly setting the offering price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 regarding the approval for listed companies to propose Selling newly issued shares to the private placement, in addition to the company having to obtain approval from the shareholders' meeting To offer the newly issued ordinary shares of the company to investors at this time The company must receive approval to offer the newly issued ordinary shares of the company to the specific investors from the Office of the Securities and Exchange Commission in accordance with the announcement Tor Chor. 72/2558 before the offering.

In this regard, when considering the offering price of the newly issued ordinary shares of the company, which will be issued to investors at the offering price of 0.50 baht per share, this time compared to the market price of the company's shares calculated from the weighted average price of the shares of the trading company In the Stock Exchange of Thailand ("Stock Exchange") not less than 7 consecutive business days, but not more than 15



consecutive business days before the date the Board of Directors No. 5/2020, held on April 24, 2020, Which price of shares 0.288 The Board has resolved to propose this agenda to The annual general meeting of shareholders for the year 2020 of the company to consider and approve the issuance of the newly issued ordinary shares to the specific investors. The call for payment of the said additional shares will be paid within 1 year after being approved by the Annual General Meeting of Shareholders for the year 2020. The offering price of the newly issued ordinary shares to specific investors is a discounted price. From the market price Therefore not considered as an offering of newly issued shares at a price lower than the market price as specified in the Notification No. ThorChor. 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.

(2) The Board of Directors has approved to be proposed to the Annual General Meeting of Shareholders for the year 2020, approval to authorize the Board of Directors and / or Executive Committee and / or the Chief of the Executive and / or. Person assigned by the Board of Directors or authorized directors have a power to take any necessary action, related to allocation and Offering of ordinary shares capital increase that above in all respects. Which includes but not limited to or change the conditions or details regarding the allotment and offering of the newly issued shares as necessary and appropriate under the relevant laws. As well as the introduction of new ordinary shares of the company listed on the Stock Exchange of Thailand.

(3) In the event that there are fractions of shares, shall be disregarded.

3. Determine a date of the Annual General Meeting of Shareholders to approve a capital increase and share allotment.

The Annual General Meeting of Shareholders for the year 2020 On 2 June 2020 at 14:00 pm., at conference room of the Panacee Hospital Rama 2, No. 233 / 128-130 Moo 1, Bang Nam Chuet, Mueang Samut Sakhon, Samut Sakhon, 74000. By Determine a date, determining names of shareholders entitled to attend the shareholders' meeting and vote (Record Date) on 11 May 2020.

4. Requesting permission of the capital increase / share allotment to relevant government agencies and conditions for requesting permission

4.1 The company will process with the capital increase registration, register an amendment of memorandum of association and registration of changes in paid-up capital to the Business Development Ministry of commerce.

4.2 The company will process a request from the Stock Exchange of Thailand to accept ordinary shares the capital increase is a listed security and for trading on the Stock Exchange of Thailand.

5. Objectives of the capital increase and the use of additional funds

5.1 To increase liquidity and use as capital in the business operations of the company and subsidiaries

5.2 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

5.3 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 use of funds capital increase

Duration	Details	Amount (Million Baht)
Within a year 2020-2021	It is a cash flow in 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

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

- 6.1 Make the company have capital Increased circulation resulting in a liquidity more.
- 6.2 to expand investment in new projects that able to generate continuous revenue for the company and increase potential in competition of the company in the long term.
- 6.3 Expanding the company's capital base
- 6.4 Being an opportunity for business partners to be able to promote mutual business.
- 6.5 To reduce a risk of current business operations caused by the epidemic of corona virus (COVID-19)

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

- 7.1 The Company has revolving funds increased to use in operation, which will make a performance of the company improved.
- 7.2 To reduce an interest burden of loan. Including helping with capital and debt restructuring of the company.

8. Other details that are necessary for the shareholders to use Advantageous decision-making approvals Capital increase / share allotment

8.1 Reasons for the company raised funds by issuance of new ordinary shares to the private placement and benefits that the shareholders will receive from the offering of newly issued shares to private placement. There are procedures and quick processing times, be able target acquired group of investors as the company wants, whether is a financial potential investor with experience or business expertise that able to enhance the company's potential. Also, able to specify a fixed amount in time for business operations. Which will make a most benefit, operating results and



operations for the company include and the shareholders also. In order that, if raising funds from existing shareholders. There will be steps to implement and take more time. Could be the company has a risk that not being able to increase capital as planned. Therefore, offering shares ordinary capital increase to the private placement for a size of total funding to needs appropriateness with current business operations.

8.2 Criteria and procedures for determining allocation of shares to private placement

The company has criteria in determining the allocation of shares to private placement.

Which will be considered from financial potential or experience or expertise of investors. In a business that can enhance the company's potential. Which will make a most benefit to the company.

8.3 Impact on shareholders

Due to the company has approved the allocation of newly issued ordinary shares to private placement. Therefore, in considering impact on the shareholders of the company, consider as follows;

In case Allocation ordinary shares to private placement, by considering impact on the existing shareholders of the company, be summarized as follows;

1) Control Dilution

The Formula for calculating shareholding decreases = $1 - [Qo / (Qo+Qp)]$ 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%

2) Price Dilution

Calculation formula for reduction of shareholding = $(Po - Pn) / Po$ 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

$Pn = (PoQo + PpQp) / (Qo + Qp)$

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

3) Earnings Dilution

Calculation formula for Earnings Dilution = $(EPSo - EPSn) / EPSo$, whereas

$EPSo = \text{Earnings Mt} / Qo$.

$EPSn = \text{Net Profit} / (Qo + Qn)$ 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.

9. Schedule of actions in the event that the Board of Directors has resolved to capital increase / shares

allotment capital increase

Process	Date / month / year
1. The day of the board meeting	24 April 2020
2. The date of determine a list of eligible shareholders Attending the shareholders' meeting and voting	11 May 2020
3. The date of the 2020 Annual General Meeting of Shareholders	2 June 2020
5. The date of capital increase will be offered to private placement (PP)	Within 3 months after approval from the meeting of shareholders



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The company certifies that information contained in this report is true and complete in all respects.

signature..... authorized director to sign on behalf of the company

(Mr. Visanu Thepcharoen)

Vice Chairman of the Board

signature..... authorized director to sign on behalf of the company

(Mr. Sompjit Chaichanajarak)

Director of the Board

**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

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

Q_p = 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

P_o = 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)

P_p = 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

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

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



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



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

1. Identification Documents required for Meeting Attendance.

1.1 For Individual Shareholders

(1) In case of attendance in person.

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

(2) In case of appointment of proxy.

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

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

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

1.2 For Juristic Shareholders

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

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

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

(2) In case of appointment of Proxy.

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

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

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

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

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



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2. The Method of Giving Power of Attorney

2.1 The company has sent the specified form of Power of Attorney (B), which covers all significant details of power of attorney required by the Department of Business Development, Ministry of Commerce. However, the company must also prepare the general form (A) and the custodian form of Power of Attorney for the foreign shareholders. If required, please contact the company directly.

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

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

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

(3) Please send the above Power of Attorney form back to the company before the May 28, 2020, or at least 30 minutes before the beginning of meeting. Therefore, the officer will be able to proof check the documents in time to hand it to the Proxy Holder and bring it to the company on the meeting date.

3. Registration Process

The company will allow all shareholders or the proxy holders to register for the shareholders' at least 1 hour before the meeting begins, or from 13.00 p.m. at the meeting room of Panacee Rama 2 Hospital, No. 233 / 128-130, Village No. 1, Bang Nam Chued Subdistrict, Mueang Samut Sakhon District, Samut Sakhon 74000 (see enclosed map). After all shareholders or proxy holders have completed their registration, the officer will give a set vote card for each person detailed as follows.

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

(2) A proxy holder:

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

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

4. Voting Process and Vote Counting Procedures

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

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



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

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

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

(1) Each shareholder has one vote.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a. The total number of shares holding at present
- b. The name of proxy grantor



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c. The time and date of meeting (for each authorized representation and vote on shareholders' behalf. Please submit to the Chairman or An Authorized Representative whom has been accredited by chairman before the attending the meeting.

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

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

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

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

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

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

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

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

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

Independent Director / Audit Committee Information Which shareholders can authorize
to represent at the 2020 Annual General Meeting of Shareholders.

Name	Mr. Somkid Sari	
Type of director	<ul style="list-style-type: none"> - Vice Chairman of the Board of Directors - Audit Committee - Chairman of Nominating and Remuneration Committee - Independent Director 	
Age	64 years old	
Nationality	Thai	
Address	No. 222/29 Moo. 4, Tambon Bangkunkong, Aumphoe Bangkruey, Nonthaburi	
Education	<ul style="list-style-type: none"> - Master Degree in Master of Public Administration, National Institute of Development Administration (NIDA). - B.A. in Economic, Ramkhamhaeng University. 	
Training relating to role and Duties of Director	No training relating to role and Duties of Director.	
Current Position	<ul style="list-style-type: none"> - Vice Chairman of the Board of Directors of Nusasiri Public Company Limited. - Chairman of Nominating and Remuneration Committee of Nusasiri Public Company Limited. - Audit Committee of Nusasiri Public Company Limited. - Independent Director of Nusasiri Public Company Limited. 	
Work Experiences (for 5 years)	<ul style="list-style-type: none"> - Performance Consultant (Level 10) (Policy analyst and qualified plan) - Provincial Land Officer (Land Management Officer 9) Bangkok Land Office 	
Position of other Company's Registration	No positions in other listed companies	
Position of other Companies (not related to Company's Registration)	No positions in other listed companies	



Position of Director/Executive of other Companies that may lead to the Conflict of Interests to the Company There are no positions in other businesses that may cause conflicts of interest to the company.

Relationship with Executives or Major/Minor shareholders of the Company There is no relationship with the management or major shareholders/ minority of the company.

Holding of the Company's securities/shareholding in the Company There is no holding of securities or holding shares of the company.

Legal Dispute in past 10 years No legal dispute


Special interests that are different from Other directors There is no special interest that is different from other directors.

Meeting Attendance in 2019

- Board of Director 6 out of 7 times.
- Audit Committee 3 out of 4 times
- Nominating and Remuneration Committee 1 out of 1 times.

note: Annual General Meeting of Shareholders for the year 2019 Which was convened on 30 April 2019 Resolved to approve the appointment of directors to replace those retiring by rotation. Mr. Somkid Siri is a director for another term.

Independent Director / Audit Committee Information Which shareholders can authorize
to represent at the 2020 Annual General Meeting of Shareholders.

Name	Mrs. Sirinongnard Priewpanich	
Type of director	<ul style="list-style-type: none"> - Board of Director - Audit Committee - Nomination and Remuneration Committee - Independent Director 	
Age	50 years old	
Nationality	Thai	
Address	No. 3212 Moo. 10, Tambon Samrong Nuea, Amphoe Muang, Samutprakarn	
Education	Bachelor of Commerce and Accounting, Thammasat University	
Training relating to role and Duties of Director	No training relating to role and Duties of Director.	
Current Position	<ul style="list-style-type: none"> - Board of Directors of Nusasiri Public Company Limited. - Nominating and Remuneration Committee of Nusasiri Public Company Limited. - Audit Committee of Nusasiri Public Company Limited. - Independent Director of Nusasiri Public Company Limited. 	
Work Experiences (for 5 years)	<p>Working experience dating back 5 years to the present</p> <ul style="list-style-type: none"> - Chief Executive Officer of Hippopo Food and Restaurant Company Limited - Chief Executive Officer of Baramee Consultant Company Limited - Chief Executive Officer of Purica Puretow Company Limited - Chief Executive Officer of Purica Food Company Limited - Business consultant of Truevisions Company Limited - Business consultant of Shanghai Kinghill Limited - Business consultant of CT Bright Holding Limited 	
Position of other Company's Registration	No positions in other listed companies	

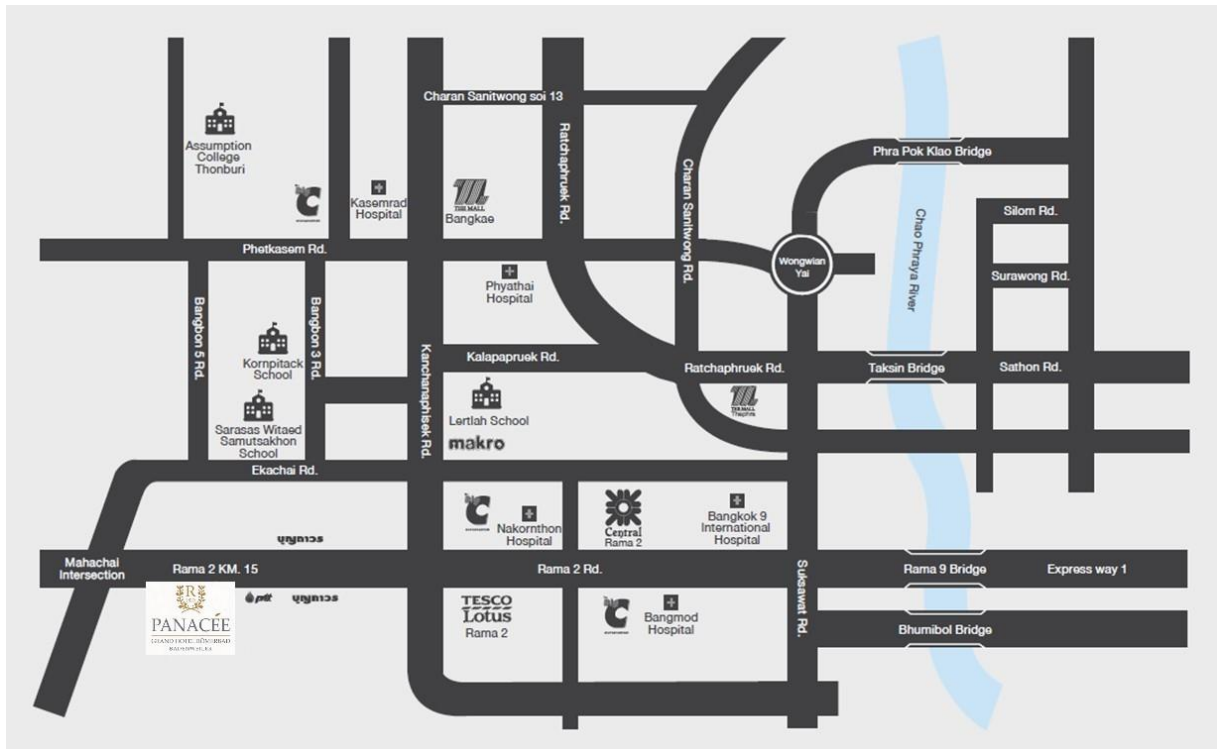


Position of other Companies (not related to Company's registration)	Total positions in other 7 companies <ul style="list-style-type: none">- Chief Executive Officer of Hippopo Food and Restaurant Company Limited- Chief Executive Officer of Baramee Consultant Company Limited- Chief Executive Officer of Purica Puretow Company Limited- Chief Executive Officer of Purica Food Company Limited- Business consultant of Truevisions Company Limited- Business consultant of Shanghai Kinghill Limited- Business consultant of CT Bright Holding Limited
Position of Director/Executive of other Companies that may lead the Conflict of Interests to the Company	There are no positions in other businesses that may cause conflicts of interest to the company.
Relationship with Executives or Major/Minor shareholders of the Company	There is no relationship with the management or major shareholders/ minority of the company.
Holding of the Company's securities/shareholding in the Company	There is no holding of securities or holding shares of the company.
Legal Dispute in past 10 years	No legal dispute
Special interests that are different from Other directors	There is no special interest that is different from other directors.
Meeting Attendance in 2019	<ul style="list-style-type: none">- Board of Director 7 out of 7 times.- Audit Committee 4 out of 4 times- Nominating and Remuneration Committee 1 out of 1 times.

***note:** Annual General Meeting of Shareholders for the year 2019 Which was convened on 30 April 2019 Resolved to approve the appointment of directors to replace those retiring by rotation. Mrs. Sirinongnard Prewpanich is a director for another term.*



MAP



At the meeting room of Panacee Rama 2 Hospital

Address: No. 233 / 128-130, Village No. 1, Bang Nam Chued Subdistrict,
Mueang Samut Sakhon District, Samut Sakhon 74000