



Minutes of the 2020 Annual General Meeting of Shareholders

Nusasiri Public Company Limited

June 2, 2020

At the meeting room of Panacee Hospital Rama 2

No. 233 / 128-130, Village No. 1, Bang Nam Chuet Subdistrict, Mueang Samut Sakhon District,
Samut Sakhon Province

Directors present at the meeting

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

The Company has a total of 7 directors attending the meeting, 7 persons representing 100% of all directors attending the meeting.

Directors absent from the meeting

-None-

Management attending the meeting

Mr. Rachan Arayawongchai Chief Financial Officer (CFO)

Auditors attending the meeting

- | | |
|------------------------------|--------------------------------|
| 1. Ms. Supanee Triyanantakun | from EY Office Company Limited |
| 2. Ms. Watoo Kayankarnavee | from EY Office Company Limited |



3. Ms. Phannipa Phanthubtim from EY Office Company Limited

Legal advisors present at the meeting

Mr. Kriengkrai Inthachan from Legal Advisory Company (Kriengkrai and Partners) Co., Ltd.

The meeting started at 2:00 p.m.

Mr. Sompjit Chaichanajarak Director and Company Secretary stating to meeting that, there are 55 Shareholders, 11 by themselves, 44 with proxies representing a total number of shares. 4,948,759,590 shares, representing 64.7652 percent of total issued shares of the Company. Grand total 7,641,082,611 shares constituted a quorum in accordance with Article 35 of the Company's Articles of Association and Article 38 of the Company's Articles of Association to be the Chairman of meeting, would like to invite Mr. Visanu Thepcharoen, the Chairman of the Board of Directors opening of the Meeting and Conducting the 2020 Annual General Meeting of Shareholders.

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

The Chairman informed the shareholders' meeting about the voting procedures for each agenda item.

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

2. Voting for each agenda. The Chairman of meeting will ask if there is any shareholder wishing to vote against or abstain in each agenda. In the event that shareholders wish to vote against or abstain, raise your hand for the officer to walk to receive your ballot.

3. The counting of votes will count only the votes that do not agree with or abstention or invalid cards and deducted from the total number of votes attending the meeting The rest will be considered as the votes for approval in that agenda.

4. Inform of results of vote counting of the Chairman will inform in meeting of all agendas before end of meeting.

5. Before leaving, the meeting room please hand over the signed ballot. To the staff

6. Commenting if any shareholder wishes to inquire or express an opinion Please show opinions that are relevant only to the agenda being consider and please raise your hand. To give the president permission And asks the shareholders to specify their names Along with informing that he came in person Or get a proxy In order to record the minutes of the meeting accurately and completely, if the shareholders wish to suggest other opinions that are not on the agenda. Able to express your opinion in the agenda of other matters.

The Chairman proceeded the meeting according to the agenda as follows;

Agenda 1: To certify minutes of the 2019 Annual General Meeting of Shareholders, held on 30 April 2019.

The Chairman assigned Mr. Sompijit Chaichanajak Director and Company Secretary is a person who clarifies facts in this agenda

Mr. Sompijit Chaichanajak inform to the meeting that the Company held on the 2019 Annual General Meeting of Shareholders on April 30, 2019 and had prepared minutes of the meeting within 14 days from the meeting which was inform to the Stock Exchange of Thailand and the Ministry commerce within period specified by the law and published on the Company's website (www.nusasiri.com) and attached a copy of minutes of the meeting (As shown in Attachment 1), the Board of Directors is of the view that minutes have been correctly recorded. It is recommend that the shareholders' meeting certify the minutes of the said ordinary general meeting of shareholders.

Voting for this agenda must pass a resolution with a majority vote of shareholders who attend the meeting and have the right to vote.

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

When there were no shareholders expressing opinions, the Chairman asked the meeting to pass a resolution.

Resolution the meeting resolved to certify the minutes of the 2019 Annual General Meeting of Shareholders, held on 30 April 2019 with votes as following

Agree	4,948,759,595	Votes	percentage	100.0000	of the votes attended and eligible to vote
Disagree	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote

Agenda 2: To acknowledge a performance report of the Company and annual report 2019

The Chairman assigned Mr. Sompijit Chaichanajak Director and Company Secretary is a person who clarifies facts in this agenda

Mr.Sompijit Chaichanajak informed to the meeting that the Company has summarized a past performance reports and significant changes, that occurred in the year 2019 which appear in the 2019 Annual Report (appear in Attachment 2),and the Board of Directors agreed to shareholders' meeting for acknowledgment the Company performance report and the Annual Report for the year 2019 , which would like to summarize material information ending on December 31, 2019 to the shareholders for acknowledgment as follows;

Performance for the year ended December 31, 2019, the total income for the year 2019 was 1,663.58 million baht, the difference compared to the year 2018 decreased by 1,151.17 million baht (the year 2018 was 2,814.75 million baht). Total expenses in 2019 for 1,943.14 million baht, the difference compared to the year 2018 decreased by 825.54 million baht (in 2018, the amount of 2,768.68 million baht). Loss for 306.99 million baht) Income tax expenses in 2019 amounted to 12.94 million baht compared to the previous year, expenses increased



by 17.81 million baht (in 2018, income tax benefits of 4.87 million baht), operating loss in 2019 of 668.31 million baht. Loss increased from the previous year by 366.19 million baht (Year 2018 loss of 302.12 million baht).

Income proportion Revenue from sales of land and houses and land in 2019, totaled 648.93 million baht or 39.01 percent, sales of condominiums in amount of 592.50 million baht or 35.62 percent, rental and services in amount of 191.90 million baht or 11.54 percent, amusement park services 26.23 million baht or 1.58 percent, other income 204.02 million baht or 12.26 percent, total revenue 1,663.58 million baht, increase compared with 2018, decrease 1,151.17 million baht (2,814.75 million baht).

In addition, the company has participated in corporate social responsibility activities by inviting employees to join the Nusa Thumdee project to do social activities helping disabled. Orphanage and various places of disaster. Which is an activity that encourages employees to have volunteer spirit work together as a team and help society as well.

In 2019, the Company is in a process of collecting information for participating in Private Sector Collective Action Coalition against Corruption (CAC) project by assigning its officers and related departments to proceed to prepare documents according to the form specified by the project to submit for certification.

For the annual report 2019, the company has delivered to all shareholders with the notice of the 2019 Annual General Meeting of Shareholders in the form of QR Code. Which this year the company has complied with the policy of the Department of Business Development The Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), in order to reduce paper usage, have prepared various documents in form of QR Code. The book can be obtained or download from company's website www.nusasiri.com

The Board of Directors agreed that the shareholders' meeting acknowledged the Company's operating results. And annual report 2019

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

Mr. Hangchai Akkhawatsakul, a shareholder in person and proxy asked whether from aforementioned results. And situation epidemic of COVID-19, how the company have a measures to accommodate and how to turn a crisis into an opportunity? What kind of proactive business plan will the company plan for? Including income and benefits that a subsidiary has received. The parent company has a method or can transfer such benefits from a subsidiary. How do you come directly to the parent company?

Mr. Vissanu Thepcharoen, Chairman, answered inquiry that the Company has many projects affected by COVID-19 epidemic situation, especially the Legend Siam project to open the amusement cultural theme parks service, which related to with travel directly. Tourists including both of Thais and foreigners especially Chinese tourists. As a result of the aforementioned impacts, the tourists have decreased and the Company has announced the temporary closure of business. But as a result of this impact, the project has received support from the government in several projects by renting space to use the exhibition venue, it is expected that in 1-2 months it may be able to resume the launch of project again.



Benefits and opportunities obtained from a situation of the COVID-19 epidemic can be seen that the Company, There was a launch of the Wellness Business both domestically and internationally. And the Healthy Home Project at My Ozone Khao Yai Project, which the Company has seen an opportunity to continue this business. To be the center of medicine and technology in the future. There will be an agenda regarding the allocation of the newly issued ordinary shares to the specific investors. The proceeds will be used for business expansion and investment in health and medical businesses as well.

Mr. Hangchai Akkhawatkul, self-attending shareholder and proxy further suggested that from the company. There is a healthy house project in Khao Yai that if the company plans to organize activities or organize promotions to stimulate tourism and advertise on health, it may be considered an opportunity to increase the Company's income

Mr. Vissanu Thepcharoen Chairman, thank you for a suggestion and will accept a proposal for further.

Mr. Nara Sripetch, a shareholder attending in person, inquired what kind of business the Legend Siam Project operates. Where is it located? How much is the project area? And in the project, what businesses have been carried out?

Mr. Vitsanu Thepcharoen, Chairman, answered the question that Legend Siam Project operates tourism business as amusement cultural theme park, located in Chonburi Province with an area over 154 rai.

The Chairman gave the shareholders an opportunity to express further opinions.

When there were no shareholders inquiring and expressing opinions, the Chairman asked the meeting to pass a resolution.

Resolution The meeting resolved to acknowledge the performance report of the Company. And annual report 2019

Agenda 3: To consider and approve a financial statements for the year 2019 for the accounting period ended December 31, 2019, which have been audited by the Certified Public Accountant.

The Chairman assigned Mr. Sompijit Chaichanajak Director and Company Secretary is the person who clarifies the facts in this agenda

Mr. Sompijit Chaichanajak informed to the meeting that According to Agenda 2, as reported on operating results of in order to comply with the Public Limited Companies B.E. 2535, Chapter 8, which stipulates that the Company must prepare a statement of financial position and profit and loss account at the end of the fiscal year of the company. Which has been audit by auditor and proposed to the Annual General Meeting of Shareholders for approval, the Company has prepared the financial statements for the year ended December 31, 2019 as shown in the Annual Report 2019 and summarized financial information. Which has been consider by the Audit Committee and examined by a certified public accountant (Annual report for the year 2019 and a summary of additional financial



information appear in Attachment 2)., therefore, we would like to summarize the important information to the shareholders meeting as follows:

Statement of financial position, for the accounting period ended December 31, 2019; the Company had current assets of 2,813.32 million baht, non-current assets 8,230.79 million baht, total assets 11,044.12 million baht and a decrease from the year 2018 that had total assets of 12,660.80 million baht. In amount of 1,616.69 million baht or 12.77 percent, the Company had current liabilities of 3,928.79 million baht, non-current liabilities of 1,241.71 million baht, total liabilities of 5,170.50 million baht, a decrease from the year 2018 which had total liabilities of 6,101.93 million baht, decreased by 931.43 million baht or Equity 15.26% Shareholders' equity 5,873.61 million baht decreased from 2018 by 685.26 or 10.45% (Shareholders' equity in 2018 amount 6,558.87 million baht) Total liabilities and shareholders' equity in 2019 amount 11,044.12 million Baht decreased from the year 2018 by Baht 1,616.69 million or 12.77% (Year 2018 totaling 12,660.80 million Baht).

Income Statement, for the accounting period ended December 31, 2019, the Company had total income of 1,663.58 million baht, a decrease from 2018. Which amount of 2,814.75 million baht, decrease of 1,151.17 million baht or equivalent 40.90 with sales and service income of 1,459.56 million baht and other income 204.02 million baht, the company has total expenses of 2,073.31 million baht, a decrease from 2018. which is 2,840.13 million baht, a decrease of 766.82 million baht or Accounted for 27.00% with cost of sales and services of 1,181.21 million baht, selling and administrative expenses of 677.30 million baht, loss from impairment of assets of 71.73 million baht, doubtful debt of 12.90 million baht and share of loss from investments. In associates and joint ventures in the amount of 130.17 million baht, financial expenses of 245.64 million baht, the company had income tax expense of 12.94 million baht, resulting in the company has operating loss for the year 2019 of 668.31 million baht. Increased from the year 2018 in the amount of 366.19 million baht, divided into the equity of the Company's shareholders, loss of 653.19 million baht and the equity belonging to the stakeholders. There was no controlling power of the subsidiary, a loss of 15.12 million baht.

Cost Structure in 2019, the Company had cost of sales and services in amount of 1,181.21 million baht or 71.00 percent of revenue. In 2018, the cost of sales and services amounted to 2,135.60 million baht or 75.87 percent, a decrease from the amount of 2018. 954.39 million baht, the company had selling expenses of 205.82 million baht, or 12.37 percent of revenue, in 2018 there was selling expenses of 214.23 million baht or 7.61 percent of revenue, decreased from In 2018, in the amount of 8.41 million baht, the company had administrative expenses 471.48 or 28.34 percent of the revenue in 2018, administrative expenses 374.25 million baht or 13.30 percent of the revenue increased from the year. In the year 2019, the company has a loss from impairment of assets of 71.73 million baht or 4.31 percent of revenue. In 2018, loss on asset impairment amounted to 44.60 million baht or 1.58 percent of revenue. The Company had doubtful debt amounting to 12.90 million baht or 0.78 percent of revenue. The company had share of loss from investments in associates and joint ventures of 130.17 million baht or 7.82 percent of the



revenue. Cost financial expenses of 245.64 million baht, or 14.77 percent in 2018, financial expenses of 281.61 million baht, or 10.00 percent, increased from 2018 by 35.97 million baht.

Cash flow statement, for the year ended December 31, 2019, the Company had net cash acquired. From operating activities in 2019 amounted to 975.26 million baht, decreased from 2018 by 1,294.07 million baht, the company had net cash used. From investment activities in 2019 amounted to 249.30 million baht, decreased from the year 2018 by 723.34 million baht, the company had net cash used. From financing activities in 2019 in the amount of 1,019.29 million baht, used to decrease from the year 2018 by 414.04 million baht, the company has cash and cash equivalents at the beginning of the period in the amount of 329.29 million baht, a net decrease of 303.56 million baht and the balance at the end of the period 25.73 million baht.

The Board of Directors agreed that the shareholders' meeting should consider approving the Company's financial statements. For the fiscal year ended December 31, 2019, which has been considered by the Audit Committee and has been audited by the Certified Public Accountant.

Voting for this agenda must pass a resolution with a majority vote of the shareholders who attend the meeting and have the right to vote.

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

Mr. Sathaporn Kothiranurak A shareholder attending in person asked that,

1. According to the 2019 Annual Report, clause 4. The revision of the previous year's financial statements. The accounting transactions were not recorded correctly. What is the cause? How does it affect the past and current tax years?

2. Allowance for doubtful accounts from the statement of cash flows in the separate statements there was an allowance for doubtful accounts of 103 million baht, when compared to the consolidated financial statements, it decreased to only 12 million baht.

3. From issuance of debentures in 2019 and 2020, the company has issued debentures to enhance liquidity of several million baht. How will the company have a solution to the liquidity problem? And how high is it necessary to pay the bond issuance fee? How is the share issuance fee calculated?

Mr. Visanu Thepcharoen, Chairman assigned Mr. Rachan Arayawongchai, Chief Financial Officer. (CFO) responded to questions related to these financial statements.

Mr. Rachan Arayawongchai answered questions that:

1. The Company has adjusted seven items of financial statements (1) Impairment of assets (2) Impairment of investments in subsidiaries, (3) Provisions for debt, Doubtful of loss, (4) Loss on devaluation of residual, (5) Interest recognized as cost of property development, (6) Provision of lease liability, (7) Controlling interests of subsidiaries. These are all items that have been adjusted in the financial statements of the subsidiary for a past 3 years from 2017 - Year 2019 because the Company There is a loss in the past 3 years, so there is no adjusted item to cause additional taxable items.



2. Allowance for doubtful accounts the separate financial statements and the consolidated financial statements differ. Due to the separate statements, there will be a record of inter-company transactions. If there is an Inter - party elimination will make the allowance for doubtful accounts in accordance with the consolidated financial statements will be reduce.

3. Issuance of Debentures and Debenture Fees the Company has to pay fees every time when issuing debentures. It can be seen that according to the data in 2018 compared to 2019, 2019 will have a higher total fee amount. Due to the issuance of debentures many times causing a fee to be higher than before for a fee from the offering of debentures. The fee is the same as in 2018.

Mr. Sathaporn Kothiranurak The shareholder came in person. Further asked that in the previous year's financial statements that were mistaken, why did the Company pay taxes on the cash flow statement? What is a tax the company paid in about previous year's financial statements that were wrong or not? And loss from impairment of assets what items are there? How does the management approach in managing assets not to deteriorate every year?

Mr. Sompjitt Chaichanajarak Director and Company Secretary answering that question Guidelines for managing assets not to be impaired. Which a property of the company it is divided into (1) groups that the company transfer of ownership and requesting to lease for further lease, known as GRR (2) Group of assets that the Company have been allocated (3) Stock assets such as Park Exo projects that have high costs compared to market prices. Management's approach is to accelerate the drainage of high-cost treasury assets. In order to generate liquidity, the profit will be reduced. To reduce the impairment of assets according to the new accounting standard

Mr.Rachan Arayawongchai answered additional questions that previous year financial statement adjustments Taxes on the cash flow statement are items of withholding taxes that are deduct from transfer of ownership and there is a tax refund. Which while the company, there is a sale will be tax at 1% and if the company loss is not subject to tax and the company is able to refund the tax. The tax according to the said list is an accrued withholding tax that is pending refund.

The Chairman gave the shareholders an opportunity to express further opinions.

When there were no shareholders inquiring and expressing opinions, the Chairman asked the meeting to pass a resolution.

Resolution The meeting resolved to approve the financial statements for the year 2019 for the fiscal year ended December 31, 2019, which have been audited by the certified public accountant with voted the following;

Agree	5,159,920,074	Votes	percentage	100.0000	of the votes attended and eligible to vote
Disagree	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote



Agenda 4: To consider and approve the omission of profit allocation for legal reserve And the omission of dividends For the performance of the company For the fiscal year ended December 31, 2019

The Chairman assigned Mr. Sompijit Chaichanajarak Director and Company Secretary is the person who clarifies the facts in this agenda.

Mr. Sompijit Chaichanajarak informed to the meeting that According to the Company's dividend payment policy payment of dividends at rate of not less than 40% of net profit after deducting corporate income tax. And legal reserve fund. However, such dividend payment is subject to change depending on Business plan, investment, liquidity and various necessities of the company in the future by empowering the board of directors to consider suitability to maximize the benefits of shareholders.

The results of operations of the company for the fiscal year ended December 31, 2019, which has been considered by the Audit Committee. The Company has accumulated loss of 668.00 million baht or 40.14% of total income according to Public Limited Companies Act B.E. 2535, Section 115 regarding the payment of dividends from other types of money. Profit is not possible. In the event that the company still have accumulated losses it is forbidden to pay dividends. Therefore need to refrain from paying dividends and refrain from allocating profits for legal reserves for the operating results for the year 2019 due to the company has a loss in performance.

The Board of Directors agreed that the shareholders' meeting should consider and approve the omission of profits for legal reserve funds. And the omission of dividends For the performance of the company For the fiscal year ended 31 December 2019 due to the Have accumulated losses And need to use working capital to be used in business operations.

Voting for this agenda must pass a resolution with a majority vote of the shareholders who attend the meeting and have the right to vote.

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

When there were no shareholders inquiring and expressing opinions, the Chairman asked the meeting to pass a resolution.

Resolution of the meeting passed a resolution approving the allocation of profits for legal reserve funds. And no dividend payment for the performance of the company for the fiscal year ended 31 December 2019 due to the has a loss in performance with the votes following;

Agree	5,159,920,074	Votes	percentage	100.0000	of the votes attended and eligible to vote
Disagree	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote



Agenda 5: To consider and approve the election of directors in place of those who are due to retire by rotation.

In this agenda, Mr. Pradit Sawatananon and Mr. Piboon Worawanpreecha are directors who are due to retire by rotation. The Chairman therefore requested to temporarily leave the meeting because they are stakeholders. To be transparent and in accordance with the good corporate governance criteria for considering this agenda

The Chairman assigned Mr. Sompjitt Chaichanajak Director and Company Secretary Is the person who clarifies the facts in this agenda.

Mr. Sompichit Chaichanajak Informed the meeting that According to the Public Limited Companies Act, B.E. 2535, Chapter 6 and according to the Company's Articles of Association, Article 18 states that

“In every annual general meeting of shareholders At least one-third (1/3) of the directors must retire from office. If the number of directors cannot be divide into, three parts then exit with the closest number to one-third (1/3). Directors to retire in a first year and a second year after the registration of that company in the following years, to draw a lottery to see who will leave the later part of the year. Those who retire from office may choose to take office again. ”

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

(1) Mr. Pradit Sawattanond is a director of the company. Meeting attendance in 2019 Number of times 7 out of 7 meetings, Nomination and Remuneration Committee Attended 1 time out of one meeting and the Chairman of the audit committee and independent director Attended 4 meetings out of 4 meetings Number of years in office 4 years 4 months.

(2) Mr. Piboon Voravanpreecha is a director of the company. Meeting attendance in 2019 Number of times 7 out of 7 meetings, Nomination and Remuneration Committee He attended the 1 out of 1 meeting and the Audit Committee and Independent Director. Attended 4 meetings out of 4 meetings Number of years in office 4 years 4 months.

The committee commented that to comply with the policy to promote good corporate governance. And it shows fair and equitable treatment towards all shareholders. The Company has considered it as a guideline by giving shareholders the opportunity to nominate persons who are considered to have qualifications. It is appropriate to be a representative in performing duties as a director in advance. From February 5, 2020 to March 3, 2020, there is no shareholder nominating any person to be elected as the Company's director.

However, in the election of directors to replace those who have to retire by rotation. Board of Directors excluding nominated directors Considered and resolved to approve the proposal of the Nomination and Remuneration Committee. Propose to appoint the retiring directors who are the same directors to be re-elected to serve as directors of the Company for another term as follows:

No.	Name	Type of Director to be Appointed	Years of being a Director / Independent Director	Including the period of being a director / independent director until the end of this term.	Note
1	Mr.Pradit Sawattanond	- Director - Member of Nomination and Remuneration Committee - Chairman of the Audit Committee - Independent Director	4 years 4 months	7 years 4 months	Proposed to be re-elected for another term
2	Mr.Piboon Voravanprecha	- Director - Member of Nomination and Remuneration Committee - Audit Committee - Independent Director	1 years 4 months	4 years 4 months	Proposed to be re-elected for another term

Note: Years of being a director / independent director as of March 12, 2020.

Therefore, the Board of Directors considered and considered that the two directors who had to retire by rotation and nominate him as an independent director has gone through a process of scrutiny and careful consideration Be careful of the Board of Directors that they have qualifications suitable for the Company's business operations. And is a suitable person Knowledgeable He is also an independent director who is able to express opinions independently and in accordance with the relevant rules. Sufficient time to perform director duties and fully qualified According to the Public Limited Companies Act, B.E. 2535 and the relevant Capital Market Supervisory Board announcement (Details of the profiles for both of them are shown in Attachment 3) and presented to the shareholders' meeting for further approval.

Voting for this agenda requires a resolution to appoint individual directors and must pass a resolution with a majority vote of the shareholders who attend the meeting and have the right to vote.

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

Mr. Hangchai Akkhawatsakul, self-attending shareholder and proxy has suggested that the election of directors is an important agenda and requires individual voting. Therefore, it is necessary for the shareholders to submit their voting slips for counting votes to everyone. And while waiting for the vote count result agreed that the president Consider the next agenda first

Mr. Vissanu Thepcharoen, Chairman, thanked for a suggestion.

Mr. Sompjitt Chaichanajak Director and Company Secretary Further clarified that In accordance with the rules of the Thai Investors Association, together with the SEC, there are rules for organizing the shareholders' meeting that the company has to report the voting results of each agenda. Before going to consider in the next agenda, it is both types can do as shareholders propose, to send an individual ballot to the officer while waiting for the score, it can be consider in next agenda. Without having to vote until the vote, count in the agenda item-electing directors announced the result to the meeting. Therefore, the Secretary asked the shareholders to help to vote in the ballot. Select individual directors then hand over to the officials to count the results of the appointment of directors while waiting for the vote count result. Therefore asked the meeting to consider the details in the next car without having to vote at all.

The Chairman asked for permission to the meeting. Consider the details of the next agenda

The Chairman gave the shareholders an opportunity to express further opinions.

When there were no shareholders inquiring and expressing opinions, the Chairman asked the meeting to pass a resolution.

Resolution The meeting passed a resolution approving an appointment of two directors to replace those who retired by rotation to return to serve as directors of the Company for another term, number of 2 persons, with a resolution to appoint directors individually. With voting details as follows;

(1) Approved the appointment of Mr. Pradit Sawattananond as Director / Nomination and Remuneration Committee / Chairman of the Audit Committee / Independent Director. To be re-elected as a director of the Company for another term with votes the following;

Agree	5,159,920,074	Votes	percentage	100.0000	of the votes attended and eligible to vote
Disagree	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote

(2) Approved the appointment of Mr. Piboon Voravanpreecha, the position of Company Director / Member of the Nomination and Remuneration Committee / Audit Committee / Independent Director. To be re-elected as a director of the Company for another term with the following votes.

Agree	5,159,920,074	Votes	percentage	100.0000	of the votes attended and eligible to vote
Disagree	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote



The Chairman concluded that the meeting approved the appointment of retiring directors to be re-elected to serve as the Company's directors for another term and the officers invited the directors to return to the meeting room, congratulated to two directors, and thanked all shareholders for their trust in electing directors to be re-elected for another term.

The Chairman proceeded the meeting and proceeded to consider the next important agenda.

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

The Chairman assigned Mr. Sompijit Chaichanajak Director and Company Secretary Is the person who clarifies the facts in this agenda

Mr. Sompijit Chaichanajak Informed to the meeting that The Nomination and Remuneration Committee has considered the directors' remuneration for the year 2020 with consideration criteria which are compare with listed companies in the same industry. According to the results the size of the business, duties, responsibilities and suitability to the current economic conditions. Therefore, the directors' remuneration for the year 2020 in amount not exceeding 5.5 million baht, which is equivalent to the year 2019, bonus compensation does not exceed the rate of 0.25% of the total assets increased, the company must have a profit, but a maximum limit is 500,000. Baht / person / year, health check-up and medical expenses Maximum 200,000 baht / person / year.

The remuneration for the board that had approved by the shareholders' meeting in past 3 years was 5.0 million baht in 2017 (actual use 4.11 million baht), 2018 in the amount of 5.5 million baht (actual use 3.71 million baht.), the year 2019 in amount of 5.5 million baht (actually use 4.28 million baht). Which the remuneration of the board of directors. Including those sub-committees The details are as follows;

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

(2) Meeting allowance

- Board of Directors Paid to the Chairman of the Board of 25,000 baht per time / person and paid to directors 20,000 per time / per person.

- Audit Committee Paid to the Chairman of the Audit Committee in the amount of 25,000 baht per time / person and to the directors 20,000 per time / per person.

- Nomination and Remuneration Committee Pay to the Chairman of the Nomination and Remuneration Committee in the amount of 12,500 baht per time / person and to the directors 10,000 per time / per person.

(3) Bonus, the compensation which is a bonus rate of 0.25% of the total assets added, and the company has to have profit but is limited to a maximum of 500,000 baht / person / year. In the past 3 years, no payment has been made. Bonus to the board

(4) Health examination and medical expenses Maximum 200,000 baht / person / year

(5) special interests Or any other benefits Which no committee has any special interest Or any other benefits,



That is different from other committees

The Board of Directors agrees that the shareholders' meeting should consider approving the board of directors' remuneration for the year 2020 in the amount not exceeding 5.5 million baht; bonus compensation not exceeding the rate of 0.25% of the total assets increased by the company must be profitable. But the maximum limit is 500,000 baht / person / year, medical examination and medical expenses. Maximum 200,000 baht / person / year and the Board of Directors will determine the conditions. Details and rates of remuneration for directors and sub-committees, as appropriate Details of scope, powers, duties and responsibilities of the Board of Directors Audit Committee and the Nomination and Remuneration Committee (As shown in Attachment 2)

Voting for this agenda must pass a resolution with a majority vote of the shareholders who attend the meeting and have the right to vote.

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

When there were no shareholders expressing opinions, the Chairman asked the meeting to pass a resolution.

Resolution The meeting resolved to approve the determination of directors' remuneration for the year 2020 in the amount not exceeding 5.5 million baht, bonus compensation not exceeding the rate of 0.25% of the total assets increased, the company must have profit but the maximum limit is 500,000 baht. / Person / year and health examination and medical expenses Maximum 200,000 baht / person / year with votes the following;

Agree	5,159,920,074	Votes	percentage	100.0000	of the votes attended and eligible to vote
Disagree	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote

Agenda 7: To consider and approve the appointment of auditors and to determine auditors' remuneration for the year 2020

The Chairman assigned Mr. Sompijit Chaichanajak Director and Company Secretary Is the person who clarifies the facts in this agenda

Mr. Sompijit Chaichanajak informed to the meeting that In order to comply with the Public Limited Companies Act 2535, Section 120, which stipulates that the general meeting of shareholders appoint an auditor and set the annual audit fee of the company and in addition. According to announcement of the Capital Market Supervisory Board Has required listed companies to arrange auditor rotation. If the former auditor has performed the duty of reviewing or auditing and giving an opinion on the Company's financial statements for 5 consecutive accounting periods. A new auditor may be appointed under the same audit firm as the former auditor, however,



the Company may appoint an auditor who has retired from the auditor's rotation after at least two periods of time. Fiscal year from the date of retirement from duty.

The Audit Committee Meeting No. 1/2020, held on February 29, 2020, has considered and agreed to select an auditor from EY Office Company Limited (“EY”) to be the Company's auditor 2020 to promote independence in auditing and to give opinions of auditors. The build confidence among investors and shareholders of the Company In investing decisions it is also consider to comply with the criteria for auditor rotation of the Securities and Exchange Commission (SEC) since he was recently appointed as the Company's auditor for only one fiscal year (fixed). 2019), it is deeme appropriate to use the same auditor for the continuity of the auditor's work as well as for the preparation of the financial statements to meet international standards. To support investment with foreigners in the future. Therefore, the Audit Committee agreed to select the same auditors from EY Office Company Limited (“EY”), which the Audit Committee saw that EY was a company capable of auditing with accuracy, quality and speed. The auditing of information is standardized and able to provide advice to the Company, and the auditor has no relationship and / or no interest between the auditor and the company / subsidiary / management / major shareholder or those related to such person in such a way that it will affect the performance of duties independently in any way. The list of auditors of the Company for the year 2020 is as follows: Ms. Supanee Triyanantakul, Certified Public Accountant No. 4498 and / or Ms. Watoo Kayankanavee, Certified Public Accountant No. 5423 and / or Mr. Preecha Arun Nara Certified Public Accountant No. 5800, however, 3 auditors have audited for the Company for 1 fiscal year (year 2019).

Which the Company's auditor, auditor of a subsidiary company and that associated company under the same audit firm. There are also subsidiaries and associated companies in foreign countries that the Board of Directors will oversee to ensure that the financial statements can be prepared in accordance with the deadline. Proposed audit fee for the year 2020, excluding other expenses such as travel, postage, fax, overtime, will be reimbursed based on the actual amount paid. Summarized as follows:

Auditor's remuneration	Year 2019 (baht)	Year 2020 (baht)
Annual financial statement audit fee		
Nusasiri Public Company Limited	2,400,000.00	3,200,000.00
Consolidated financial statements		
Other expenses such as travel expenses	800,000.00	Billed according to the actual paid amount
Interim / Quarter Audit Fee		
Nusasiri Public Company Limited	1,800,000.00	4,300,000.00
Consolidated financial statements		
Other expenses such as travel expenses	1,546,608.00	Billed according to the actual paid amount



Auditor's remuneration	Year 2019 (baht)	Year 2020 (baht)
Total	6,546,608.00	7,500,000.00

Remark: - Audit Fee (for NUSA only, excluding audit fees of subsidiaries and associated companies)

- The aforementioned audit fees for the year 2020 exclude other expenses such as travel expenses, postage, fax fees, overtime expenses which are requested to reimburse the actual amount paid.

The Board of Directors agrees that the shareholders' meeting should consider and approve the appointment of auditors from EY Office Company Limited (“EY”) to help promote independence in auditing and give opinions of auditors and build confidence among investors and shareholders of the Company. In investing decisions It is considered to comply with the criteria for the auditor rotation of the Securities and Exchange Commission (SEC) as well as to ensure the preparation of financial statements to meet international standards. To support investment with foreigners in the future By appointing Miss. Supanee Triyanantakul, Certified Public Accountant No. 4498 and / or Miss. Watoo Kayankarnavee, 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 for the year 2020 not exceeding 7.5 million baht, excluding other expenses such as travel expenses, postage, fax fees, overtime expenses, which are requested to reimburse the actual amount paid.

Voting for this agenda must pass a resolution with a majority vote of the shareholders who attend the meeting and have the right to vote.

The Chairman provided opportunities for shareholders to ask questions and express opinions.

Mr. Nara Sripetch, a shareholder attending in person, inquired why the Company had a relatively high audit fee. When compared to the company others with a similar business size

Mr. Somphichit Chaichanajarak Director and Secretary answering the inquiries that the Company has a relatively high audit fee. Which the auditors commented that Preparation of the Company's consolidated financial statements it is quite difficult because there are many subsidiaries. The Board of Directors has considered and negotiated the said audit fee. For the continuity of the auditor's work and for the preparation of standardized financial statements, the former auditor from EY Office Company Limited (“EY”) was appoint.

The Chairman gave the shareholders an opportunity to express further opinions.

When there were no shareholders inquiring and expressing opinions, the Chairman asked the meeting to pass a resolution.

Resolution The meeting resolved to approve the appointment of an auditor from EY Office Company Limited by appointing Miss. Supanee Triyanantakun, Certified Public Accountant No. 4498 and / or Miss. Watoo Kayankarnavee, Certified Public Accountant No. 5423. And / or Mr. Preecha Arunnara, Certified Public Accountant No. 5800, to be the Company's auditor for the year 2020 with the annual remuneration of not more than 7.5 million baht, excluding



other expenses such as travel expenses, postage Fax fee, overtime fee requested to reimburse the actual amount paid with the votes following;

Agree	5,159,920,074	Votes	percentage	100.0000	of the votes attended and eligible to vote
Disagree	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote

Agenda 8: To acknowledge the cancellation of the allocation of 1,956,381,420 new ordinary shares of the Company, with a par value of 1 baht per share, totaling 1,956,381,420 baht.

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

Mr. Sompjijt Chaichanajarak informed to the meeting that to propose to the meeting to acknowledge the cancellation of allocation of the Company's existing capital increase ordinary shares. In accordance with the law of the company The Company has to complete the cancellation of the unpaid registered capital or the remaining shares from the issuance of warrants to purchase the Company's ordinary shares. Therefore, the Company has to cancel the allocation of the existing newly issued ordinary shares as follows:

- (1) To support the adjustment of 3,866,838 warrants to purchase ordinary shares of the Company (NUSA-WA)
- (2) To reserve the exercise of 1,250,000,000 warrants to purchase ordinary shares of the Company (NUSA-WB).
- (3) To accommodate the adjustment of 8,578,536 shares of the Company's warrants (NUSA-WB).
- (4) To accommodate the exercise of the warrant Show the right 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.

The ordinary shares that the Company Allocate reserved shares to accommodate the warrants and to support the adjustment of the said right the last exercise of the warrants has expired. Therefore, it must proceed to cancel and seek approval for capital reduction.

The Board of Directors agreed that the shareholders' meeting acknowledged the cancellation of the allocation of 1,956,381,420 existing newly issued ordinary shares of the Company with a par value of 1 baht per share, totaling 1,956,381,420 baht.

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

As there were no further questions and comments from shareholders, the Chairman asked the meeting to pass a resolution.

Resolution: The meeting resolved to acknowledge the cancellation of the allocation of 1,956,381,420 new ordinary shares of the Company with a par value of 1 baht per share, totaling 1,956,381,420 baht

Agenda 9: To consider and approve the reduction of the Company's registered capital From the original registered capital of 9,597,464,031 baht to the remaining 7,641,082,611 baht and approved the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

The Chairman assigned Mr. Sompjitt Chaichanajak Director and Company Secretary Is the person who clarifies the facts in this agenda

Mr. Sompjitt Chaichanajak informed to the meeting that Due to Agenda 8, the meeting acknowledged the cancellation of the allocation of the existing capital increase ordinary shares, then had to consider and approve the reduction of the Company's registered capital as follows:

(1) by eliminating the reserved ordinary shares To 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 eliminating the registered ordinary shares reserved for the exercise of warrants to purchase ordinary shares of the Company (NUSA-WB) of 1,250,000,000 shares.

(3) By eliminating the registered ordinary shares reserved for the adjustment of 8,578,536 shares of the Company's warrants (NUSA-WB).

(4) by cutting off the registered ordinary shares reserved for the exercise of warrants. Show the right 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.

Therefore, the shareholders' meeting is request to consider and approve the reduction of the Company's registered capital. From original registered capital of 9,597,464,031 baht, reduce a capital of 1,956,381,420 baht, remaining registered capital of 7,641,082,611 baht and approve the amendment to Clause 4 of the Company's Memorandum of Association pursuant to Section 18, (4) of the Public Limited Companies Act B.E. Registration of the amendment to the Memorandum of Association at the Department of Business Development Ministry of Commerce, has a power to amend and add words to be in accordance with the order of the Registrar within 14 days from the date of the shareholders' meeting approving the amendment of Clause 4 of the Company's Memorandum of Association to comply with Reduction of registered capital as follows:

"Clause 4.	Registered capital, amount	7,641,082,611 baht (seven thousand six hundred forty-one million eighty-two thousand six hundred and eleven baht only)
	Divided into	7,641,082,611 shares (seven thousand six hundred forty-one million, eighty-two thousand, six hundred and eleven shares).
	At a par, value	1 baht per share (one baht only)



Ordinary shares	7,641,082,611 ordinary shares (seven thousand six hundred forty-one million eighty-two thousand six hundred and eleven shares)
Preferred shares	- shares (- shares) "

The Board of Directors agrees that the shareholders' meeting consider and approve the reduction of the Company's registered capital. As required by law this is the reduction of the unpaid registered capital or the remaining shares from the issuance of warrants to purchase ordinary shares of the Company, which is appropriate. Does not affect the company or the benefits of shareholders Therefore, it is consider appropriate to reduce the Company's registered capital. From the original registered capital of 9,597,464,031 shares to 7,641,082,611 shares and approved the amendment of the Company's Memorandum of Association, Clause 4 of the Company to be in line with the decrease of the Company's registered capital. Due to the reduction of the registered capital.

Voting this agenda item must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

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

As there were no further questions and comments from shareholders, the Chairman asked the meeting to pass a resolution.

Resolution of the meeting passed a resolution approving the reduction of the Company's registered capital. From the original registered capital of 9,597,464,031 shares to 7,641,082,611 shares and approved the amendment of the Company's Memorandum of Association, Clause 4 of the Company to be in line with the decrease of the Company's registered capital. With the votes following;

Agree	5,159,920,074	Votes	percentage	100.0000	of the votes attended and eligible to vote
Disagree	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote

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



The Chairman assigned Mr. Sompijit Chaichanajarak Director and Company Secretary Is the person who clarifies the facts in this agenda

Mr. Sompijit Chaichanajarak Informed to the meeting that because the company There is a need for working capital to operate and with economic conditions, including the situation of the spread of coronavirus disease 2019 (COVID-19) that has spread widely both in the country. The abroad at present, causing the company to have problems in operating business to enhance liquidity and to run the business according to the plan as possible as possible, the company needs to increase the Company's registered capital As working capital This will improve the Company's performance and reduce the interest burden on the loan. It also helps in restructuring the Company's capital and liabilities.

By increasing the registered capital this time, it is a capital increase with a purpose of utilizing funds. To support the allocation of new shares to Private Placement (PP) of 2,000,000,000 shares with a par value of 1.00 baht per share, totaling 2,000,000,000 baht at the offering price of 0.50 baht per share. Specific investments of not more than 50 investors within a period of 12 months according to the Notification of the Capital Market Supervisory Board No. TorJor. (And as amended) and in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission of listed companies to offer new shares to specific investors. (Details of the capital increase report (F53-4) appear in Attachment 4 and information about the allocation of newly issued ordinary shares to the specific investors (Private Placement) appear in Attachment 5). By the benefits that the company and shareholders will receive from offering of shares to Private Placement (PP). That capital increase will have a quick process and time taken. Able to target investors according to the company needs, whether they are investors with capital potential, experience or expertise in businesses that can enhance the Company's potential. You can also set the exact amount. Keep up with business operations, which will make the most of both operating results and operations for company and shareholders as well in which if it is raising funds from existing shareholders. There will be more steps to be taken and take longer. May make the company there is a risk that cannot increase capital as planned. Therefore offering the newly issued ordinary shares to the specific investors to make the required total capital size suitable for current business operations.

The Board of Directors has resolved that the shareholders' meeting should approve increase of the Company's registered capital in amount of 2,000,000,000 baht from the registered capital after the capital reduction amount of 7,641,082,611 baht, To a new registered capital of 9,641,082,611 baht by issuing new ordinary 2,000,000,000 shares at the par value of 1 baht per share, totaling 9,641,082,611 baht, and approved amendment to Clause 4 of the Company's Memorandum of Association under Section 18 (4) of the Public Limited Companies Act B.E. Memorandum of Association at Department of Business Development Ministry of Commerce, has a power to amend and add words to be in accordance with the order of registrar within 14 days from the date of the shareholders' meeting approving amendment of Clause 4 of the Company's Memorandum of Association to comply with the capital increase is as follows:

“Article 4. Registered capital amount of	9,641,082,611 baht (nine thousand six hundred forty one million eighty two thousand six hundred and eleven baht only)
Divided into	9,641,082,611 shares (nine thousand six hundred forty-one million, eighty-two thousand, six hundred and eleven shares).
At a par, value	1 baht per share (one baht only)
Ordinary shares	9,641,082,611 ordinary shares (nine thousand six hundred forty-one million eighty-two thousand six hundred and eleven shares)
Preferred shares	- shares (- shares) "

Voting for this agenda must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

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

Ms. Supattra Sitthichai, a shareholder in person, inquired how much the investors who would like to increase capital in the Company's ordinary shares in amount of 2,000 million shares would have to pay for the shares.

Mr. Sompijit Chaichanajarak Director and Company Secretary Answering that question Investors have to pay for shares of 1,000 million baht because the offering price is at the price of 0.50 baht per share.

The Chairman gave the shareholders an opportunity to express further opinions.

When there were no shareholders inquiring and expressing opinions, the Chairman asked the meeting to pass a resolution.

Resolution the meeting resolved to approve increase in a registered capital of the Company in amount of 2,000,000,000 baht from the registered capital, after the capital reduction of 7,641,082,611 baht to a new registered capital of 9,641,082,611 baht, by issuing new ordinary shares of 2,000,000,000 shares at the par value of 1 baht per share, totaling 9,641,082,611 baht and approved amendment of Clause 4 of the Company's Memorandum of Association to reflect increase in the Company's registered capital. With the votes following;

Agree	5,157,511,674	Votes	percentage	99.9533	of the votes attended and eligible to vote
Disagree	2,408,400	Votes	percentage	0.0467	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote

Agenda 11 To consider and approve the allocation of 2,000,000,000 new ordinary shares with a par value of 1 baht per share to Private Placement (PP)

The Chairman assigned Mr. Sompijit Chaichanajarak Director and Company Secretary Clarification of facts on this agenda



Mr. Sompijit Chaichanajarak informed to the meeting that Due to the 10th agenda, the meeting approved increase of the Company's registered capital in the amount of 2,000,000,000 baht from the registered capital, after the capital reduction of 7,641,082,611 baht to the new registered capital of 9,641,082,611 baht by issuing new ordinary 2,000,000,000 shares, par value of 1 baht per share, total 9,641,082,611 baht.

The Company intends to allocate the said capital increase ordinary shares to the specific investors (Private Placement) in amount of 2,000,000,000 shares with a par value of Baht 1.00 per share, totaling 2,000,000,000. At the offering price of 0.50 baht per share to 2 investors: 1. Plural Capital Company Limited. 1,500,000,000 shares 2. Mr. Uuern SAE FUNG 500,000,000 shares. Such investor is not a connected person of the Company. In accordance with the announcement of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies, Connected B.E. 2546 dated November 19, 2003 and in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 regarding the application for and the offer for sale of newly issued shares. The investor agrees not to send any person to take the position of director and / or management of the Company and Plural Capital Company Limited. That has been allocate this capital increase for a period of not less than 1 year from the date of allocation and due to the offering of the Company's newly issued ordinary shares To investors, which is considered to be allocated to specific investors in this time It is an offering of newly issued shares of the company. Per specific person It is an offering of shares in which the shareholders have a resolution to clearly set the offering price. According to the announcement of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding permission for listed companies to offer new shares to specific investors. It must approved by the shareholders' meeting. To offer for sale the said capital increase ordinary shares. The Company must permitted to offer the Company's newly issued ordinary shares. To specific investors from the Office of the Securities and Exchange Commission in accordance with the announcement No. Tor Chor 72/2558 before the offering.

When considering the offering price of the Company's newly issued ordinary shares to allocated to investors at the offering price of 0.50 baht per share compared to the market price of the Company's shares. It is calculate from a weighted average price of the Company's shares. Traded on the Stock Exchange of Thailand (“SET”) for at least 7 consecutive working days but not more than 15 consecutive working days prior to the date of the Board of Directors No. 5/2020 meeting on April 24, 2020 with a price 0.288 baht per share, which the offering price of capital increase ordinary shares to private placement. It is a price without any discount from market price. Therefore, it is not consider an offer for sale of newly issued shares at a price lower than the market price specified in the Notification No.Tor Chor 72/2558 regarding the approval of a listed company to offer new shares to specific investors

After the issuance and allocation of capital increase ordinary shares of the Company to investors above Investors will hold a number of shares. 2,000,000,000 shares, representing approximately 26.17 percent of the total issued and paid-up capital before the registration of the increase of paid-up capital to the specific investor. (Currently the company Have the total amount of paid-up capital 7,641,082,611 shares) or approximately 20.74 percent of the



total issued and sold shares after the registration of the increase of paid-up capital to the specific investor above has been completed.

The Board of Directors has resolved to approve and propose to the 2020 Annual General Meeting of Shareholders to consider and approve allocation of 2,000,000,000 new ordinary shares with a par value of 1 baht per share, at the offering price of 0.50 baht per share to two private placement (Plural Capital Company Limited.) 1,500,000,000 shares, and Mr. Uuern Sae Fung 500,000,000 shares, and to consider and approve the authorization of the Board of Directors and / or the Board of Directors and / or Chief Executive Officer and / or person assigned by the Board of Directors or authorized directors, Has a power to take any action Necessary and in connection with the allocation and offering of above-mentioned ordinary shares as necessary and in connection with the allocation and offering of above-mentioned ordinary shares in all respects. This includes, but is not limited to, stipulating or changing the conditions or details of the above allocation and offering of the newly issued shares as necessary and appropriate under the relevant laws. As well as bringing, the Company's capital increase ordinary shares Listed on the Stock Exchange of Thailand. The Board of Directors considered the rationale of the allocation of the newly issued ordinary shares as follows:

- Rationale and the need for capital increase Board of Directors It is of the opinion that the Company has to proceed to increase the registered capital and allocate the newly issued ordinary shares to private placement (PP) who are not connected persons with the Company. Receiving the allocation of shares must be in accordance with the criteria for the allocation of newly issued ordinary shares to the specific investors.

The allocation of the capital increase ordinary shares of the Company is intend to raise funds. To strengthen the financial strength in the long term and find investors to support the company in expanding new business including enhancing liquidity Working capital and reduce the cost of debt burden with the current coronavirus outbreak (COVID-19), the company has liquidity and working capital problems. The Board saw a need for this capital increase. Due to the fundraising by offering a capital increase ordinary shares to private placement with direct capital potential, the Company receives the required amount of funds and is able to raise funds in a short time.

- The feasibility of the plan to use the capital increase received from the share offering, the Company expects to issue and offer shares to private placement. In addition, the proceeds received from that capital increase share offering will be completed within September 2020, whereby the Company will use a proceeds received from the capital increase in accordance with the proceeds plan. Which the Board of Directors That offering of capital increase ordinary shares. It is appropriate and sufficient for a project to be carry out as possible. This is due to the remaining capital increase from the reduction of the high cost debt burden and used as working capital Part of the money will be invest in health and medical technology businesses in form of a networked center. The company aims to establish network centers around the world no less than 30 within 3 years and has a goal to sell at least 25,000 medical health packages per year to enable the company to have income per year. Not less than 4,500 million baht within 3 years with a net profit of approximately 25%.



However, in the implementation of the aforementioned projects, there are still operational risks such as gathering network center members and sell health packages did not meet the goals set or the service user does not accept the adjustment from the use of technology or platform developed by the company.

- The reasonableness of the capital increase plans to use a proceeds from IPO and projects to be implemented. Including the adequacy of funding sources. The issuance and offering of newly issued ordinary shares to specific investors It is part of the Company's capital restructuring. This will bring the capital to pay off the debt with the cost and used as working capital including the expansion of the health business related to innovation and modern technology. Which requires a relatively high amount of capital. Which if the company, there is a source of funds from capital increase received from this offering of capital increase shares will make the company has sufficient funds for the Company's future investment expansion plan.

The company will be able to use the money for its intended purpose. Which makes the company have a lower debt burden As a result; the debt to equity ratio has decreased, as well as increasing the liquidity and working capital of the company. Including the financial status of the company Stronger, This will result in benefits to the company. And long-term shareholders

- Impact expected to occur on the business operation of the company as well as the financial status and operating results of the company. Due to the capital increase and the implementation of the plan to use the money. By the money that the company received from the capital increase will help, strengthen the financial strength and capital structure of the company and help reduce the cost of debt burden including interest paid to the company. In the future after the capital increase is complete from the financial statements for the period of 31 December 2019, the Company has shareholders' equity equal to 5,873.61 million baht after the capital increase under Assuming that the investors subscribe for the whole amount of new shares; the company will increase the shareholders' equity to 6,873.61 million baht. The debt to equity ratio will decrease from 0.88 times to 0.75 times. In addition, a capital increase it will help increase business potential and increase the opportunity to expand and expand the business even more. This will result in the Company's operating results. There is a tendency to improve in the future. If such fundraising is unsuccessful, the Company In addition, the Company may encounter liquidity problems for use as working capital within the business. Unable to increase the capital from the allocation of the newly issued ordinary shares of the Company according to the target. Other substitutes in order to be able to operate according to the planned business plan. (Which may be delayed) by applying for a loan from a financial institution or issuing debentures, which the Company expects to take another period of time but with the limitation on the timing of the need for capital In addition to operating the business according to the plan of the company, the company chooses to use this method to increase capital. Borrowing from financial institutions or issuing debentures may result in higher interest costs than funding through the issuance and offering of the Company's newly issued ordinary shares.



- Appropriateness of the offering price to the specific investors, the source of the offering price determination Rationale and necessity for offering the newly issued shares to the specific investors. Board of Directors Having considered and opined that the offering price of the newly issued ordinary shares to the specific investors is appropriate and can be trusted Due to the offering price of shares per specific investors 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 of listed companies to offer new shares to specific investors. By determining the offering price of shares under the conditions determining the offering price at the best price according to market conditions during the offering period to investors, that is, the price is not a lower than the weighted average price of shares in the stock market for at least seven consecutive business days. Not more than 15 consecutive business days (market price)

The Board of Directors has considered the reasons and necessity of the capital increase for the private placement (Private Placement) and the benefits that the Company has and the shareholders will receive from the offering of capital increase shares. The said capital increase has a quick process and time taken. Able to target investors according to the company needs, whether they are investors with capital potential, experience or expertise in businesses that can enhance the Company's potential. In addition, the exact amount can be set up to run a business. Which will make the most of both operating results and operations for the company and shareholders as well. If it is raising funds from existing shareholders. There will be more steps to take and take a longer. May make the company. There is a risk that cannot increase capital as planned. The Board of Directors therefore considered offering the newly issued ordinary shares to the specific investors. In order to obtain the required total capital size suitable for current business operations.

- Board of Directors Considered and verified the information of both investors and project information. As a management has present with caution carefully and consider a suitability in terms of financial potential. The experience is of opinion that such persons are potential investors. This will help to enhance the liquidity of the company at present in order to create the best benefits for the company and shareholders There are reasons and guidelines for considering, selecting and examining the potential investors. By using the criteria for considering the allocation of newly issued shares focus on investors with capital potential Or experienced Or have business expertise that can promote the business potential of the company Including support And build confidence in the business of the company.

In the event that the Company's directors Failure to perform duties in accordance with the law, objectives and the Company's Articles of Association, as well as the resolutions of the shareholders' meeting, with honesty and carefulness to protect the interests of the Company. In a matters relating to capital increase by performing or omitting any act. Which fails to perform such duties and cause damage to the Company, the Company can claim compensation from that director, but if the company not making such claims shareholders holding not



less than 5% of total issued shares, will notify the company actionable and if the company not proceeding as the shareholder informed such shareholder a person can file a claim for compensation from a director on behalf of the company, under Section 85 of the Public Limited Companies Act B.E. 2535 (including the amendments). Which does not perform duties in accordance with the law, objectives and regulations of the company. As well as resolutions of the shareholders' meeting with honesty and care to protect the interests of the company. In matters relating to the capital increase, it causes directors, executives or related persons to have wrongful benefits. The Company may sue the directors to be responsible for the return of such benefits to the Company or the shareholders who hold shares and have voting rights in aggregate not less than 5% of the total voting rights. All votes of the company will notify the company Can do so Which if the company Failed to act as the shareholder notified within 1month from date of notification, Such shareholders can exercise their right to sue benefits from such directors on behalf of the Company, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535. (as amended), (details of the report on the Capital increase (F53-4) appears in Attachment 4 and information about the allocation of the newly issued ordinary shares to the specific investors (Private Placement) appears in Attachment 5).

Competitions for this competition must be consider with no less than three-Fourth (3/4) of the total number of votes from competitors.

Shareholders who attend the meeting and have a right to vote

You give shareholders the opportunity to express their opinions.

Mr. Hangchai Akawaskul, a shareholder, accompanied by a proxy, made an inquiry and made a proposal that on this trip, all the funds that the Company would receive from both actors, the Company had a channel. Availability and details of the use of funds for the capital increase requires the Board and the management to doubt errors in a capital increase investment securities.

Mr. Visanu Thepcharoen answer asked that in this capital increase, this company aims to use capital, namely working capital of 200 million baht, to develop health and technology businesses in amount of 400 million baht and to reduce various obligations of 400 million baht and thank the shareholders for the proposals.

Mr. Sathaporn Kothiranurak A shareholder attending in person asked if the Company had other conditions. For capital increase, that is not a specified in the prospectus or other special conditions when the Company will be offer for sale of newly issued ordinary shares. The second investor, Mr. Uwer Sae Fung, runs a jewelery business. The both investors what to see benefits or channels with the company? Therefore, want to increase capital with the company.

Mr. Sompjitt Chaichanajarak Director and Company Secretary Answering the question under the terms of the investment agreement, Plural Capital Company Limited. Has a letter of intent to hold the Company's shares. That has been allocate this capital increase for a period of not less than 1 year from the date of allocation and do not want to enter the administration or a director in NUSA, but both investors have experience in the field of health business already. Therefore interested to manage a business in a subsidiary, World Medical Alliance (Thailand) Co.,



Ltd. (formerly "Panacee Group Co., Ltd."), which has the objective of operating a Medical and technology business to develop wellness business, this makes investors interested in investing and wanting to manage in that subsidiary.

For the offering of capital increase ordinary shares, the Company has to do within 3 months after receiving approval from the shareholders' meeting, which has to go through a process of requesting for an offer for sale of the newly issued ordinary shares to the specific investors According to the announcement of the Securities and Exchange Commission (SEC) as well.

Mr. Nara Sripecth, a shareholder in person, inquired whether in this allocation of a capital increase issued ordinary shares, how did the investor or the company negotiate on investment and how the Company entered into the negotiation? Investors therefore agreed to increase the capital with the Company this time and investors will increase capital according to goals of the company or not.

Mr. Visanu Thepcharoen, the Chairman, responded to the inquiry that Investors have already done a medical business, and the company has expanded its wellness business to foreign countries in both Hong Kong and China. This time, the company expects to raise capital up to the amount requested to approve the allocation of newly issued shares.

The Chairman gave the shareholders an opportunity to express further opinions.

When there were no shareholders inquiring and expressing opinions, the Chairman asked the meeting to vote.

Resolution The meeting resolved to approve an allocation of 2,000,000,000 new ordinary shares with a par value of 1 baht per share at the offering price of 0.50 baht per share to 2 private placement (PP), Plural Capital Company Limited. 1,500,000,000 shares and Mr. Uwern Sae Fung 500,000,000 shares and approved to authorize the Board of Directors and / or the Executive Committee and / or Chief Executive Officer and / or persons assigned by the Board of Directors or authorized directors. Has the power to take any action Necessary and in connection with allocation and offering of the above-mentioned ordinary shares as necessary and in connection with the allocation and offering of the above-mentioned ordinary shares in all respects. This includes, but is not limited to, stipulating or changing the conditions or details of the above allocation and offering of the newly issued shares as necessary and appropriate under the relevant laws. As well as bringing, the Company's newly issued ordinary shares Listed on the Stock Exchange of Thailand with the votes following;

Agree	5,157,511,674	Votes	percentage	99.9533	of the votes attended and eligible to vote
Disagree	2,408,400	Votes	percentage	0.0467	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote

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

The Chairman assigned Mr. Sompijit Chaichanajak Director and Company Secretary Is the person who clarifies the facts in this agenda

Mr. Sompijit Chaichanajak informed to the meeting that, to reduce the hassle of preparing documents of power of attorney in doing various acts of the company. Which has prepare a lot of documents to be used for various juristic acts in order to provide convenience and speed in the operation, Reduce duplicate documents, Reduce amount of paper used, Including reducing the work process. Therefore, it would like to propose that the shareholders' meeting consider approving the amendment of the Company's Articles of Association, Clause 25 as follows:

Old regulations

Chapter 3 Directors and Directors Authority

Article 25 The Board of Directors is responsible for managing all activities of the company and has an authority to operate within the scope of the law, objectives and regulations of the company and according to a resolution of the general meeting of shareholders and has a power to act. As stated in the memorandum of association or related that. The committee may delegate one or more persons to perform any duties on behalf of the committee.

Number or names of directors who can sign to bind the company are two director's sign together and the seal of the company. The names of directors who will sign to bind the company are determined. May be determine by the resolution of the shareholders' meeting or the resolution of the board of directors.

Amendment to Article 25. Paragraph 2

Chapter 3 Directors and Directors Authority

Article 25 The Board of Directors is responsible for managing all activities of the company and has the authority to operate within the scope of the law, objectives and regulations of the company. And according to the resolution of the general meeting of shareholders And has the power to act As stated in the memorandum of association Or related to it The committee may delegate one or more persons to perform any duties on behalf of the committee.

“Number or names of directors who can sign to bind the company are two directors sign together and the company's seal. Except in a case of signing in to attend the meeting to vote in the housing estate juristic person meeting or joining the condominium juristic person (As the case may be), including signing any relevant documents and include being an agent or appointing a

representative of the company. Become 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. May be determined by the resolution of the shareholders' meeting or the resolution of the board of directors"

The Board of Directors agrees that the shareholders' meeting should consider and approve the amendment of the Articles of Association of the Company, Article 25, paragraph two, in order to reduce the document working procedure for various juristic acts to facilitate the operation. Reduce duplicate documents; reduce the amount of paper used.

This agenda must approved by a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

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

Mr. Hang Chai Akkhawatsakul, a shareholder in person and a proxy, inquired that in attending the housing estate juristic person is meeting or joining the condominium juristic person. Are there any legal obligations or effects on delegation?

Mr. Sompijit Chaichanajarak Director and Company Secretary Answering the question in such delegation there is a legal obligation. Because the company own the apartment or a housing estate, there will be consequences and encumbrances that must paid for the common fee fund, etc. However, this request for shareholder approval. This reduces the process of working on documents of the directors. In this way, any director with authority to bind the company can sign and affix the company's seal.

The Chairman gave the shareholders an opportunity to express further opinions.

When there were no shareholders inquiring and expressing opinions, the Chairman asked the meeting to vote.

Resolution The meeting resolved to approve the amendment of the Company's Articles of Association, Article 25 with the following votes

Agree	5,157,511,674	Votes	percentage	99.9533	of the votes attended and eligible to vote
Disagree	2,408,400	Votes	percentage	0.0467	of the votes attended and eligible to vote
Abstain	0	Votes	percentage	0.0000	of the votes attended and eligible to vote
Invalid ballots	0	Votes	percentage	0.0000	of the votes attended and eligible to vote

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

The Chairman provided opportunities for shareholders to ask questions and express opinions on other matters.

In this agenda, Mr. Hangchai Akkhawatsakul, a shareholder, came in person and a proxy. Gave further suggestions that Agreed with the allocation of the newly issued ordinary shares to the specific investors but I would like to recommend the Board and the management that the investor who entered the joint venture, who is Chinese. There are many types of Chinese people, both taking advantage and being good businesspersons but in this capital increase, only 1,000 million baht would like the company realize the payment of debentures. Because the company has received money, afraid that he will not pay the debentures In the future, it is afraid that it will be a burden to the minority shareholders. I want the company Look at the situation positively for further business development.

The Chairman provided opportunities for shareholders to inquire and comment further.

Since no shareholder proposed any additional matters and inquiring about any other matters, the Chairman thanked all shareholders for taking the time to attend this meeting and request to close the meeting

The meeting closed at 4.27 PM.

Please certify that the minutes are correct.


sign.....
(Mr. Sompijit. Chaichanajarak)
Minutes Recorder


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