

(F53-4)

Capital Increase Report Form
Nusasiri Public Company Limited
March 11, 2021

We, Nusasiri Public Company Limited (“the Company” or “NUSA”), would like to report the resolutions of the Board of Directors No. 2/2021 held on March 11, 2021 between 2:00 p.m. and 4:00 p.m. With the allocation of newly issued ordinary shares as follows:

1. Capital reduction / capital increase

Board of Directors Meeting Has passed a resolution to reduce the registered capital From the original registered capital of 9,641,082,611 baht to the registered capital of 7,641,082,611 baht and increase the registered capital of the company by 4,410,270,652 baht from the registered capital after the capital reduction of 7,641,082,611 baht to a new registered capital of 12,051,353,263 baht by issuing new ordinary shares in the amount of 4,410,270,652 shares with a par value of 1 baht per share, total 12,051,353,263 baht, with the capital increase as follows:

capital increase	type of shares	number of shares (Share)	par value (Baht per share)	Total (baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing funds	Common stock	4,410,270,652	1.00	4,410,270,652
	Preferred shares	-	-	-
<input type="checkbox"/> General authorization form	Common stock	-	-	-
	Preferred shares	-	-	-

2. Allocation of capital increase shares

Allocation of capital increase shares for purpose of utilizing proceeds with details of allocation as follows;

Allocated	number of shares	ratio	Selling price per share (baht)	Date and time of share subscription and payment	note
1) To support the allocation of newly issued shares to Private Placement (PP)	Not more than 2,000,000,000	-	0.50 baht per share 1,000,000,000 baht	Will notify after getting permission from the Office of the Commission Securities and Exchange Commission	Please look Notes (1)

2) To reserve the exercise of the Warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) issued to the existing shareholders in proportion to their shareholding.	Not more than 1,910,270,652	4 existing ordinary shares Per 1 unit of warrant	-	-	Please look Notes (2)
2) To accommodate the exercise of the warrants to purchase the Company's ordinary shares (“NUSA - WC”) issued to the specific investors who purchase the newly issued ordinary shares of the Company.	Not more than 500,000,000	4 new ordinary shares Per 1 unit of warrant	-	-	Please look Notes (3)

Note: (1) Additional shares traded 2,000,000,000 Shares at par value of 1.00 baht per share, totaling 2,000,000,000 Baht at the offering price of Baht 0.50 per share to a specific investor (Private Placement)

(1.1) GOBA Company Limited amount 1,000,000,000 shares

(1.2) Thanat Herb Commercial Company Limited 500,000,000 shares

(1.3) CBD Extra Company Limited 400,000,000 shares

(1.4) Mr. Oudom 100,000,000 shares

Shareholding in NUSA before and after the transaction (Information for closing shareholder registration book as of December 31, 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	8.548	-	613,148,738	6.360
3	Miss Jenjira	Kittiissaranon	-	466,403,000	6.104	-	457,674,700	4.747
4	Miss Arthika	Thorkeaw	-	275,946,617	3.611	-	275,946,617	2.862



No.	Registered capital	Before capital increase			After capital increase		
		7,641,082,611 Baht			9,641,082,611 Baht		
	Name of shareholders	Value (Baht)	Number of shares	%	Value (Baht)	Number of shares	%
5	Miss Kamattaya Sornwaneeyarak	-	246,730,000	3.229	-	246,730,000	2.559
6	Mr. Wirasak Sirirat	-	237,214,285	3.104	-	237,214,285	2.460
7	Mr. Kumthorn Kittiissaranon	-	221,948,500	2.905	-	221,948,500	2.302
8	Mr. Somchai Hongrattanavijit	-	217,450,479	2.846	-	217,450,479	2.255
9	Mr. Wasin Sirirat	-	214,421,130	2.806	-	214,421,130	2.224
10	Mr. Sompong Rungruengnaowarat	-	195,109,400	2.553	-	195,109,400	2.024
11	GOB Board Company Limited	-	-	-	500,000,000	1,000,000,000	10.372
12	Thanat Herb Commercial Co.,Ltd	-	-	-	250,000,000	500,000,000	5.186
13	CBD Extra Company Limited	-	-	-	200,000,000	400,000,000	4.149
14	Mr.Oudom	-	-	-	50,000,000	100,000,000	1.037
15	Other	-	4,038,653,762	52.854	-	4,038,653,762	41.890
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 December 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	466,403,000	6.104		Miss Jenjira Kittiissaranon	466,403,000	4.838
	Mr. Kumthorn Kittiissaranon	221,948,500	2.905		Mr. Kumthorn Kittiissaranon	221,948,500	2.302
	Miss Mayuree Kittiissaranon	6,314,900	0.083		Miss Mayuree Kittiissaranon	6,314,900	0.065
	Miss Wanwisa Kittiissaranon	1,400,000	0.018		Miss Wanwisa Kittiissaranon	1,400,000	0.015
	Mr. Somsak Kittiissaranon	1,119,800	0.015		Mr. Somsak Kittiissaranon	1,119,800	0.012
	Mrs. Rumpai Kittiissaranon	85,000	0.001		Mrs. Rumpai Kittiissaranon	85,000	0.001
Total		1,571,327,900	20.564	Total		1,571,327,900	16.298

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	(%)
2	Thepcharoen Group			2	Investors Group 1		
	Mr. Visanu Thepcharoen	653,148,738	8.548		GOBA Board Co.,Ltd.	1,000,000,000	10.372
	Mrs. Siriya Thepcharoen	177,995,827	2.329		Mr. Oudom	100,000,000	1.037
	Mr.WongsakornThepcharoen	100,876,252	1.320		Total	1,100,000,000	11.410
	Miss Verawan Thepcharoen	98,090,277	1.284	3	Thepcharoen Group		
	Mr. Sirawit Thepcharoen	30,547,882	0.400		Mr. Visanu Thepcharoen	653,148,738	6.775
	Mrs. Somporn Thepcharoen	14,238,200	0.186		Mrs. Siriya Thepcharoen	177,995,827	1.846
	Mr. Sajjanan Thepcharoen	1,000,000	0.013		Mr.WongsakornThepcharoen	100,876,252	1.046
	Miss Visanee Thepcharoen	33,000	0.000		Miss Verawan Thepcharoen	98,090,277	1.017
	Mr. Sirawat Thepcharoen	2,647	0.000		Mr. Sirawit Thepcharoen	30,547,882	0.317
	Mr. Siwa Thepcharoen	93	0.000		Mrs. Somporn Thepcharoen	14,238,200	0.148
Total	1,075,932,916	14.081	Mr. Sajjanan Thepcharoen		1,000,000	0.010	
3	Sirirat Group				Miss Visanee Thepcharoen	33,000	0.000
	Mr. Wirasak Sirirat	237,214,285	3.104		Mr. Sirawat Thepcharoen	2,647	0.000
	Mr. Wasin Sirirat	214,421,130	2.806	Mr. Siwa Thepcharoen	93	0.000	
	Miss Pichayapa Sirirat	202,000	0.003	Total	1,075,932,916	11.160	
	Mr.Rattanakorn Sirirat	86,000	0.001	4	Investors Group 2		
Total	451,923,415	5.914	Thanat Herb Commercial Co.,Ltd.		500,000,000	5.186	
4	Hankraiwilai Group				CBD Extra Co.,Ltd	400,000,000	4.149
	Mr. Nakhorn Hankraiwilai	130,000,000	1.701	Total	900,000,000	9.335	
	Mr. Surapong Hankraiwilai	108,005,000	1.413	5	Sirirat Group		
	Mrs. Umpai Hankraiwilai	105,000,000	1.374		Mr. Wirasak Sirirat	237,214,285	2.460
	Miss Waraporn Hankraiwilai	18,000,000	0.236		Mr. Wasin Sirirat	214,421,130	2.224
Total	361,005,000	4.725	Miss Pichayapa Sirirat		202,000	0.002	
5	Miss Arthika Thorkeaw	275,946,617	3.611	Mr.Rattanakorn Sirirat	86,000	0.001	
6	Rungruengnaowarat Group			Total	451,923,415	4.687	

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	(%)
	Mr. Sompong Rungruengnaowarat	195,109,400	2.553	6	Hankraiwilai Group		
	Mr. Baworn Rungruengnaowarat	57,670,105	0.755		Mr. Nakhorn Hankraiwilai	130,000,000	1.348
	Mr. Badin Rungruengnaowarat	2,180,000	0.029		Mr. Surapong Hankraiwilai	108,005,000	1.120
	Miss. Benyapa Rungruengnaowarat	343,200	0.004		Mrs. Umpai Hankraiwilai	105,000,000	1.089
Total		255,302,705	3.341		Miss Waraporn Hankraiwilai	18,000,000	0.187
					Total		361,005,000
7	Sornwaneeyarak Group			7	Miss Arthika Thorkeaw		
	Miss kamattaya Sornwaneeyarak	246,730,000	3.229		275,946,617 2.862		
	Mrs. Nhai Sornwaneeyarak	50,000	0.001	8	Rungruengnaowarat Group		
Total		246,780,000	3.230		Mr. Sompong Rungruengnaowarat	195,109,400	2.024
8	Hongrattanavijit Group				Mr. Baworn Rungruengnaowarat	57,670,105	0.598
	Mr. Somchai Hongrattanavijit	217,450,479	2.846		Mr. Badin Rungruengnaowarat	2,180,000	0.023
	Mr. Narongsak Hongrattanavijit	2,710,000	0.035	Miss. Benyapa Rungruengnaowarat	343,200	0.004	
Total		220,160,479	2.881	Total		255,302,705	2.648
9	Sawastananon Group			9	Sornwaneeyarak Group		
	Mr. Anun Sawastananon	185,101,754	2.422		Miss kamattaya Sornwaneeyarak	246,730,000	2.559
	Mr. Pattranit Sawastananon	3,000,000	0.039		Mrs. Nhai Sornwaneeyarak	50,000	0.001
	Mr. Pradit Sawastananon	700	0	Total		246,780,000	2.560
Total		188,102,454	2.462	10	Hongrattanavijit Group		
10	Mr. Rawat Prida Ratchata	130,392,093	1.706		Mr. Somchai Hongrattanavijit	217,450,479	2.255
	11	Other	2,864,209,032		37.484	Mr. Narongsak Hongrattanavijit	2,710,000
Total				220,160,479		2.284	
				11	Other		
					Total		3,182,703,579

Note: 1. All 4 investors will not take a position or send a person to take a position as a director and / or management of Nusasiri Public Company Limited, who may take a position or send a person to serve as a director and / or management of a subsidiary operate in wellness bussiness only.

2. Since Mr. Oudom was born in Laos and a citizenship of Vanuatu. Therefore, there is no last name and the company has verified an information that it is reliable and matches with documents issued by a government.

In which all 4 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 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) All 4 investors will not take a position or send a person to take a position as a director and / or management of Nusasiri Public Company Limited, who may take a position or send a person to serve as a director and / or management of a subsidiary operate in wellness bussiness only 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. 2/2021, held on March 11, 2021, (Between February 17 - March 10, 2021) with a price of 0.393 per share.The Board has resolved to propose this agenda to The annual general meeting of shareholders for the year 2021 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 2021. (In this regard, the Company will offer the capital increase ordinary shares to 4 investors that within 3 months prior, after expiration of 3 months, the Board of Directors and / or the person assigned by the Board of Directors consider determining person and a new offering price by being the original 4 private placement or new private placement) , which the offering price of capital in crease ordinary shares that or new investors. 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 allocation 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.

However, after the expiration of 3 months from the date of the shareholders' meeting approves the offering of newly issued shares and the Company is unable to complete the capital increase. Delegate powers to the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Have the power to consider Personalize Price and conditions for offering as approved by the shareholders or the market price during the offering period as specified in Clause 8 of the Notification No. Tor Jor. 72/2558 Re: Permission for Listed Companies to Offer for Sale of Newly Issued Shares Private Placement Which must be subject to the rules and regulations and related laws It may include, but is not limited to (1) the allocation of the newly issued ordinary shares on one occasion or occasionally. Offer period Allocation of newly issued ordinary shares Offering price determination (For the allocation of shares under 1), the date for determining the names of existing shareholders who are entitled to subscribe and receive the allocation of newly issued ordinary shares (Record Date), payment of shares, and other conditions and details. (2) Appointment of a financial advisor to negotiate. Make an agreement and sign documents and contracts Related to the allocation of the newly issued ordinary shares Including various actions In connection with the allocation of the said capital increase ordinary shares and Various waiver requests and necessary evidence relating to the allocation and offering of the newly issued ordinary shares Including handling and filing various applications Various waiver requests And necessary evidence that is relevant to the government or relevant agencies and bringing the Company's newly issued ordinary shares Listed on the SET And has the power to take any other action necessary and appropriate with respect to the allocation of the newly issued shares.

(2) Allocating capital increase ordinary shares not exceed 1,910,270,652 shares with a par value of 1 baht per share to accommodate the exercise of Warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) that the Company will issue to existing shareholders Before issuance and offering of capital increase issued ordinary shares to Private Placement according to Clause 10.1 (the amount not exceeding 7,641,082,611 shares)

In this regard, empowers the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to act as follows: (1) define or modify details Other methods and conditions Related to the issuance and offering of warrants, as appropriate This includes, but is not limited to, terms and conditions of the Warrants. Issue Date of Warrant Determination of the date on which the shareholders are allocated the warrants Number of ordinary shares reserved for the exercise of warrants Period of exercise or the determination of events that the company Must issue new shares to accommodate the exercise of warrants, and (2) negotiate, agree, sign and amend contracts, sales reports, information disclosure Request for exemptions to perform duties, reports on various requests for permission and necessary evidence relating to the issuance and offering of warrants, Including contact Submitting documents To request for permission, including other relevant documents, proceedings, contacts and / or any other action with the Securities and Exchange Commission stock market of Thailand Government agencies and / or agencies involved in the issuance and offering of warrants And listing the warrants in the Stock Exchange of Thailand Listing of newly issued ordinary shares from exercising conversion rights

to be listed on the SET And to have the power to take any other actions necessary and is appropriate to perform as stated above.

(3) Allocation of not more than 500,000,000 newly issued ordinary shares with a par value of 1 baht per share to accommodate the exercise of the warrants to purchase the Company's ordinary shares ("NUSA-WC") to be issued to Private Placement to purchase the Company's capital increase ordinary shares at a ratio of 4 existing ordinary shares per 1 unit of warrant at the exercise price of the warrant at Baht 1.00 per share and if investors pay for a capital increase ordinary shares after 30 days from a date that the SEC authorizes the Company, the Board of Directors and / or the person assigned by the Board of Directors to consider the allocation of warrants to purchase the Company's ordinary shares ("NUSA-WC") to a specific investors who purchase the Company's capital increase ordinary shares as appropriate. The limited shareholders who have been allocated new shares will be allocated warrants. When paying for the newly-issued ordinary shares within 30 days from the date that the Securities and Exchange Commission ("SEC") authorizes the offering of the newly-issued ordinary shares to Private Placement. According to the share payment ratio.

In this regard, in the case of the remaining warrants to purchase ordinary shares of the Company ("NUSA-WC") from the allocation under the above paragraph. The offering price is determined in accordance with the announcement of the Capital Market Supervisory Board no. TorChor72/ 2558 Subject: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement. Authorize the empowers the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to act as follows: (1) define or modify details Other methods and conditions Related to the issuance and offering of warrants, as appropriate This includes, but is not limited to, terms and conditions of the Warrants. Issue Date of Warrant Determination of the date on which the shareholders are allocated the warrants Number of ordinary shares reserved for the exercise of warrants Period of exercise or the determination of events that the company Must issue new shares to accommodate the exercise of warrants, and (2) negotiate, agree, sign and amend contracts, sales reports, information disclosure Request for exemptions to perform duties, reports on various requests for permission and necessary evidence relating to the issuance and offering of warrants Including contact Submitting documents to request for permission, including other relevant documents, proceedings, contacts and / or any other action with the Securities and Exchange Commission stock market of Thailand Government agencies and / or agencies involved in the issuance and offering of warrants And listing the warrants in the Stock Exchange of Thailand Listing of newly issued ordinary shares from exercising conversion rights to be listed on the SET And to have the power to take any other actions necessary And is appropriate to perform as stated above.

2.2 Company action In the event that there are fractions of shares

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

2.3 The number of unallocated shares

-None-

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 2021 On 23 April at 10:00 A.M., at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel, No. 333 Nong Bon, Prawet, Bangkok 10250. By Determine a date, determining names of shareholders entitled to attend the shareholders' meeting and vote on 26 March 2021.

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 a subsidiary, World Medical Alliance (Thailand) Company Limited, that operates business in the field of health and the health platform and Nusa My Ozone Co., Ltd. is the owner of the project located on Khao Yai area. Nakhon Ratchasima Province On an area of more than 1,000 rai within the project, there are hotels, condominiums, land and golf. To improve the quality of life with a strategy to focus on the development of real estate projects in conjunction with a comprehensive health center (World-Class Wellness Center) consisting of residences, condominiums, hotels, golf courses, research and treatment centers. Building area for exhibition of small hospitals and holistic health center Which is a complete real estate development With holistic health care in mind To support the world tourism direction and the behavior of consumers who are more conscious of health. Including marketing both Thai and foreigners Group people who want to maintain their health. Preventive Healthcare that focuses on long-term health care. In a holistic manner, including nutrition, homeopathic and physical, as well as creating investment opportunities and returns for real estate investors. Operating a business on the project area consists of providing health services and the National Health Research Center The key goal is to centralize the best healthcare services in one place and meet the needs of people of all genders and ages including service centers in the project as follows;

- Hospitals and dental centers
- Plastic surgery and beauty center
- Healing Center by Marijuana

- Rehabilitation Clinic
- Cancer treatment center
- Wellness center / spa
- Elderly care center
- Fitness Center / Gym and Nutrition

The money from this capital increase will be used as expenses as follows;

- Construction and development of health centers in amount 700.00 million baht
- Purchase of medical equipment in amount 200.00 million baht
- Developing solutions and platforms in amount 20.00 million baht
- Reserve for business management in amount 80.00 million baht.

Due to the company currently has debt burden from loans from financial institutions and external parties. Total debt of approximately 2,800 million baht, with interest costs between 6.25 percent to 12.00 percent per year. The Company plans to use the proceeds from the capital increase and the exercise of rights to purchase the Company's ordinary shares under this warrant. To reduce the burden of high-cost debt first, in order of importance.

Details of the use of capital increase

(In case, there is a full exercise of the warrants to purchase the Company's ordinary shares)

Time	Details	Amount (million baht)
Within 2021 - 2023	As working capital	500.00
Within 2021 - 2023	Develop real estate, health and medical technology businesses	1,000.00
Within 2021 - 2023	To reduce the cost of debt burden	1,910.27
Total use of capital increase		3,410.27

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

Because the company issuance and allocation of (1) the capital increase ordinary shares to Private Placement (PP) (2) the warrants allocated to existing shareholders (3) the warrants allocated to the specific investors Therefore, in considering the impact on the shareholders of the Company. Will consider various cases divided into 4 cases as follows

Case 1) Issuance and allocation of the newly issued ordinary shares of the Company to a Private Placement (PP) only one item

Case 2) Issuing and allocation of newly issued ordinary shares to Private Placement (PP) and exercising the warrants to purchase ordinary shares of the Company to existing shareholders Series - 4 ("NUSA-W4") by persons other than Existing shareholders exercise NUSA-W4 warrants

Case 3) Issuing and allocation of newly issued ordinary shares to Private Placement (PP) and exercising the warrants to purchase the Company's ordinary shares to a new private placement ("NUSA-WC")

Case 4) Issuance and allocation of capital increase ordinary shares to specific Private Placement (PP) exercising the warrants to purchase the Company's ordinary shares to hold the existing shares Series - 4 ("NUSA-W4") by other persons who are not existing shareholders exercise their rights under the warrants ("NUSA-W4") and exercise the warrants to purchase the Company's ordinary shares to a new specific investor ("NUSA-WC")

(1) Impact on the control dilution

Case 1) Issuance and allocation of the newly issued ordinary shares of the Company to a new specific investor (PP) only one item

Control Dilution = Number of PP capital increase shares / (Paid-up shares + Number of PP capital increase shares)

$$= 2,000,000,000 / (7,641,082,611 + 2,000,000,000)$$

$$= 20.74\%$$

After the issuance and allocation of the newly issued ordinary shares of the Company to private placement (PP), the existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equal to 20.74%

Case 2) Issuing and allocation of newly issued ordinary shares to private placement (PP) and exercising the warrants to purchase ordinary shares of the Company to existing shareholders (“NUSA-W4”) by persons other than Existing shareholders exercise NUSA-W4 warrants

Control Dilution = (Number of PP capital increase shares + Number of underlying shares for NUSA-W4) / (Number of paid-up shares + number of PP capital increase shares + number of underlying shares for NUSA-W4)

$$= (2,000,000,000 + 1,910,270,652) / (7,641,082,611 + 2,000,000,000 + 1,910,270,652)$$

$$= 33.85\%$$

After the issuance and allocation of the newly issued ordinary shares to Private Placement (PP) and the exercise of the NUSA-W4 warrants, the existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equal to 33.85%

Case 3) Issuance and allocation of the newly issued ordinary shares to Private Placement (PP) and the exercise of the warrants to purchase the Company's ordinary shares to Private Placement (“NUSA-WC”)

Control Dilution = Control Dilution = (Number of PP capital increase shares + Number of underlying shares NUSA-WC) / (Paid-up shares + Number of PP capital increase shares + Number of underlying shares NUSA-WC)

$$= (2,000,000,000 + 500,000,000) / (7,641,082,611 + 2,000,000,000 + 500,000,000)$$

$$= 24.65\%$$

After the issuance and allocation of the newly issued ordinary shares to the specific investors (PP) and the exercise of the (“NUSA-WC”) warrants, the existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equal to 24.65%

Case 4) Issuance and allocation of newly issued ordinary shares to Private Placement (PP), exercise the warrants to purchase ordinary shares of the Company to existing shares (“NUSA-W4”) by other persons who are not

existing shareholders exercise their rights under the warrants (“NUSA-W4”) and exercise the warrants. Right to purchase the Company's ordinary shares to a (“NUSA-WC”)

$$\begin{aligned} \text{Control Dilution} &= (\text{Number of PP capital increase shares} + \text{Number of underlying shares for NUSA-W4}) + \\ &\text{Number of underlying shares for NUSA-WC} / (\text{number of paid-up shares} + \text{number of PP capital increase shares} + \\ &\text{Number of underlying shares for NUSA-W4} + \text{Number of underlying shares for NUSA-WC}) \\ &= (2,000,000,000 + 1,910,270,652 + 500,000,000) / (7,641,082,611 + 2,000,000,000 + 1,910,270,652 \\ &+ 500,000,000) \\ &= 36.60\% \end{aligned}$$

After the issuance and allocation of the newly issued ordinary shares to the Private Placement (PP) and the exercise of the (“NUSA-WC”) warrants, existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equal to 36.60%

(2) Impact on Price Dilution

Price Dilution = (Market price before offering - Market price after offering) / Market price before offering

Case 1) Issuance and allocation of capital increase ordinary shares of the Company to a new Private Placement (PP) only one item

Pre-Offering Market Price = Weighted Average Market Price of Shares for the past 15 consecutive business days prior to the Board of Directors Meeting No. 2/2021 on March 11, 2021, which resolved to consider and approve the issuance and allocation of capital increase ordinary shares of the Company to new specific investors (PP) (between February 17 - March 10, 2021) equal to 0.393 baht per share (calculated from the par value of 1 baht per share)

Market price after offering = ((Market price x number of paid-up shares) + (price Offering ordinary shares to PP x number of shares offered to PP)) / (number of paid-up shares + number of capital increase shares offering to PP)

$$\begin{aligned} &= ((0.393 \times 7,641,082,611) + (0.50 \times 2,000,000,000)) / (7,641,082,611 + 2,000,000,000) \\ &= 0.415 \text{ baht per share} \end{aligned}$$

Therefore,

$$\text{Price Dilution} = (0.393 - 0.415) / 0.393$$

$$= -5.65\% \text{ which has no effect on the price in any way}$$

Case 2) Issuing and allocation of newly issued ordinary shares to specific investors (PP) and exercising the warrants to purchase ordinary shares of the Company to existing shareholders (“NUSA-W4”) by persons other than existing shareholders exercise NUSA-W4 warrants

Market price after offering = ((Market price x number of paid shares) + (Offering Price ordinary shares to PP x Number of shares offered to PP) + (Exercise price of conversion rights NUSA-W4 x Number of convertible shares NUSA-W4)) / (paid-up shares + Number of shares to increase capital offered to PP + Number of underlying shares NUSA-W4 on this issued)

$$= ((0.393 \times 7,641,082,611) + (0.50 \times 2,000,000,000) + (1.00 \times 1,910,270,652)) / (7,641,082,611 + 2,000,000,000 + 1,910,270,652)$$

$$= 0.512 \text{ baht per share}$$

Therefore,

$$\text{Price Dilution} = (0.393 - 0.512) / 0.393$$

$$= -30.26\%, \text{ which has no price impact whatsoever}$$

Case 3) Issuance and allocation of the newly issued ordinary shares to the specific investors (PP) and the exercise of the warrants to purchase the Company's ordinary shares to the new private placement ("NUSA-WC")

Market price after offering = ((Market price x number of paid-up shares) + (offering price of ordinary shares to PP x number of shares offered to PP) + (exercise price of conversion rights NUSA-WC x Number of shares for conversion NUSA-WC)) / (Number of Paid-up shares + Number of capital increase shares offered to PP + Number of underlying shares for NUSA-WC on this issued)

$$= ((0.393 \times 7,641,082,611) + (0.50 \times 2,000,000,000) + (1.00 \times 500,000,000)) / (7,641,082,611 + 2,000,000,000 + 500,000,000)$$

$$= 0.444 \text{ baht per share}$$

Therefore,

$$\text{Price Dilution} = (0.393 - 0.444) / 0.393$$

$$= -12.98\%, \text{ which has no price impact whatsoever}$$

Case 4) Issuance and allocation of newly issued ordinary shares to specific investors (PP), exercise the warrants to purchase ordinary shares of the Company to existing shares ("NUSA-W4") by other persons who are not existing shareholders exercise their rights under the warrants ("NUSA-W4") and exercise the warrants. Right to purchase the Company's ordinary shares to a new specific investor ("NUSA-WC")

Market price after offering = ((Market price x number of paid shares) + (offering shares of ordinary shares to PP x number of shares offered to PP) + (exercise price of conversion rights convertible NUSA-WC x Number of shares supported for conversion NUSA-WC)) / Number of paid-up shares + Number of capital increase shares offered to PP + Number of underlying shares for NUSA W-4 on this issued + Number of underlying shares for NUSA-WC on this issued)

$$= ((0.393 \times 7,641,082,611) + (0.50 \times 2,000,000,000) + (1.00 \times 1,910,270,652) + (1.00 * 500,000,000)) / (7,641,082,611 + 2,000,000,000 + 1,910,270,652 + 500,000,000)$$

$$= 0.532 \text{ baht per share}$$

Therefore,

$$\text{Price Dilution} = (0.393 - 0.532) / 0.393$$

$$= -35.41\%, \text{ which has no effect on the price in any way}$$

(3) Earnings Dilution

The company has no operating profit. Therefore still unable to calculate

However, when comparing the benefits that the shareholders will receive from the offering of the newly issued ordinary shares to the specific investors together with the warrants this time with a decrease in shareholding proportion (Control Dilution) as detailed above. Board of Directors It is of the opinion that the offering of the newly issued ordinary shares together with the warrants. Providing greater benefits to the shareholders than the impact on the reduction of shareholders' voting rights. Since the offering of the newly issued ordinary shares will benefit the Company. And shareholders of the Company as follows;

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

Bringing money from the capital increase to invest in real estate, health and medical technology businesses. To increase the opportunity to generate income and profit for the company in the future. And can also reduce the risk of relying solely on the main income from the real estate business The Board of Directors agreed that The health and medical technology businesses invested by the Company aim to provide global and comprehensive services. Will be successful and can generate income and profits for the company in a sustainable way.

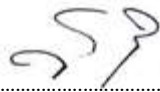
2) Reducing financial structural risk and reducing an impact of liquidity on business operations, Bring money from this transaction to reduce a burden of high cost debt and used as capital rotation for operations, resulting in the company reducing an interest cost burden from borrowing. Which will have 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	11 March 2021
2. The date of determine a list of eligible shareholders Attending the shareholders' meeting and voting	26 March 2021
3. The date of the 2020 Annual General Meeting of Shareholders	23 April 2021
5. The date of capital increase will be offered to private placement (PP)	Within 3 months after approval from the shareholders' meeting

Process	Date / month / year
6. Date of Issue and Offering of Warrants to Purchase Ordinary Shares of the Company (“NUSA-WC”)	After receiving approval from the shareholders' meeting, PP that has been allocated new shares will be allocated warrants NUSA-WC when the payment for capital increase ordinary shares is made within 30 days from the date of. The SEC allows the offering of newly issued ordinary shares to PP in proportion to the payment of shares.
7. Date of Issue and Offering of Warrants to Purchase Ordinary Shares of the Company Series - 4 (“NUSA-W4”)	After receiving approval from the shareholders' meeting

The company hereby certifies that the 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. Sompjijt Chaichanajarak)

Director of the Board