



N U S A S I R I

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**Notice of the Annual General Meeting of Shareholders**

**for the year 2021.**

Friday, April 23, 2021 at 10.00 hrs.

**at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel**

No. 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250

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**Notes:** Shareholders shall have access to the notice of the Annual General Meeting of Shareholders for the year 2021 and other related documents by visiting the company's website: [www.nusasiri.com](http://www.nusasiri.com) since April 2, 2021 onwards

**Corona-virus epidemic policies and measures 2019 (COVID-19)**  
**for the Annual General Meeting of Shareholders for 2021**

Nusasiri Public Company Limited ("Company" or "NUSA") inform measures for the self-attendances of Annual General Meeting of Shareholders Year 2021. In the corona virus epidemic situation 2019 (COVID-19) to reduce the risk of the epidemic. The company would like to inform the following guidelines for attending the meeting;

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

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

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

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

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

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

5. The company has published the General Meeting of Shareholders for the year 2021 online to facilitate the shareholders who did not attend the meeting. By attending to watch a live broadcast of the meeting via Facebook: @nusasiri

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

6. In the event that the shareholders have questions about the agenda in the general meeting of shareholders can be sent in advance from 30 March 2021 to 20 April 2021 by adhering to the following criteria;

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

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

- (1) Specify name-surname, telephone number that can be contacted
- (2) Questions relating to the agenda in the shareholders' meeting for the year 2021, by stating the question asked and questions as well

6.3 Ways to submit questions Via Line ID: @nusasiri และ Email: [info.agm2020@nusasiri.com](mailto:info.agm2020@nusasiri.com)

7. Answering Questions; The company will collect questions from shareholders and propose to the Board of Directors for consideration to answer questions at the Annual General Meeting of Shareholders for the year 2021. The company reserves the right to consider and answer questions relating to the meeting agenda only.

Please be informed accordingly.

Sincerely Yours



(Mr. Visanu Thepcharoen)

Chairman of the Board

March 11, 2021

Subject: Invitation to attend the 2021 Annual General Meeting of Shareholders

To: Shareholders of Nusasiri Public Company Limited

The Nusasiri Public Company Limited (“the Company”) has defined to hold the 2021 Annual General Meeting of Shareholders on Friday April 23, 2021 10.00 a.m. at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel, No. 333 Nong Bon, Prawet, Bangkok 10250 (*the hotel map is appeared on [Attachment 11.](#)*) to consider the following agendas:

**Agenda 1:** To consider and approve the minutes of the 2020 Annual General Meeting of Shareholders held on June 2, 2020

**Facts and Rationale:** The Company has held the Annual General Meeting of shareholders for the year 2020 on June 2, 2020 and submitted its minutes to the Stock Exchange of Thailand and the Ministry of Commerce as well as posted on the company’s website ([www.nusasiri.com](http://www.nusasiri.com)) Within 14 days after the meeting date. A copy of the said minutes as provided in [Attachment 1.](#)

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

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

**Agenda 2:** To acknowledge the report of the company’s operations and the annual report 2020

**Facts and Rationale:** The Company has summarized the Company’s performance and significant changes which occurred in 2020 as prescribed in the 2020 Annual Report in the form of QR Code on [Attachment 2.](#)

**Board’s opinion:** The Board agreed to propose the Company’s performance and the annual report for the year 2020 to the shareholders to be acknowledged.

**Agenda 3:** To consider and approve the financial statements for the year 2020 for the accounting period ending on December 31, 2020 which has been audited by a certified auditor.

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

The Company has prepared the fiscal year ended as of December 31, 2020 as shown on the 2020 Annual Report and the Financial Statements reviewed by the Company's Audit Committee and audited by the Certified Public Accountant as appeared in *Attachment 2*.

**Board's opinion:** The Board agreed the shareholders to consider the Financial Statements for the Company's fiscal year ended as of December 31, 2020 reviewed by the Company's Audit Committee and audited by the Certified Public Accountant.

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

**Agenda 4:** To consider and approve the suspension of allocation of profits as legal reserves and the omission of dividends for the company's performance for the fiscal year-ending December 31, 2020

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

The operating results of the company for the fiscal year ending December 31, 2020, which has been considered by the Audit Committee and has been audited by a certified public accountant. The company has accumulated losses of 2,742.37 million baht or 125.27 percent of the total revenue. According to Section 115 of the Public Limited Companies Act BE 2535 (1992) regarding the payment of dividends from other types of money other than profits in the event that the company still have accumulated losses, no dividend shall be paid. Therefore need to refrain from paying dividends and abstain from allocating profits for legal reserves for the operating results of the year 2020 because the company has loss of performance.

**Board's opinion:** Agreed that to the shareholders' meeting should approve the suspension of profit allocation as legal reserve and no dividend payment for the company's performance of the fiscal year ending December 31, 2020 because the company has loss and must use working capital for business operations.

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

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

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

“ at every annual general meeting, one-third of the directors shall vacate in proportion, if the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate the office. The director retiring from the position in the first two years after Company's registration shall be made by lot. In

subsequent years, the director having held office longest shall vacate the office, but a vacating director is eligible for re-election”.

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

No.	Directors	Position	Times of Attendance/Total Sessions Held	Years holding positions
1	Mr. Visanu Thepcharoen	Chairman of the Board of Directors	11 times from 11 times	2 years and 8 months
2	Mr. Sompijit Chaichanajarak	Board of Directors	11 times from 11 times	2 years and 8 months
3	Mrs. Siriya Thepcharoen	Board of Directors	10 times from 11 times	2 years and 8 months

**Remarks:** Number of years as a director (as of December 31, 2020)

**Board’s opinion:** In order to follow the Good Corporate Governance Policy and show how to treat all shareholders fairly and equally, the Company has provided the opportunity for all shareholders to nominate the qualified candidates for directorship from February 15 until February 25, 2021. It appeared that there was no candidate nominated to serve as directors of the Company.

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

No.	Name	Position of Appointment	Number of years as director / Independent Director	Total the period of time to hold the position of director / independent director until completion of this term	Remark
1	Mr. Visanu Thepcharoen	Chairman of the Board of Directors	2 years and 8 months	5 years and 8 months	Proposed to be re-appointed for another term
2	Mr. Sompijit Chaichanajarak	Board of Directors	2 years and 8 months	5 years and 8 months	Proposed to be re-appointed for another term
3	Mrs. Siriya Thepcharoen	Board of Directors	2 years and 8 months	5 years and 8 months	Proposed to be re-appointed for another term

**Remark:** Number of years as a director (as of December 31, 2020)

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

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

**Agenda 6: To consider and approve the remuneration of directors for the year 2021**

**Facts and Rationale:** The Nomination and Remuneration Committee considered the directors' remuneration for the year 2021 with criteria for consideration which compared with listed companies in the same industry. According to the operating results Business size, responsibility and suitability for the current economic situation. Therefore, the directors' remuneration for the year 2021 is not exceeding 5.5 million baht, which is equivalent to the year 2020. Health check-up and medical expenses; maximum of 200,000 baht / person / year and when the company has profit, will give a special compensation. The maximum amount is 500,000 baht / person / year and propose to the shareholders' meeting for approval.

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

1. In 2018, the total amount of Baht 5.5 million (actual expenses Baht 3.71 million)
2. In 2019, the total amount of Baht 5.5 million (actual expenses Baht 4.28 million)
3. In 2020, the total amount of Baht 5.5 million (actual expenses Baht 5.07 million)

No.	Remuneration	2018	2019	2020	2021 (This approval request)	Remark
1	<b>Monthly remuneration</b>					
	1.1 Chairman of the Board of Directors	30,000.00	30,000.00	30,000.00	30,000.00	per time / per person
	1.2 Director	25,000.00	25,000.00	25,000.00	25,000.00	
2	<b>Meeting Allowance</b>					
	2.1 Chairman of the Board of Director	25,000.00	25,000.00	25,000.00	25,000.00	per time / per person
	2.2 Director of the Board of Director	20,000.00	20,000.00	20,000.00	20,000.00	
	2.3 Chairman of the Audit Committee	25,000.00	25,000.00	25,000.00	25,000.00	
	2.4 Director of the Audit Committee	20,000.00	20,000.00	20,000.00	20,000.00	





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No.	Remuneration	2018	2019	2020	2021 (This approval request)	Remark
	2.5 Chairman of the Nomination and Remuneration Committee	12,500.00	12,500.00	12,500.00	12,500.00	
	2.6 Director	10,000.00	10,000.00	10,000.00	10,000.00	
3	Special compensation	Special compensation when the company has the highest profit. Not more than 500,000 baht / person / year				In the past 3 years, there has been no bonus paid to the directors
4	Health check-up and medical expenses	Health check-up and medical expenses. Not more than 200,000 baht / person / year				
5	Special interest or any other benefit	No committee has any special interest or any other benefit which is different from other board members.				

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

**Board's opinion:** The Board agreed to take this agenda to shareholder's meeting into consideration of approval of the remuneration of directors for the year 2020 as monthly remuneration, meeting allowance in the amount not exceeding 5.5 million baht, which is equivalent to the year 2020. Health check-up and medical expenses; maximum of 200,000 baht / person / year and when the company has profit, will give a special compensation. The maximum amount is 500,000 baht / person / year and propose to the shareholders' meeting for approval.

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

**Agenda 7:** To consider and approve the appointment of the auditor and determine the remuneration of the auditor for the year 2021

**Facts and Rationale:** According to Section 120 of the Public Limited Company Act B.E. 2535(1992), it defined that "the annual ordinary meeting shall appoint an auditor and determine the auditing fee of the company every year". Moreover, in accordance with the Capital Market Supervisory Board determined that a registration company had to rotate auditors if they have performed their duties to review or audit, as well as comment on the Company's financial statement for five consecutive years, but new auditors could be selected from the same audit firm as the former auditors. However, the Company would re-appoint the auditors discharging their duties by rotation at least two consecutive years.

The Audit Committee Meeting No. 2/2021 held on March 1, 2021 considered to select the auditor from EY Office Limited ("EY") as the company's auditor for the year 2021. To promote independence in the audit and provide opinions of the auditor and build confidence for investors and shareholders of the company. In investment decisions and also considered as compliance with the rules on rotation of the auditors of the Office of the Securities and Exchange Commission (SEC) Since only being appointed to be the auditor of the company for only 2 fiscal year (Audit start year 2019), advisable to use the same auditor for continuity in the work of the auditor. In addition, in order to prepare the financial statements to have an international standard to support investment with foreigners in the future. Therefore agree to select the same auditor from EY Office Limited ("EY") The Audit Committee is of the opinion that EY is a company that has the ability to audit accounts with accuracy, quality, and speed in checking information that is standard and able to provide advice to the company. In addition, the auditor has no relationship and / or no conflict of interest between the auditor and the company / subsidiaries / executives / major shareholders. Or those involved with that said person. In a manner that will affect the performance of duties independently in any way. The names of the auditors of the company for the year 2021 as follows;

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

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

The proposed audit fee for the year 2021, which does not include other expenses such as travel expenses, postage fees, fax fees, overtime fees, will be withdrawn according to the actual amount paid, summarized as follows:

Remuneration (Unit : Baht)	2020 (Baht)	2021 (Baht)
<b>Audit fee for the annual financial statements</b>		
Nusasiri Public Company Limited	3,200,000.00	2,650,000.00
consolidated financial statements		
Other expenses	-	Charged according to the actual amount paid
<b>The quarterly review of the interim financial Statements</b>		
Nusasiri Public Company Limited	4,300,000.00	1,200,000.00
consolidated financial statements		
Other expenses	1,912,124.75	Charged according to the actual amount paid

Remuneration (Unit : Baht)	2020 (Baht)	2021 (Baht)
Total	9,412,124.75	3,850,000.00

**Remarks:** - Audit fee (Only NUSA does not include audit fees of subsidiaries and associated companies.)  
- Such audit fees do not include other expenses such as travel expenses, postage fees, fax fees, overtime fees which are withdrawn according to the actual amount paid.

**Board's opinion:** Agreed that the shareholders' meeting should consider and approve the appointment of auditors from EY Office Limited ("EY") to help promote independence in auditing and provide the auditor's opinion. Also, create confidence for investors and shareholders of the company in making investment decisions. It is considered to comply with the criteria for the auditor rotation of the Securities and Exchange Commission (SEC). Also, to make the preparation of financial statements with international standards to support investment with foreigners in the future by appointing Ms. Vathu Kayankannawee, Certified Public Accountant No. 5423 and / or Ms. Supanee Triyanantakul, Certified Public Accountant No. 4498 and / or Mr. Preecha Arunnara, Certified Public Accountant No. 5800 Auditing of the company for the year 2020, with the annual remuneration of 2021 not exceeding 3.85 million baht, excluding other expenses such as travel expenses, postage, fax, overtime charges, the amount actually paid.

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

**Agenda 8:** To consider and acknowledge the cancellation of the allotment of the newly issued ordinary shares of the company in the amount of 2,000,000,000 shares, par value of 1 baht per share, total 2,000,000,000 baht.

**Facts and Rationale:** For propose to the meeting acknowledge the allocate cancellation of the Company's existing capital increase ordinary shares. In accordance with a law of the company, The Company must complete the cancellation of the unpaid registered capital or remaining shares from issuance of warrants to purchase the Company's ordinary shares. In accordance with the resolution of the 2020 Annual General Meeting of Shareholders, held on 2 June 2020, approved an allocation to capital increase ordinary shares to the Private Placement (PP) in amount of 2,000,000,000 shares, valued 0.50 baht / share and approval request for capital reduction in further.

**Board's opinion** Agreed that the shareholders' meeting should acknowledge the cancellation of the allotment of 2,000,000,000 shares at the par value of 1 baht per share, totaling 2,000,000,000 baht.

**Agenda 9:** To consider and approve the reduction of the Company's registered capital of 2,000,000,000 baht from the original registered capital of 9,641,082,611 baht to the remaining registered capital of 7,641,082,611 baht and approved amendments to the memorandum of association. Clause 4. of the company to be in line with a capital reduction of the Company's registered

**Facts and Rationale:** Here follows Agenda 8, the meeting has acknowledged the cancellation of the allotment of existing ordinary shares, must be consider and approve reduction of the company's registered capital. By eliminating the registered shares to support the allocation of 2,000,000,000 new ordinary shares to private placement (Private Placement), par value of 1 baht per share, totaling 2,000,000,000 baht.

Therefore, the capital must be reduced from the original registered capital of 9,641,082,611 baht, the capital reduction of 2,000,000,000 baht. The remaining registered capital of 7,641,082,611 baht. And consider approving the amendment to Clause 4 of the Company's Memorandum of Association in accordance with Section 18 (4) of the Public Limited Companies Act BE 2535 by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the Registrar's order within 14 days from the date that the shareholders' meeting approves the amendment of the Memorandum of Association Clause 4. of the Company in order to comply with Capital reduction as follows:

“Article 4. Registered capital      7,641,082,611 baht (seven thousand six hundred forty one million eighty two thousand six hundred eleven baht only)

Divided into                      7,641,082,611 shares (seven thousand six hundred forty one million eighty two thousand six hundred eleven shares)

Value of                              1 baht per share (one baht only)

Divided into

Ordinary shares              7,641,082,611 shares (seven thousand six hundred forty one million eighty two thousand six hundred eleven shares)

Preferred shares              - shares (- shares)”

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

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

**Agenda 10:** To consider and approve the issuance of warrants to purchase ordinary shares of the Company in amount of 2,410,270,652 units, divided into warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) in the amount not exceeding 1,910,270,652 units to the existing shareholders of the Company According to the shareholding proportion And warrants to purchase ordinary shares of the Company (“NUSA-WC”) in the amount of not more than 500,000,000 units to the

private placement (Private Placement) who purchase a capital increase ordinary shares capital increase ordinary shares of the Company.

**Facts and Rationale:** The Company wishes to issue warrants to purchase the Company's ordinary shares in the amount of 2,410,270,652 units as follows:

(1) Issue warrants to purchase ordinary shares of the Company Series - 4 ("NUSA-W4") in amount not exceeding 1,910,270,652 units to existing shareholders of the Company. According to the shareholding proportion without charge in the ratio of 4 existing ordinary shares per 1 unit of warrant, not exceeding 1,910,270,652 units. In the event that there is a fraction of warrants remaining from the calculation of that warrants allocation ratio to cut off the whole number of aforementioned (*Preliminary details of issuance of warrants to purchase ordinary shares of Nusasiri Public Company Limited, Series - 4 ("NUSA-W4") appear in Attachment 4.*)

(2) Issue warrants purchasing ordinary shares of the Company ("NUSA-WC") in the amount not exceeding 500,000,000 units to private placement (PP) who purchase the Company's ordinary shares offering price determination according to shareholding proportion without charge at ratio of 4 ordinary shares per 1 unit of warrant. In the event that there is a fraction of warrants remaining from a calculation of that warrants allocation ratio to cut off the whole number of the aforementioned (*Preliminary details of the issuance of warrants to purchase ordinary shares of Nusasiri Public Company Limited ("NUSA-WC") appear in Attachment 5.*)

**Board's opinion:** Agreed of the meeting of shareholders consider and approve the issuance of warrants to purchase ordinary shares of the Company in amount of 2,410,270,652 units, divided into warrants to purchase ordinary shares of the Company Series - 4 ("NUSA-W4") in the amount not exceeding 1,910,270,652 units to the existing shareholders of the Company According to the shareholding proportion And warrants to purchase ordinary shares of the Company ("NUSA-WC") in the amount of not more than 500,000,000 units to the private placement (Private Placement) who purchase a capital increase ordinary shares capital increase ordinary shares of the Company.

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

**Agenda 11:** To consider and approve a capital increase of the Company's registered in amount of 4,410,270,652 baht from registered capital after the capital reduction of 7,641,082,611 baht to new registered capital of 12,051,353,263 baht by issuing new ordinary shares in the amount of 4,410,270,652 shares at the par value of 1 baht per share, total 12,051,353,263 baht and approved 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.

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

performance, help reduce interest burden of loan, Include helping with capital and debt restructuring of the company.

This capital increase It is a capital increase with the purpose of utilizing funds. With details of allocation as follows:

(1) To support the Allocation ordinary shares amount 2,000,000,000 shares at offering price of 0.50 baht to Private Placement with par value of 1 baht per share, totaling 2,000,000,000 baht.

(2) To support the Allocation of capital increase ordinary shares amount 1,910,270,652 shares with a par value of Baht 1.00 per share to accommodate the exercise of warrants to purchase the Company's ordinary shares Series - 4 ("NUSA-W4"), issued to existing shareholders of the Company. Before issuance and offering of capital increase issued ordinary shares to Private Placement according to Clause (1) (the amount not exceeding 7,641,082,611 shares) in the ratio of 4 existing ordinary shares per 1 unit of warrant at the exercise price of the warrant at 1.00 baht per share

(3) To support the Allocation of capital increase ordinary shares amount 500,000,000 shares with a par value of Baht 1.00 per share to accommodate the exercise of warrants to purchase the Company's ordinary shares ("NUSA-WC"), issued to Private Placement (PP). 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

*(Details of the Capital Increase Report (F53-4) appear in [Attachment 6](#) and Information about the allocation of the newly issued ordinary shares to be offered to Private Placement (PP) and in conjunction with the offering of warrants to purchase the Company's ordinary shares to the existing shareholders Series - 4 ("NUSA-W4 ") and offering of warrants to purchase the Company's ordinary shares for Private Placement Purchasing a capital increase ordinary shares of the Company ("NUSA-WC") appears in [Attachment 7](#))*

This Agreed of the meeting of shareholders consider and approve an increase registered capital of the Company by 4,410,270,652 baht from the registered capital after the reduction amount of 7,641,082,611 baht to be a new registered capital amount 12,051,353,263 baht by issuing new ordinary shares 4,410,270,652 shares with a par value 1 baht per share totaling 4,410,270,652 baht and consider approving the amendment to Clause 4 of the Company's Memorandum of Association in accordance with Section 18 (4) of the Public Limited Companies Act BE 2535 by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the Registrar's order within 14 days from the date that the shareholders' meeting approves the amendment of the Memorandum of Association Clause 4. of the Company in order to comply with increase registered capital as follows:

"Article 4. Registered capital 12,051,353,263 baht (twelve thousand fifty one million three hundred fifty three thousand two hundred sixty three baht only)  
Divided into 12,051,353,263 shares (twelve thousand fifty one million three hundred fifty three thousand two hundred sixty three shares)  
Value of 1 baht per share (one baht only)

Divided into

Ordinary shares 12,051,353,263 shares (twelve thousand fifty one million three hundred fifty three thousand two hundred sixty three shares)  
Preferred shares - shares (- shares)”

**Board’s opinion:** Agreed of the meeting of shareholders consider and approve an increase registered capital of the Company by 4,410,270,652 baht from the registered capital after the reduction amount 7,641,082,611 baht to be a new registered capital amount of 12,051,353,263 baht by issuing new capital ordinary shares 4,410,270,652 shares with a par value 1 baht per share totaling 4,410,270,652 baht and amendment of Clause 4 of the Memorandum of Association to be in accordance with increase of the company's registered capital.

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

**Agenda 12:** To consider and approve allocation new capital ordinary shares amount 4,410,270,652 shares with a par value of 1 baht per share to Private Placement (PP) and to support the exercise of the warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) and to reserve for exercise of the warrants to purchase ordinary shares of the Company (“NUSA-WC”)

**Facts and Rationale:** According to Agenda 11 the meeting resolved to approve an increase registered capital of the Company by 4,410,270,652 baht from the registered capital after the reduction amount 7,641,082,611 baht to be a new registered capital amount of 12,051,353,263 baht by issuing new capital ordinary shares 4,410,270,652 shares with a par value 1 baht per share totaling 12,051,353,263 baht

The Company intends to allocate the newly issued ordinary shares for the purpose of utilizing proceeds. With details of allocation as follows :

( 1 ) Additional shares traded 2,000,000,000 Shares at par value of 1.00 baht per share, totaling 2,000,000,000 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

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.

**Consideration of the reasonableness of the allocation of the newly issued ordinary shares is summarized as follows:**

- **Rationale and necessity for capital increase.** The Board of Directors 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. As defined in Title 2. Above

The allocation of the newly issued ordinary shares of the Company together with warrants to purchase the Company's ordinary shares at this time has the objective of raising funds. To strengthen the financial strength in the long term and find investors to support the company in expanding new business including adding 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 therefore saw the need for this capital Increase. Due to the fundraising by offering the newly issued ordinary shares to private placement with direct capital potential, the Company will receive the required amount of funds and be able to raise funds in a short time and the warrants to buy the Company's ordinary shares to the existing shareholders in return to the shareholders in burden of the Company in a loss and did not pay dividends over the past several years.

- **Possibility of the capital increase plan derived from the share offering.** The Board of Directors is of the opinion that Issuance and offering of shares to Private Placement. Coupled with the warrants to purchase the Company's ordinary shares. In addition, the proceeds received from the said capital increase share offering will be completed within July 2021, whereby the Company will use the proceeds received from the capital increase in accordance with the proceeds plan.

- **Justification of the capital increase plans to use the proceeds from offering shares and the projects to be implemented. Including the adequacy of funding sources.** The Board of Directors is of the opinion that Issuance and offering of capital increase ordinary shares to specific investors Along with the issuance and offering of warrants to purchase the Company's ordinary shares. 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. The Company has sufficient funds for the Company's future investment expansion plans. 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, a 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

- **Eliminate the impact that may occur on the business operation of the Company As well as financial status and results of operations of the Company Due to the capital increase and implementation of the fund or project plans.** The Board of Directors, There is an opinion that 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, the capital increase principle is completed. As a result, a debt to equity ratio (D / E Ratio) decreased from 1.15 to 1 to 0.68: 1 (in case of exercising the warrants to purchase the Company's ordinary shares in full), thus helping Reduce a risk of the Company's financial structure.

- **Appropriateness of the offering price to the specific investors Background of the offering price determination Rationale and necessity for offering the newly issued shares to the specific investors.** The Board of Directors the Board of Directors considered and opined that the offering price of the newly issued ordinary shares to the individual in conjunction with the issuance and offering of warrants to purchase the Company's ordinary shares. Is suitable and can be trusted Due to the offering price of shares per specific investors and the exercise price to purchase the Company's ordinary shares 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 lower than weighted average price of shares in the Stock Exchange for a past of 15 consecutive days prior to the Board of Directors Meeting No. 2/2564 held on March 11, 2021, which resolved to consider and

approve the issuance and allocation of shares. The ordinary share capital increase of the Company to new private placement (PP) (between February 17 - March 10, 2021) equal to 0.393 baht per share. Considered a reasons and necessity of the capital increase. And the benefits that the company and shareholders will receive. Therefore, it is of the opinion that all 4 investors have personal qualifications that have been audited and verified as reliable individuals and entities. It has financial stability and the Company will benefit from supporting a business of such investors as well. And can set the target group of investors that the company wants, whether they are investors with capital potential. Have experience or expertise in the business that can empower the company and able to set the exact amount immediately following the business operation which will make the most of both operating results and operations for the company and shareholders as well.

This the Board of Directors Considered and verified information of all 4 investors, including project information. As the management has presented with careful, carefulness and considering a suitability in terms of financial potential, experience, therefore, it is of the opinion that such person is a potential investor. This will enhance liquidity and support the business of the company. Currently and in the future, for maximize the benefits of 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 capital increase shares and focus on potential investors both financially or the experienced, Have expertise in business that can promote the business potential of the company including support and build confidence in 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 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 the total issued shares Will notify the company Actionable and if the company Not proceeding as the shareholder informed Such Shareholder in addition, if any action or omission of the director 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 the 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 voices of the company Will notify the company Can do so Which if the company Failed to act as the shareholder notified within 1 month from the date of notification Such shareholders can exercise their right to sue the benefits from such directors on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments). *(Details of the Capital Increase Report (F53-4) appear in Attachment 6 and Information about the allocation of the newly issued ordinary shares to be offered to Private Placement (PP) and in conjunction with the offering of warrants to purchase the Company's ordinary shares to the existing shareholders Series - 4 ("NUSA-W4") and offering of warrants to purchase the Company's ordinary shares*

for Private Placement Purchasing a capital increase ordinary shares of the Company (“NUSA-WC”) appears in Attachment 7

**Board’s opinion:** Agreed of the meeting of shareholders consider and approve allocation new capital ordinary shares amount 4,410,270,652 shares with a par value of 1 baht per share to Private Placement (PP) and to support the exercise of the warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) amount 1,910,270,652 shares and to reserve for exercise of the warrants to purchase ordinary shares of the Company (“NUSA-WC”) amount 500,000,000 shares at the par value of 1 baht per share, total 4,410,270,652 baht

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

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

We formally invite you to attend the 2021 Annual General Meeting of Shareholders on the date, time and place specified above. If any shareholder desires to appoint a proxy to attend and vote at the meeting, please complete the enclosed proxy form and submit to the Chairman before the meeting.

Please be informed accordingly

Sincerely Yours



(Mr. Visanu Thepcharoen)  
Chairman of the Board

**Remark:** 1. Any shareholder not able to attend the meeting by own self would give a proxy to Mr. Teerataht Poshyanonda or Mr. Somkid Sari, the independent directors and the Company’s Audit Committee for casting vote in the 2020 Annual General Meeting of Shareholders. Profile of the Audit Committee whom a shareholder gives a proxy to is appeared in Attachment 10.

2. If any shareholder requires to the 2020 Annual Report of the Company in the form of printing media, please contact to the Office of Company Secretary; Tel: 02-030-1399 ext. 114



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<br>(Acts as the chairman of the meeting)   |
| 2. Mr. Somkid Sari               | Independent Director, Vice Chairman of the Board,<br>Audit Committee and Chairman of the Nomination and<br>Remuneration Committee |
| 3. Mr. Pradit Sawattananond      | Independent Director, Chairman of the Audit Committee<br>And Member of the Nomination and Remuneration Committee                  |
| 4. Mr. Piboon Vorravanpreecha    | Independent Director, Audit Committee<br>And Member of the Nomination and Remuneration Committee                                  |
| 5. Mrs. Siriya Thepcharoen       | Director  |
| 6. Mrs. Sirinongnard Priewpanich | Independent Director, Audit Committee<br>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](http://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](http://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 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 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 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 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)
<b>Annual financial statement audit fee</b>		
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
<b>Interim / Quarter Audit Fee</b>		
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. Sompjijt 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. Sompjijt Chaichanajarak Director and Company Secretary Clarification of facts on this agenda



Mr. Sompijit Chaichanajarak informed to the meeting that Due to the 10<sup>th</sup> 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. Uwern 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. Sompijit 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



Annual Report 2020 in the form of QR Code




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

<b>Name</b>	Mr. Visanu Thepcharoen	
<b>Type of director proposed for appointment</b>	Chairman of the Board of Directors Director who has authority to sign to bind the company	
<b>Age</b>	53 years	
<b>Nationality</b>	Thai	
<b>Address</b>	No. 2/374 Nusasiri Grand Condo, Sukhumvit 42, Sukhumvit Road, Prakhanong, Klongtei, Bangkok	
<b>Education</b>	- Master of Arts Public Management, Ramkhumheang University - - Bachelor of Arts (political science), Ramkhumheang University	
<b>Training relating to role and Duties of Director</b>	- Diploma, National Defence College, The Joint State - Private Sector Course Class 61 - DEF: Digital Edge Fusion Class 4 - Course on Social Cleaning Administration for the Joint State Private Sector , Class 4 - Tourism Management Program for Executives (TME) Class 2 - Executive Training Program Capital Market Academy Class 19 - Senior Management Program in Urban Development Management (2nd Generation), Urban Development Institute Bangkok - Senior Management Program in Energy Science, Class 3 Energy Science Institute - Corporate Governance Training For Directors and Executives State-owned enterprises and public organizations, Class 10, King Prajadhipok's Institute - "Financial Statements for Directors" training course Thai Institute of Directors Association - "Director Accreditation Program (DAP) Class 69/2008 Thai Institute of Directors Association - 25th Strategic Business Management Course (RE-CU) Chulalongkorn University - "Strategic Planning for Hotel and Resort Management"	



<b>Current Position</b>	<p>Thai Hotel Management Association</p> <p>Chairman of the Board of Directors, Nusasiri Public Company Limited</p> <p>Chairman of the Executive Board of Nusasiri Public Company Limited</p> <p>Chief Executive Officer of Nusasiri Public Company Limited</p>
<b>Work Experience (for 5 years)</b>	<ul style="list-style-type: none"> <li>- Director, Thai Post Company Limited</li> <li>- Member of the Commission In the Special Administrative Area Development Board For sustainable tourism</li> <li>- The Advisor Assistant Minister at the Office of the Deputy Prime Minister, Major General Sanan Kachornprasart and Governor Advisor of Sports Authority of Thailand</li> </ul>
<b>Position of other Company's Registration</b>	<ul style="list-style-type: none"> <li>- Chairman of Board of Director, Nusasiri Grand Public Company Limited</li> <li>- Chairman of Executive Board, Nusasiri Grand Public Company Limited</li> </ul>
<b>Position of other Companies (not related to Company's registration)</b>	Director, Nusa Praya Hotel and Spa Co., Ltd. (Devaree Jomtian Beach Hotel, Pattaya)
<b>Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company</b>	There are no positions in other businesses that may cause conflicts of interest to the company.
<b>Relationship with Executives or Major/Minor shareholders of the Company</b>	Executive and Shareholder of Nusasiri Public Company Limited.
<b>Holding of the Company's securities/shareholding in the Company</b>	Shareholding of 653,148,738 shares of Nusasiri Public Company Limited Representing 8.548% of paid-up capital (information as of 31 December 2020)
<b>Special interests that are different from Other directors</b>	There is no special interest that is different from other directors.
<b>Legal Dispute in past 10 years</b>	No legal dispute
<b>Meeting Attendance in 2020</b>	Board of Director 11 out of 11 times.

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


<b>Name</b>	Mr. Sompjitt Chaichanajarak	
<b>Type of director proposed for appointment</b>	<ul style="list-style-type: none"> <li>- The Board of Directors</li> <li>- Director who has authority to sign to bind the company</li> </ul>	
<b>Age</b>	60 years	
<b>Nationality</b>	Thai	
<b>Address</b>	No. 92/34 Charernprakeat Rama 9 Road, Nongbon, Pravet, Bangkok.	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration Ramkhamhaeng University</li> <li>- Master of Business Administration (Accounting Planning) Kasetsart University</li> <li>- Master of Public Administration Ramkhamhaeng University</li> <li>- Bachelor of Business Administration (Accounting), Ramkhamhaeng University</li> </ul>	
<b>Training relating to role and Duties of Director</b>	<ul style="list-style-type: none"> <li>- Successful Formulation &amp; Execution Strategy (SFE) # 2/2008 from the Thai Institute of Directors Association</li> <li>- Director Certification Program (DCP) # 108/2008 from the Thai Institute of Directors Association</li> </ul>	
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Director of Nusasiri Public Company Limited</li> <li>- Vice Chairman of the Executive Board of Nusasiri Public Company Limited</li> <li>- Senior Deputy Chief Executive Officer of Nusasiri Public Company Limited</li> </ul>	
<b>Work Experience (for 5 years)</b>	<ul style="list-style-type: none"> <li>- Chairman of the Board of Directors, Krisana Development Company Limited</li> <li>- Managing director Ban Krissana Group Housing Business</li> <li>- Senior Director Level 11, Small and Medium Enterprise Development Bank of Thailand</li> </ul>	
<b>Position of other Company's Registration</b>	There is no position of other Company's Registration	
<b>Position of other Companies (not related to Company's registration)</b>	There is no position of other Companies (not related to Company's registration)	



<p><b>Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company</b></p>	<p>There is no positions in other businesses that may cause conflicts of interest to the company.</p>
<p><b>Relationship with Executives or Major/Minor shareholders of the Company</b></p>	<p>Senior Deputy Chief Executive Officer of Nusasiri Public Company Limited</p>
<p><b>Holding of the Company’s securities/shareholding in the Company</b></p>	<p>There is no Holding of the Company’s securities/shareholding in the Company</p>
<p><b>Special interests that are different from Other directors</b></p>	<p>There is no special interest that is different from other directors.</p>
<p><b>Legal Dispute in past 10 years</b></p>	<p>No legal dispute</p>
<p><b>Meeting Attendance in 2020</b></p>	<p>Board of Director 11 out of 11 times.</p>



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

<b>Name</b>	Mrs. Siriya Thepcharoen	
<b>Type of director proposed for appointment</b>	The Board of Directors Director who has authority to sign to bind the company	
<b>Age</b>	50 years	
<b>Nationality</b>	Thai	
<b>Address</b>	No. 2/374 Nusasiri Grand Condo, Sukhumvit 42, Sukhumvit Road, Prakanong, Klongteij, Bangkok	
<b>Education</b>	Bachelor of Political Science (Specialization), Ramkhamnaeng University	
<b>Training relating to role and Duties of Director</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) Class 76/2008</li> <li>- "Strategic Planning for Hotel and Resort Management" by Thai Hotel Management Association</li> <li>- The Boss Association of The Boss Association (Class 47)</li> </ul>	
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Director of Nusasiri Public Company Limited</li> <li>- The Executive Board of Nusasiri Public Company Limited</li> <li>- Deputy Chief Executive Officer of Nusasiri Public Company Limited</li> </ul>	
<b>Work Experience (for 5 years)</b>	<ul style="list-style-type: none"> <li>- Executive Vice President Nusasiri Group Business Real Estate And hotels in the Deevari Group, such as Deevari Phuket Hotel, Deevari Jomtien Hotel, Pattaya.</li> <li>- Executive Director, Krissana Development Co., Ltd.</li> <li>- Executive Director, Sin Pathum Thani Co., Ltd.</li> <li>- The Advisor Assistant Minister at the Office of the Deputy Prime Minister, Major General Sanan Kachornprasart</li> <li>- Hold a position qualified in the field of Contemporary Art and Culture, Ministry of Culture</li> </ul>	
<b>Position of other Company's Registration</b>	<ul style="list-style-type: none"> <li>- Director of Nusasiri Grand Public Company Limited</li> <li>- Executive Vice President of Nusasiri Grand Public Company Limited</li> </ul>	
<b>Position of other Companies (not related to Company's registration)</b>	There is no position of other Companies (not related to Company's registration)	



<b>Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company</b>	There is no positions in other businesses that may cause conflicts of interest to the company.
<b>Relationship with Executives or Major/Minor shareholders of the Company</b>	Deputy Chief Executive Officer of Nusasiri Public Company Limited
<b>Holding of the Company's securities/shareholding in the Company</b>	Shareholding of 177,995,827 shares of Nusasiri Public Company Limited Representing 2.329% of paid-up capital (information as of 31 December 2020)
<b>Special interests that are different from Other directors</b>	There is no special interest that is different from other directors.
<b>Legal Dispute in past 10 years</b>	No legal dispute
<b>Meeting Attendance in 2020</b>	Board of Director 10 out of 11 times.

**Preliminary details of the issuance of warrants to purchase ordinary shares of the Company  
Series - 4 (“NUSA-W4”) Allocated to the existing shareholders of the company according to the  
shareholding proportion**

<b>Type of Warrants</b>	Warrants purchasing ordinary shares of Nusasiri Public Company Limited, Series - 4 (“NUSA-W4”)
<b>Type of Warrants</b>	Warrants to purchase ordinary shares of the company, name-holders and transferable warrants.
<b>Date of issuance of warrants</b>	Assign the Board of Directors and / or the Executive Committee and / or the Chief Executive Officer and / or the person designated by the Board of Directors or the authorized director to determine after the Approved by the shareholders' meeting
<b>Term of the warrants</b>	2 years from the date of issue and offering of warrants.
<b>Number of warrants offered for sale</b>	not more than 1,910,270,652 units.
<b>Offering price per unit</b>	0 baht per unit (zero baht)
<b>Offering method</b>	It is the allocation of warrants to existing shareholders of the Company According to shareholding proportion without charge in the ratio of 4 existing ordinary shares Per 1 unit of warrant, not exceeding 1,910,270,652 units  By only providing the existing shareholders prior to issuance and offering of capital increase ordinary shares to Private Placement under (amount not exceeding 7,641,082,611 shares)
<b>Number of shares issued to support</b>	1,910,270,652 shares (par value of Baht 1.00 per share), representing a percentage. 15.85 of the total number of ordinary shares
<b>Exercise ratio</b>	1 unit of warrant per 1 common share (the exercise ratio may change later in accordance with the conditions of the rights adjustment)
<b>Exercise price</b>	The exercise price of the warrant is Baht 1.00 per share (the exercise price may later change according to the conditions for the adjustment).
<b>Exercise period</b>	Warrant holders can exercise their rights under the warrants. On the last business day of May and November (Exercise date)
<b>Secondary Market for Warrants</b>	The Company will list the Warrants as listed securities. In the Stock Exchange of Thailand

<p><b>Secondary market of ordinary shares arising from exercise of the Warrants</b></p>	<p>The Company will use the ordinary shares arising from the exercise of the Warrants issued by the Warrants and this offering is listed as listed securities in the Stock Exchange of Thailand.</p>
<p><b>Warrant Registrar</b></p>	<p>Listed in the Stock Exchange of Thailand, Thailand Securities Depository Company Limited (“Securities Depository”).</p>
<p><b>Effect on shareholders</b></p>	<p>Because the company issuance and allocation of (1) the new capital ordinary shares to Private Placement (PP)(2)warrants allocated to the existing shareholders (3) 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;</p> <p><b>Case 1)</b> Issuance and allocation of the newly issued ordinary shares of the Company to a new specific investor (PP) only one item</p> <p><b>Case 2)</b> 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</p> <p><b>Case 3)</b> Issuance and allocation of the new capital ordinary shares to Private Placement (PP) and the exercise of the warrants to purchase the Company's ordinary shares to the new private placement (“NUSA-WC”)</p> <p><b>Case 4)</b> Issuance and allocation of newly issued ordinary shares to Private Placement (PP) exercising the warrants to purchase the Company's ordinary shares for existing shareholding (“ NUSA- W4 ”) other persons who are not existing shareholders exercise their rights under the warrants (“NUSA-W4”) and exercising the warrants to purchase the Company's ordinary shares to Private Placement (“ NUSA- WC ”) when considering an impact on the existing shareholders of the Company summarized as follows;</p> <p><b>1. Impact on the control dilution</b></p> <p><b>Case 1)</b> Issuance and allocation of the newly issued ordinary shares of the Company to a new specific investor (PP) only one item</p> <p><b>Control Dilution</b> = Number of PP capital increase shares / (Paid-up shares + Number of PP capital increase shares)</p> <p>= 2,000,000,000 / (7,641,082,611 + 2,000,000,000)</p> <p>= 20.74%</p>

	<p>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%</p> <p><b>Case 2)</b> 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</p> <p><b>Control Dilution</b> = (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%</p> <p>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%</p> <p><b>Case 3)</b> 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”)</p> <p><b>Control Dilution</b> = 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%</p> <p>After the issuance and allocation of the newly issued ordinary shares to the specific investors (PP) and the exercise of the (“NUSA-WC”) warrants,</p>
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	<p>the existing shareholders will be affected by the reduction of Shareholding proportion (Control Dilution) equal to 24.65%</p> <p><b>Case 4)</b> 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”) other persons who do not exist 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”)</p> <p><b>Control Dilution</b> = (Number of PP capital increase shares + Number of underlying shares for NUSA-W4) + Number of underlying shares for NUSA-WC / (number of paid-up shares + number of PP capital increase shares + Number of underlying shares for NUSA-W4 + Number of underlying shares for NUSA-WC)</p> $= (2,000,000,000 + 1,910,270,652 + 500,000,000) / (7,641,082,611 + 2,000,000,000 + 1,910,270,652 + 500,000,000)$ $= 36.60\%$ <p>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%</p> <p><b>2. Impact on Price Dilution</b></p> <p><b>Price Dilution</b> = (Market price before offering - Market price after offering) /Market price before offering</p> <p><b>Case 1)</b> Issuance and allocation of capital increase ordinary shares of the Company to a new Private Placement (PP) only one item</p> <p><b>Pre-Offering Market Price</b> = 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)</p>
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	<p>Market price after offering = <math>\frac{((\text{Market price} \times \text{number of paid-up shares}) + (\text{price Offering ordinary shares to PP} \times \text{number of shares offered to PP}))}{(\text{number of paid-up shares} + \text{number of capital increase shares offering to PP})}</math></p> <p>= <math>\frac{((0.393 \times 7,641,082,611) + (0.50 \times 2,000,000,000))}{(7,641,082,611 + 2,000,000,000)}</math></p> <p>= 0.415 baht per share</p> <p>Therefore,</p> <p>Price Dilution = <math>(0.393 - 0.415) / 0.393</math></p> <p>= -5.65% which has no effect on the price in any way</p> <p><b>Case 2)</b> 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</p> <p><b>Market price after offering</b> = <math>\frac{((\text{Market price} \times \text{number of paid shares}) + (\text{Offering Price ordinary shares to PP} \times \text{Number of shares offered to PP}) + (\text{Exercise price of conversion rights NUSA-W4} \times \text{Number of convertible shares NUSA-W4}))}{(\text{paid-up shares} + \text{Number of shares to increase capital offered to PP} + \text{Number of underlying shares NUSA-W4 on this issued})}</math></p> <p>= <math>\frac{((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)}</math></p> <p>= 0.512 baht per share</p> <p>Therefore,</p> <p>Price Dilution = <math>(0.393 - 0.512) / 0.393</math></p> <p>= -30.26%, which has no price impact whatsoever</p> <p><b>Case 3)</b> 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”)</p> <p><b>Market price after offering</b> = <math>\frac{((\text{Market price} \times \text{number of paid-up shares}) + (\text{offering price of ordinary shares to PP} \times \text{number of shares offered to PP}) + (\text{exercise price of conversion rights NUSA-WC} \times \text{Number of shares for conversion NUSA-WC}))}{(\text{Number of Paid-up shares} + \text{Number of capital</math></p>
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	<p>increase shares offered to PP + Number of underlying shares for NUSA-WC on this issued)</p> $= ((0.393 \times 7,641,082,611) + (0.50 \times 2,000,000,000) + (1.00 \times 500,000,000)) / (7,641,082,611 + 2,000,000,000 + 500,000,000)$ <p>= 0.444 baht per share</p> <p>Therefore,</p> <p>Price Dilution = <math>(0.393 - 0.444) / 0.393</math></p> <p>= -12.98%, which has no price impact whatsoever</p> <p><b>Case 4)</b> 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”) other persons who do not exist 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”)</p> <p><b>Market price after offering</b> = <math>((\text{Market price} \times \text{number of paid shares}) + (\text{offering shares of ordinary shares to PP} \times \text{number of shares offered to PP}) + (\text{exercise price of conversion rights convertible NUSA-WC} \times \text{Number of shares supported for conversion NUSA-WC})) / \text{Number of paid-up shares} + \text{Number of capital increase shares offered to PP} + \text{Number of underlying shares for NUSA W-4 on this issued} + \text{Number of underlying shares for NUSA-WC on this issued}</math></p> $= ((0.393 \times 7,641,082,611) + (0.50 \times 2,000,000,000) + (1.00 \times 1,910,270,652) + (1.00 * 500,000,000)) / (7,641,082,611 + 2,000,000,000 + 1,910,270,652 + 500,000,000)$ <p>= 0.532 baht per share</p> <p>Therefore,</p> <p>Price Dilution = <math>(0.393 - 0.532) / 0.393</math></p> <p>= -35.41%, which has no effect on the price in any way</p> <p><b>3. Impact on Earnings Dilution</b></p> <p>The Company has no operating profit. Therefore still unable to calculate</p>
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<p><b>Adjusting the Exercise Ratio and Exercise Price</b></p>	<p>The company will adjust the exercise price and exercise ratio. When any of the following events occurs, the objective is to protect the interests of the warrant holders not to be inferior.</p> <ol style="list-style-type: none"> <li>1. When there is a change in the par value of the Company's shares because of stock consolidation or a share split</li> <li>2. When the company offers any newly issued shares at a price lower than 90 percent of the share price calculated in accordance with the method used to market price at the time of the offering of shares or the market price prior to the offering of shares and is the calculation method as specified in the rights terms</li> <li>3. When the company offers for sale of the convertible debentures or the newly issued warrants by fixing the price or calculating the price of the newly issued shares to accommodate the said convertible debentures or warrants. Below 90% of the share price calculated by the market price method at the time of offering of convertible debentures or warrants. Or the market price prior to the offering of convertible debentures or warrants and is the calculation method as specified in the rights terms</li> <li>4. When the company pays all or part of the dividends as new shares to shareholders</li> <li>5. When the company pays dividends in money which exceeds the rate stipulated in the terms and conditions</li> <li>6. When there is any other case of the same nature as 1 to 5 that makes any benefit. That the warrant holder will receive when the exercise of the warrants is inferior</li> </ol> <p>In this regard, the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to take any action including determining the conditions and other details. Relating to the adjustment or change of the exercise ratio and exercise price</p>
<p><b>Requirements for the remaining warrants</b></p>	<p>The Company will cancel the remaining warrants in full.</p>

<p><b>Other conditions</b></p>	<p>To assign the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to take any action Including determining the conditions and other details of the warrant Including the allocation of warrants Determination of the list of shareholders who are entitled to receive the allocation of warrants, negotiation, and signing of documents and various contracts and to undertake various necessary and appropriate actions in connection with the warrants and the issuance and offering of warrants at this time. This includes the use of the warrants and ordinary shares arising from the exercise of the warrants. Listed on the Stock Exchange of Thailand as well as applying for permission from relevant agencies However, the company will not extend the term of warrants. Do not modify the price and exercise ratio. Unless it is an adjustment according to the right adjustment conditions</p>
<p><b>Warrant Registrar</b></p>	<p>Thailand Securities Depository Company Limited</p>

**Preliminary details of the issuance of warrants to purchase ordinary shares  
of Nusasiri Public Company Limited ("NUSA-WC")**

<b>Type of Warrants</b>	Warrants to purchase ordinary shares of Nusasiri Public Company Limited ("NUSA - WC").
<b>Type of Warrants</b>	The holder is identify and cannot be transfer. Unless it is a transfer of inheritance
<b>Date of issuance of warrants</b>	Assign the Board of Directors and / or the Executive Committee and / or the Chief Executive Officer and / or the person designated by the Board of Directors or the authorized director to determine after the issuance of the Warrants. Approved by the shareholders' meeting
<b>Term of the warrants</b>	2 years from a date of issue and offering of warrants.
<b>Number of warrants offered for sale</b>	Not exceeding 500,000,000 units (One thousand two hundred and fifty million units).
<b>Offering price per unit</b>	0 baht per unit (zero baht).
<b>Offer method</b>	Limited shareholders who are allocated new shares according to the resolution of the 2021 Annual General Meeting of Shareholders in proportion to their share Without charge at the ratio of 4 ordinary shares per 1 unit of warrant, not more than 500,000,000 units in the event that there are fractions of warrants remaining from the calculation according to the said warrant allocation ratio. To cut off the whole number of the aforementioned  The limited shareholders who are 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 the specific investors. According to the share payment ratio
<b>Number of shares issued to support</b>	500,000,000 shares (par value of 1.00 baht), or 4.15 percent the warrants of total number of ordinary shares.
<b>Exercise ratio</b>	1 unit of warrant per 1 common share (the exercise ratio may change later in accordance with the conditions of the rights adjustment)

<p><b>Exercise price</b></p>	<p>The exercise price of the warrant is Baht 1.00 per share (the exercise price may later change according to the conditions for the adjustment).</p>
<p><b>Exercise period</b></p>	<p>Warrant holders can exercise their rights under the warrants. On the last business day of May and November (Exercise date)</p>
<p><b>Secondary market of the Warrants</b></p>	<p>The allocation of the warrants in proportion to their shareholding. Without charge and is not a listed security.</p>
<p><b>Secondary market of ordinary shares arising from the exercise of rights</b></p>	<p>The Company will list the ordinary shares arising from the exercise of the Warrants issued and offered for sale at this time as securities. Listed on the Stock Exchange of Thailand</p>
<p><b>Warrant Registrar</b></p>	<p>Nusasiri Public Company Limited</p>
<p><b>Effect on shareholders</b></p>	<p>Because the company issuance and allocation of (1) the new capital ordinary shares to Private Placement (PP)(2)warrants allocated to the existing shareholders (3) 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;</p> <p><b>Case 1)</b> Issuance and allocation of the newly issued ordinary shares of the Company to a new specific investor (PP) only one item</p> <p><b>Case 2)</b> 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</p> <p><b>Case 3)</b> Issuance and allocation of the new capital ordinary shares to Private Placement (PP) and the exercise of the warrants to purchase the Company's ordinary shares to the new private placement (“NUSA-WC”)</p> <p><b>Case 4)</b> Issuance and allocation of newly issued ordinary shares to Private Placement ( PP) exercising the warrants to purchase the Company's ordinary shares for existing shareholding (“NUSA-W4”) other persons who are not existing shareholders exercise their rights under the warrants (“NUSA-W4”) and exercising the warrants to purchase the Company's ordinary shares to Private Placement (“NUSA-WC”) when considering an impact on the existing shareholders of the Company summarized as follows;</p>

	<p><b>1. Impact on the control dilution</b></p> <p><b>Case 1)</b> Issuance and allocation of the newly issued ordinary shares of the Company to a new specific investor (PP) only one item</p> <p><b>Control Dilution</b> = Number of PP capital increase shares / (Paid-up shares + Number of PP capital increase shares)</p> $= 2,000,000,000 / (7,641,082,611 + 2,000,000,000)$ $= 20.74\%$ <p>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%</p> <p><b>Case 2)</b> 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</p> <p><b>Control Dilution</b> = (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)</p> $= (2,000,000,000 + 1,910,270,652) / (7,641,082,611 + 2,000,000,000 + 1,910,270,652)$ $= 33.85\%$ <p>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%</p> <p><b>Case 3)</b> 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”)</p> <p><b>Control Dilution</b> = 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)</p>
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$$= (2,000,000,000 + 500,000,000) / (7,641,082,611 + 2,000,000,000 + 500,000,000)$$

$$= 24.65\%$$

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 ” ) other persons who do not exist 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”)

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

$$= (2,000,000,000 + 1,910,270,652 + 500,000,000) /$$

$$(7,641,082,611 + 2,000,000,000 + 1,910,270,652 + 500,000,000)$$

$$= 36.60\%$$

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)

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

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

$$= 0.415 \text{ baht per share}$$

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 ") other persons who do not exist 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,

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

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





	<p><b>3. Impact on Earnings Dilution</b></p> <p>The Company has no operating profit. Therefore still unable to calculate</p>
<p><b>Reason for adjusting the exercise ratio and exercise price</b></p>	<p>The Company will adjust the exercise price and exercise ratio. When any of the following events occurs, the objective is to protect the interests of the warrant holders not to be inferior.</p> <ol style="list-style-type: none"> <li>1. When there is a change in the par value of the Company's shares as a result of stock consolidation or a share split</li> <li>2. When the company offers any newly issued shares at a price lower than 90 percent of the share price calculated in accordance with the method used to market price at the time of the offering of shares or the market price prior to the offering of shares and is the calculation method as specified in the rights terms</li> <li>3. When the company offers for sale of the convertible debentures or the newly issued warrants by fixing the price or calculating the price of the newly issued shares to accommodate the said convertible debentures or warrants. Below 90% of the share price calculated by the market price method at the time of offering of convertible debentures or warrants. Or the market price prior to the offering of convertible debentures or warrants and is the calculation method as specified in the rights terms</li> <li>4. When the company pays all or part of the dividends as new shares to shareholders.</li> <li>5. When the company pays dividends in money which exceeds the rate stipulated in the terms and conditions</li> <li>6. When there is any other case of the same nature as 1 to 5 that makes any benefit. That the warrant holder will receive when the exercise of the warrants is inferior.</li> </ol> <p>In this regard, the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to take any action Including determining the conditions and other details Relating to the adjustment or change of the exercise ratio and exercise price.</p>
<p><b>Requirements for the remaining warrants</b></p>	<p>The Company will cancel the remaining warrants in full.</p>

<p><b>Other conditions</b></p>	<p>Assigned to the Board of Directors and / or the personal assigned by the Board of Directors or authorized directors. Has the power to take any action Including determining the conditions and other details of the warrant Including the allocation of warrants determination of the list of shareholders who are entitled to receive the allocation of warrants, negotiation, and signing of documents and various contracts and to undertake various necessary and appropriate actions in connection with the warrants and the issuance and offering of warrants at this time. This includes the use of the warrants and ordinary shares arising from the exercise of the warrants. Listed on the Stock Exchange of Thailand as well as applying for permission from relevant agencies However, the company will not extend the term of warrants. Do not modify the price and exercise ratio. Unless it is an adjustment according to the right adjustment conditions</p>
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(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		
	Name of shareholders	Value (Baht)	Number of shares	%	Value (Baht)	Number of shares	%
		7,641,082,611 Baht			9,641,082,611 Baht		
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
	<b>Total</b>	-	<b>7,641,082,611</b>	<b>100.00</b>	<b>1,000,000,000</b>	<b>9,641,082,611</b>	<b>100.00</b>

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	<b>Kittiissaranon Group</b>			1	<b>Kittiissaranon Group</b>		
	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
	<b>Total</b>	<b>1,571,327,900</b>	<b>20.564</b>		<b>Total</b>	<b>1,571,327,900</b>	<b>16.298</b>

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	<b>Thepcharoen Group</b>			2	<b>Investors Group 1</b>		
	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		<b>Total</b>	<b>1,100,000,000</b>	<b>11.410</b>
	Miss Verawan Thepcharoen	98,090,277	1.284	3	<b>Thepcharoen Group</b>		
	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
<b>Total</b>	<b>1,075,932,916</b>	<b>14.081</b>	Mr. Sajjanan Thepcharoen		1,000,000	0.010	
3	<b>Sirirat Group</b>				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	<b>Total</b>	<b>1,075,932,916</b>	<b>11.160</b>	
	Mr.Rattanakorn Sirirat	86,000	0.001	4	<b>Investors Group 2</b>		
<b>Total</b>	<b>451,923,415</b>	<b>5.914</b>	Thanat Herb Commercial Co.,Ltd.		500,000,000	5.186	
4	<b>Hankraiwilai Group</b>				CBD Extra Co.,Ltd	400,000,000	4.149
	Mr. Nakhorn Hankraiwilai	130,000,000	1.701	<b>Total</b>	<b>900,000,000</b>	<b>9.335</b>	
	Mr. Surapong Hankraiwilai	108,005,000	1.413	5	<b>Sirirat Group</b>		
	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
<b>Total</b>	<b>361,005,000</b>	<b>4.725</b>	Miss Pichayapa Sirirat		202,000	0.002	
5	Miss Arthika Thorkeaw	275,946,617	3.611	Mr.Rattanakorn Sirirat	86,000	0.001	
6	<b>Rungruengnaowarat Group</b>			<b>Total</b>	<b>451,923,415</b>	<b>4.687</b>	

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	<b>Hankraiwilai Group</b>		
	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
<b>Total</b>		<b>255,302,705</b>	<b>3.341</b>		Miss Waraporn Hankraiwilai	18,000,000	0.187
					<b>Total</b>		<b>361,005,000</b>
7	<b>Sornwaneeyarak Group</b>			7	<b>Miss Arthika Thorkeaw</b>		
	Miss kamattaya Sornwaneeyarak	246,730,000	3.229		<b>275,946,617 2.862</b>		
	Mrs. Nhai Sornwaneeyarak	50,000	0.001	8	<b>Rungruengnaowarat Group</b>		
<b>Total</b>		<b>246,780,000</b>	<b>3.230</b>		Mr. Sompong Rungruengnaowarat	195,109,400	2.024
8	<b>Hongrattanavijit Group</b>				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	
<b>Total</b>		<b>220,160,479</b>	<b>2.881</b>	<b>Total</b>		<b>255,302,705</b>	<b>2.648</b>
9	<b>Sawastananon Group</b>			9	<b>Sornwaneeyarak Group</b>		
	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	<b>Total</b>		<b>246,780,000</b>	<b>2.560</b>
<b>Total</b>		<b>188,102,454</b>	<b>2.462</b>	10	<b>Hongrattanavijit Group</b>		
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
				<b>Total</b>		<b>220,160,479</b>	<b>2.284</b>
				11	Other	3,182,703,579	33.012

**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
	<b>Total use of capital increase</b>	<b>3,410.27</b>

#### **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)

$$\begin{aligned} \text{Market price after offering} &= ((\text{Market price} \times \text{number of paid-up shares}) + (\text{price Offering ordinary shares to PP} \times \\ &\text{number of shares offered to PP})) / (\text{number of paid-up shares} + \text{number of capital increase shares offering to PP}) \\ &= ((0.393 \times 7,641,082,611) + (0.50 \times 2,000,000,000)) / (7,641,082,611 + 2,000,000,000) \\ &= 0.415 \text{ baht per share} \end{aligned}$$

Therefore,

$$\begin{aligned} \text{Price Dilution} &= (0.393 - 0.415) / 0.393 \\ &= -5.65\% \text{ which has no effect on the price in any way} \end{aligned}$$

**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. Sompjitt Chaichanajarak)

Director of the Board

**Information about the allocation of the newly issued ordinary shares to be offered to Private Placement (Private Placement) and in conjunction with the offering of warrants to purchase the Company's ordinary shares to the existing shareholders Series - 4 ("NUSA-W4") and offering of warrants to purchase the Company's ordinary shares for Private Placement Purchasing a capital increase ordinary shares of the Company ("NUSA-WC")**

According to resolution of the Board of Directors of Nusasiri Public Company Limited No. 2/2021 held on March 11, 2021, approved a resolution to propose to the Annual General Meeting of Shareholders for the year 2021. To consider and approve increase in the registered capital of the Company in the amount of 4,410,270,652 baht from the registered capital after the capital reduction of 7,641,082,611 baht to the 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 to support the allocation of the newly issued ordinary shares as follows:

(1) Capital increase ordinary shares to be offered to Private Placement (PP) in amount not exceeding the amount 2,000,000,000 shares

(2) Capital increase ordinary shares to accommodate the exercise of warrants to purchase ordinary shares of the Company Series - 4 ("NUSA-W4") in the amount not exceeding 1,910,270,652 shares that the Company will issue to the existing shareholders in proportion to their shareholding. Before issuance and offering of capital increase issued ordinary shares to Private Placement according to Clause (1) (the amount not exceeding 7,641,082,611 shares)

(3) Capital increase ordinary shares to accommodate the exercise of warrants to purchase ordinary shares of the Company ("NUSA-WC"), not exceeding 500,000,000 shares, which the Company will issue to the specific investors who purchase the newly issued ordinary shares of the Company ("NUSA-WC"). The company according to item (1) in proportion to shareholding

The details related to the offering of the newly issued ordinary shares to the existing shareholders in proportion to their shareholding in the Capital Increase Report Form (F53-4) are show in Attachment 3, Preliminary details of warrant. The right to purchase the Company's ordinary shares to the existing shareholders Series - 4 ("NUSA-W4") according to Attachment 1 and a preliminary details of the warrants to purchase the Company's ordinary shares to the specific investors at Purchasing the Company's newly issued ordinary shares ("NUSA-WC") in accordance with Enclosure 2 and information on the allocation of the newly-issued ordinary shares to be offered to the specific investors (Private Placement) and in conjunction with the offering of warrants. The right to purchase the Company's ordinary shares to the existing shareholders Series - 4 ("NUSA-W4") and the offering of warrants to purchase the Company's ordinary shares to the specific investors who purchase the Company's newly issued ordinary shares ("NUSA-WC") is as follows:

**1. Details of the offering of newly issued ordinary shares**

1.1 Additional shares traded 2,000,000,000 Shares at par value of 1.00 baht per share, totaling 2,000,000,000 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	Thepcharon	-	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
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
<b>Total</b>			-	<b>7,641,082,611</b>	<b>100.00</b>	<b>1,000,000,000</b>	<b>9,641,082,611</b>	<b>100.00</b>

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		

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	(%)
	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
	<b>Total</b>	<b>1,571,327,900</b>	<b>20.564</b>		<b>Total</b>	<b>1,571,327,900</b>	<b>16.298</b>
<b>2</b>	<b>Thepcharoen Group</b>			<b>2</b>	<b>Investors Group 1</b>		
	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		<b>Total</b>	<b>1,100,000,000</b>	<b>11.410</b>
	Miss Verawan Thepcharoen	98,090,277	1.284	<b>3</b>	<b>Thepcharoen Group</b>		
	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
	<b>Total</b>	<b>1,075,932,916</b>	<b>14.081</b>		Mr. Sajjanan Thepcharoen	1,000,000	0.010
<b>3</b>	<b>Sirirat Group</b>				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		<b>Total</b>	<b>1,075,932,916</b>	<b>11.160</b>
	Mr.Rattanakorn Sirirat	86,000	0.001	<b>4</b>	<b>Investors Group 2</b>		
	<b>Total</b>	<b>451,923,415</b>	<b>5.914</b>		Thanat Herb Commercial Co.,Ltd.	500,000,000	5.186



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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	(%)
4	Hankraiwilai Group				CBD Extra Co.,Ltd	400,000,000	4.149
	Mr. Nakhorn Hankraiwilai	130,000,000	1.701	<b>Total</b>		<b>900,000,000</b>	<b>9.335</b>
	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
<b>Total</b>		<b>361,005,000</b>	<b>4.725</b>	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			<b>Total</b>		<b>451,923,415</b>	<b>4.687</b>
	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
<b>Total</b>		<b>255,302,705</b>	<b>3.341</b>	Miss Waraporn Hankraiwilai	18,000,000	0.187	
7	Sornwaneeyarak Group			<b>Total</b>		<b>361,005,000</b>	<b>3.744</b>
	Miss kamattaya Sornwaneeyarak	246,730,000	3.229	7	Miss Arthika Thorkeaw	275,946,617	2.862
	Mrs. Nhai Sornwaneeyarak	50,000	0.001	8	Rungruengnaowarat Group		
<b>Total</b>		<b>246,780,000</b>	<b>3.230</b>		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	
<b>Total</b>		<b>220,160,479</b>	<b>2.881</b>	<b>Total</b>		<b>255,302,705</b>	<b>2.648</b>
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	<b>Total</b>		<b>246,780,000</b>	<b>2.560</b>
<b>Total</b>		<b>188,102,454</b>	<b>2.462</b>	10	Hongrattanavijit Group		

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	(%)
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	0.028
				Total		220,160,479	2.284
				11	Other	3,182,703,579	33.012

**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 increase 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. Name and company information that will be offering and Capital increase ordinary shares allocation divided into 2 groups as follows:

2.1 Group 1

(1) GOBA Board Company Limited

Company name	:	GOBA Board Company Limited
Registered on	:	September 12, 2017
Office location	:	202 Le Concorde Building, 21st Floor, Ratchadapisek Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok
Registered capital	:	100,000,000 baht
Divided into ordinary shares	:	1,000,000 shares
Brand of value	:	100 baht
Name list of directors	:	1. Ms. Zhao Hu Ling 2. Mr. Oudom 3. Mr. Kittipat Sukhirun Wattanachai
Authorized Director	:	One of the directors is signed and stamp the company
List of shareholders	:	1. Taizi Pattana Group Co., Ltd. Holds 50% of shares 2. Ms. Zhao Hu Ling Holds 49% of shares 3. Ms. Kantima Kantarakornpa Holds 1% of shares  The shareholder of Taizi Pattana Group Co., Ltd. has a registered capital of 600 million baht, conducting money lending business or providing credit in various forms. Both are collateral and unsecured. Mr. Oudom is joint director with Mr. Kittipat Sukhiranwattanachai and Mr. Oudom are main shareholders. Holds 49% of shares.
Main business	:	Investment company
Source of funds	:	Company funds and / or loans to individuals and financial institutions
Relationship with the Company, Directors, Executives, Major Shareholders of the Company	:	The shareholders of GOBA Board Co., Ltd., as well as the directors and executives of GOBA Board Co., Ltd., are not related. With the company in a manner that makes it classified as a connected person and is a connected transaction according to the Notification of the Capital Market Supervisory Board No. 21/2551 re: Connected Transactions

(2) Mr. Oudom

nationality	:	Vanuatu
address	:	204 Ratchadapisek Road, Huaykwang, Bangkok

career	:	Business people
Current position	:	Owning a business in E-Commerce and investment in Thailand and abroad more than 100 companies
Source of capital increase	:	Business capital
Relationship with the Company, Directors, Executives, Major Shareholders of the Company	:	There is no connection whatsoever. With the company in a manner that makes it classified as a connected person and is a connected transaction according to the Notification of the Capital Market Supervisory Board No. 21/2551 re: Connected Transactions

## 2.2 Group 2

### (1) Thanat Herb Commercial Company Limited.

Company name	:	Thanat Herb Commercial Company Limited.
Registered on	:	January 12, 2015
Office location	:	9/15 The Palazzo Rama 3-Suksawat, Suksawat Road, Bangmod Subdistrict, Thung Khru District, Bangkok
Registered capital	:	2,000,000 baht
Divided into ordinary shares	:	20,000 shares
Brand of value	:	100 baht
Name list of directors	:	Mr. Thanat Chiewchanaksorn
Authorized Director	:	One of the directors is signed and stamp the company
List of shareholders	:	<ol style="list-style-type: none"> <li>1. Ms. Panchaya Laobundit Holds 60% of shares</li> <li>2. Mr. Thanat Chiewchanaksorn Holds 20% of shares</li> <li>3. Miss Xi Jin Xian Chiewchanaksorn Holds 10% of shares</li> <li>4. Mr. Wuttipong Utaisri Holds 10% of shares</li> </ol>
Main business	:	Manufacture, sale, import, export of pharmaceutical products, chemicals, herbal drugs, nutritional products Cosmetics
Company name	:	Company funds and / or loans to individuals and financial institutions
Relationship with the Company, Directors, Executives, Major Shareholders of the Company	:	The shareholders of Thanat Herb Commercial Co., Ltd., as well as the directors and executives of Thanat Herb Commercial Co., Ltd., are not related. With the company in a manner that makes it classified as a connected person and is a connected transaction according to the Notification of the Capital Market Supervisory Board No. 21/2551 re: Connected Transactions

(2) CBD Extra Company Limited.

<b>Company name</b>	:	CBD Extra Company Limited.
<b>Registered on</b>	:	January 14, 2019
<b>Office location</b>	:	475/ 22 Nonthaburi Road, Tha Sai Subdistrict, Mueang Nonthaburi District, Nonthaburi
<b>Registered capital</b>	:	2,000,000 baht
<b>Divided into ordinary shares</b>	:	20,000 shares
<b>Brand of value</b>	:	100 baht
<b>Name list of directors</b>	:	1. Mr. Thanat Chiewchanaksorn 2. Ms. Panchaya Laobundit
<b>Authorized Director</b>	:	Two directors sign together and stamp the company
<b>List of shareholders</b>	:	1. Ms. Panchaya Laobundit Holds 60% of shares 2. Mr. Thanat Chiewchanaksorn Holds 39% of shares 3. Mr. Kanasuan Sripet Holds 1% of shares
<b>Main business</b>	:	Produce and produce extracts from all kinds of herbs.
<b>Company name</b>	:	Company funds and / or loans to individuals and financial institutions
<b>Relationship with the Company, Directors, Executives, Major Shareholders of the Company</b>	:	The shareholders of CBD Extra Co., Ltd., as well as the directors and executives of CBD Extra Co., Ltd., are not related. With the company in a manner that makes it classified as a connected person and is a connected transaction according to the Notification of the Capital Market Supervisory Board No. 21/2551 re: Connected Transactions

All 4 individuals and juristic persons are divide into 2 groups, namely, the no. 2.1 (1) and the no. 2.1 (2) are one group. Mr. Oudom is a director of GOBA Board Co., Ltd. Foreign trade this capital increase will help support the Company's overseas markets and investment in the health business by negotiating with medical knowledgeable partners in foreign countries to find a way to do business together. Including introducing and recruiting health care customers from abroad to use, the Company's business services both domestically and internationally.

For cases, 2.2 (1) and 2.2 (2) are the same group with Mr. Thanat Chiewchanaksorn being a director and a major shareholder operates the business of manufacturing and distributing pharmaceuticals, chemicals, drugs and herbs. Such capital increase will support the Company. In terms of health products and jointly produce herbs (cannabis (CBD)) for medical use with the Group, the Company has cooperated with this group of shareholders. Together with community enterprises and social enterprises as a partner to create the My Ozone project Khao Yai of the Company to be a comprehensive health marijuana city By using cannabis cultivation technology to promote the medical industry Food industry Beverage and drug, food supplement, and establish a legal product production and processing unit for the company. Initially, the company there is a

business plan to grow and produce cannabis-derived products in the My Ozone Khao Yai Project, Nakhon Ratchasima Province, on an area of approximately 100 rai, with the details as follows:

<b>Project</b>	Producing and processing marijuana
<b>Address</b>	My Ozone Khao Yai Project, Nakhon Ratchasima Province
<b>Area</b>	About 100 rai
<b>Estimate assumptions</b>	
<b>Grow a cannabis (CBD)</b>	1,200 trees per rai
<b>Number of planting cycles per year</b>	2 Times
<b>Source of income</b>	<ul style="list-style-type: none"> <li>- Fresh cannabis (CBD) flower bouquets are dried and extracted into Isolate CO2 and 100% CBD oil for sale.</li> <li>- Bring the stems, leaves, dried kanya or sell fresh</li> <li>- Processed into food products for sale, such as tea, coffee, snacks, etc.</li> </ul>
<b>Investment and financial returns</b>	
<b>Investment budget</b>	1,450 million baht divided into land cost 1,150 million baht and building and machinery equipment 300 million baht.
<b>Break Even</b>	1 year 7 months
<b>Net profit (total 5 years)</b>	8,500 million baht
<b>NPV (total 5 years)</b>	5,600 million baht
<b>IRR (total 5 years)</b>	110%

**Note:** Business plan on the implementation of cannabis cultivation and cannabis-derived products under My Ozone Khao Yai Project, Nakhon Ratchasima Province. Is a different project with the establishment of a joint venture company "CSR Nusa Company Limited"

However, if the capital increase plan is not successful The Company will cancel the business plan in this section. This will not cause any damage to the company. Since the company uses the existing land to invest. The said land will be use to continue the real estate development business or maybe it will joint venture with this group of businesspersons under a different form of marijuana license. The two groups of investors are not relate in any way.

Which at present the company there has been a joint venture with both groups of investors as mentioned above. In this regard, a joint venture company was establishe under the name of CSR Nusa Company Limited with the objective of conducting business related to breeding / seed business. To grow, research, various medicinal plants including hemp that is permitte by law. Including the import, export and distribution before and after it can be processe into food products or products, beverages, medical medicine. And medicine with a registered capital of 5,000,000 baht, divided into 50,000 ordinary shares with a par value of 100.00 baht

### Shareholding Structure in Joint Venture Companies

Registered capital Shareholders	5,000,000 Baht			
	Value per share (baht)	Value (baht)	Number of shares	%
Nusasiri Public Company Limited	100	2,205,000	22,050	44.10
Mr. Thanat Chiewchanaksorn	100	1,375,000	13,750	27.50
Mr.Oudom	100	1,375,000	13,750	27.50
Mr.Visanu Thepcharoen	100	22,500	225	0.45
Mrs.Siriya Thepcharoen	100	22,500	225	0.45
<b>Total</b>		<b>5,000,000</b>	<b>50,000</b>	<b>100.0000</b>

### Details of assets to be acquired

<b>Company name</b>	CSR Nusa Company Limited
<b>Assets acquired</b>	22,050 ordinary shares at a price of 2,205,000 baht
<b>Registered capital</b>	5,000,000 baht
<b>Paid-up Capital</b>	5,000,000 baht
<b>Nature of business</b>	Operating a seed/seed business to grow, research, various medicinal plants. This includes hemp that allowed as required by law, including import, export and distribution to sales before and after being transform into a product or food products, beverages, medical medicine and medicine.
<b>Director structure</b>	1. Mr.Thanat Cheawchanaksorn 2. Mr.Oudom 3. Mr.Visanu Thepcharoen 4. Mrs.Siriya Thepcharoen
<b>Authorized Directors</b>	1. Mr.Thanat Cheawchanaksorn 2. Mr.Visanu Thepcharoen 3. Mrs.Siriya Thepcharoen
<b>Power of control</b>	Mr.Thanat Cheawchanaksorn Signed together with Mr.Visanu Thepcharoen or Mrs.Siriya Thepcharoen together as two people and company's seal

### Value of Assets Acquired

NUSA will invest in 22,050 ordinary shares of CSR NUSA at a par value of 100 baht per share, totaling 2,205,000 baht, representing 44 percent of registered capital.

### **Benefits expected from the joint investment**

NUSA venture with independent investors to establish CSR Nusa Company Limited was instrumental in assisting in a research, manufacture, sale, import and export of various medicinal plants, including the licensed hemp. And able to sell food products or produce, beverages, medical medicine and medicine

1.2 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. According to shareholding proportion. Before issuance and offering of capital increase issued ordinary shares to Private Placement according to Clause 1.1 (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.

1.3 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.

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. And if investors pay for 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 newly issued ordinary shares as appropriate.

In this regard, in the case of the remaining warrants to purchase ordinary shares of the Company (NUSA-WA) from the allocation under the above paragraph the offering price is determined in accordance with the announcement of the Capital Market Supervisory Board. No. Torchor 72/2558 Subject: Permission for Listed Companies to offer capital increase shares to private placement, Authorize the directors 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.

In this regard, the issuance and offering of the newly issued ordinary shares to Private Placement, issuance of warrants to purchase the Company's ordinary shares Series - 4 ( " NUSA-W4 " ), which the Company will issue to the existing shareholders in accordance with Shareholding Proportion and the issuance of warrants to purchase the Company's ordinary shares ( " NUSA-WC " ) that the Company will issue to the private placement purchasing the Company's newly issued ordinary shares. There are still uncertainties until it receives approval from the 2021 Annual General Meeting of Shareholders.

### **3. Criteria for the allocation of capital increase ordinary shares to Private Placement**

The Company considers the criteria for the allocation of shares to specific persons. By considering investors with Capital potential, which can be natural persons and / or domestic institutional investors, investors and / or foreign funds with capital potential, are experienced and able to immediately consider making investment decisions with the Company. In the long run to maximize the benefits of the company This will help the company Have better financial liquidity and help to gain wealth However, such investor is not a connected person with the Company. According to the announcement of the Capital Market Supervisory Board regarding related transactions.

### **4. Objectives of the capital increase and the use of additional capital**

As the Company has a tendency to expand its business in health and technology related to new medical innovations, it is necessary to procure sources of funds, the Company has therefore issued the said capital increase to increase liquidity and

working capital in the business of the company and subsidiaries Including helping to enhance the company Has a stronger capital base To create a readiness for future investment and to reduce the cost of debt, the company also brings investors' potential to support and promote the company's marketing plan for health and technology business on medical innovation. The amount received from this capital increase is PP capital increase of 1,000,000,000 baht, capital increase by exercising the warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) that the Company will issue. To existing shareholders in proportion to their shareholding in the amount of 1,910,270,652 baht and capital increase by exercising the warrants to purchase ordinary shares of the Company (“NUSA-WC”) that the Company will issue Acquired ordinary shares of the Company in the amount of 500,000,000 baht, the Company plans to use the capital increase as follows:5. Objectives of the capital increase and the use of additional funds

**Details of the use of capital increase** (In case of exercising the full amount 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
<b>Total use of capital increase</b>		<b>3,410.27</b>

**5. Impact on existing shareholders from the issuance and offering of the newly issued ordinary shares to the specific investors together with the warrants to the existing shareholders and private placement**

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% 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

#### **6. Opinion of the Board of Directors on the capital increase or the allocation of the newly issued shares to the specific investors together with the warrants to the existing shareholders and the specific investors.**

##### 6.1 Rationale and necessity 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. As defined in Title 2. Above

The allocation of the newly issued ordinary shares of the Company together with warrants to purchase the Company's ordinary shares at this time has the objective of raising funds. To strengthen the financial strength in the long term and find investors to support the company in expanding new business including adding 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 therefore saw the need for this capital Increase. Due to the fundraising by offering the newly issued ordinary shares to private placement with direct capital potential, the Company will receive the required amount of funds and be able to raise funds in a short time and the warrants to buy the Company's ordinary shares to the existing shareholders in return to the shareholders in burden of the Company in a loss and did not pay dividends over the past several years.

##### 6.2 Possibility of the capital increase plan derived from the share offering

The company expects to issue and offer shares to specific investors. Coupled with the warrants to purchase the Company's ordinary shares. In addition, the proceeds received from the said capital increase share offering will be completed within July 2021, whereby the Company will use the proceeds received from the capital increase in accordance with the proceeds plan. Set out in Section 4. Above

6.3 Justification of the capital increase plans to use the proceeds from offering shares and the projects to be implemented. Including the adequacy of funding sources

The Board of Directors is of the opinion that Issuance and offering of capital increase ordinary shares to specific investors Along with the issuance and offering of warrants to purchase the Company's ordinary shares. 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. The Company has sufficient funds for the Company's future investment expansion plans. 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, a 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

6.4 Eliminate the impact that may occur on the business operation of the Company As well as financial status and results of operations of the Company Due to the capital increase and implementation of the fund or project plans

The Board of Directors, There is an opinion that 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, the capital increase principle is completed. As a result, a debt to equity ratio (D / E Ratio) decreased from 1.15 to 1 to 0.68: 1 (in case of exercising the warrants to purchase the Company's ordinary shares in full), thus helping Reduce a risk of the Company's financial structure.

6.5 Appropriateness of the offering price to the specific investors Background of the offering price determination Rationale and necessity for offering the newly issued shares to the specific investors.

The Board of Directors the Board of Directors considered and opined that the offering price of the newly issued ordinary shares to the individual in conjunction with the issuance and offering of warrants to purchase the Company's ordinary shares. Is suitable and can be trusted Due to the offering price of shares per specific investors and the exercise price to purchase the Company's ordinary shares 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 lower than weighted average price of shares in the Stock Exchange for a past of 15 consecutive days prior to the Board of Directors Meeting No. 2/2564 held on March 11, 2021, which resolved to consider and approve the issuance and allocation of shares. The ordinary share capital increase of the Company to new private placement (PP) (between February 17 - March 10, 2021) equal to 0.393 baht per share. Considered a reasons and necessity of the capital increase. And the benefits that the company and shareholders will receive. Therefore, it is of the opinion that all 4 investors have personal qualifications that have been audited and verified as reliable individuals and entities. It has financial stability and the Company will benefit from supporting a business of such investors as well. And can set the target group of investors that the company wants, whether they are investors with capital potential. Have experience or expertise in the business that can empower the company and able to set the exact amount immediately following the business operation which will make the most of both operating results and operations for the company and shareholders as well.

## 7. Certification of the Board of Directors on the capital increase

The Board of Directors Considered and verified information of all 4 investors, including project information. As the management has presented with careful, carefulness and considering a suitability in terms of financial potential,

experience, therefore, it is of the opinion that such person is a potential investor. This will enhance liquidity and support the business of the company. Currently and in the future, for maximize the benefits of 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 capital increase shares and focus on potential investors both financially or the experienced, have expertise in business that can promote the business potential of the company including support and build confidence in 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 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 the total issued shares Will notify the company Actionable and if the company Not proceeding as the shareholder informed Such Shareholder in addition, if any action or omission of the director 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 the 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 voices of the company Will notify the company Can do so Which if the company Failed to act as the shareholder notified within 1 month from the date of notification Such shareholders can exercise their right to sue the benefits from such directors on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments).

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

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

(Mr. Visanu Thepcharoen)

Vice Chairman of the Board

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

(Mr. Sompjitt Chaichanajarak)

Director of the Board

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

**1. Identification Documents required for Meeting Attendance.**

**1.1 For Individual Shareholders**

**(1) In case of attendance in person.**

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

**(2) In case of appointment of proxy.**

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

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

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

**1.2 For Juristic Shareholders**

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

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

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

**(2) In case of appointment of Proxy.**

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

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

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

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

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

## **2. The Method of Giving Power of Attorney**

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

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

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

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

(3) Please send the above Power of Attorney form back to the company before the April 20, 2021, or at least 30 minutes before the beginning of meeting. Therefore, the officer will be able to proof check the documents in time to hand it to the Proxy Holder and bring it to the company on the meeting date.

## **3. Registration Process**

The company will allow all shareholders or the proxy holders to register for the shareholders' at least 1 hour before the meeting begins, or from 09.00 a.m. at the meeting room of at Suan Luang 4 Meeting Room, 1<sup>st</sup> Floor, Novotel Bangna Hotel, No. 333 Nong Bon , Prawet, Bangkok 10250 (see enclosed map). After all shareholders or proxy holders have completed their registration, the officer will give a set vote card for each person detailed as follows.

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

(2) A proxy holder:

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

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

## **4. Voting Process and Vote Counting Procedures**

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

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

4.3 In counting the votes, only the objection and abstention votes will be counted. The total of such objection votes, abstentions and invalid ballots (if any) will be subtracted from the total number of shares of those



shareholders attending the Meeting and remaining number of votes will be considered as voting for the approval of such agenda.

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

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

(1) Each shareholder has one vote.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a. The total number of shares holding at present

- b. The name of proxy grantor
- c. The time and date of meeting (for each authorized representation and vote on shareholders' behalf.

Please submit to the Chairman or An Authorized Representative whom has been accredited by chairman before the attending the meeting.

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

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

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

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

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


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

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

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

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


**Independent Director / Audit Committee Information Which shareholders can authorize  
to represent at the 2021 Annual General Meeting of Shareholders.**

<b>Name</b>	Mr. Teerataht Poshyanonda	
<b>Type of director proposed for appointment</b>	<ul style="list-style-type: none"> <li>- The Board of Directors</li> <li>- Chairman of the Audit Committee</li> <li>- Member of the Nomination and Remuneration Committee</li> <li>- Independent Director</li> </ul>	
<b>Age</b>	59 years	
<b>Nationality</b>	Thai	
<b>Address</b>	No. 200 Soi Thadin Daeng 18 Tha Din Daeng Road, Klongsan Subdistrict, Klongsan District Bangkok	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration (Marketing) Oklahoma City University, USA (with honor)</li> <li>- Accounting Officer, Chulalongkorn University</li> <li>- Suankularb Wittayalai</li> </ul>	
<b>Training relating to role and Duties of Director</b>	Director Certification Program (DCP) 31/2005	
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Director of Nusasiri Public Company Limited</li> <li>- Chairman of Audit Committee Nusasiri Public Company Limited</li> <li>- Nomination and Remuneration Committee Nusasiri Public Company Limited</li> <li>- Independent Director Nusasiri Public Company Limited</li> </ul>	
<b>Work Experience (for 5 years)</b>	<ul style="list-style-type: none"> <li>- Assumption University (currently), Lecturer for Bachelor's Degree Program Faculty of Business Administration College of Management Mahidol University Special Lecturer, Master's Degree Program English Language Program (MM International Program)</li> <li>- College of Management Mahidol University, Ayutthaya Campus Special Lecturer Master's Degree Program</li> <li>- Thesis Judging Committee Bangkok University</li> <li>- Special lecturer for bachelor's degree programs Faculty of Business Administration Mahanakorn University</li> <li>- Special Lecturer, Master's Program Faculty of Business Administration Siam University</li> <li>- Special lecturer, Master's degree program Engineering Management Saint John's University</li> </ul>	

	- Special lecturer for bachelor's degree programs English Department Faculty of Business Administration
<b>Position of other Company's Registration</b>	- Independent Director, Audit Committee of KINGSMEN CMTI Public Company Limited - Independent Director, Chairman of the Audit Committee, Venture Incorporation Public Company Limited
<b>Position of other Companies (not related to Company's registration)</b>	Director of Accounting and Finance Department Trepax Innovation Co., Ltd.
<b>Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company</b>	There are no positions in other businesses that may cause conflicts of interest to the company.
<b>Relationship with Executives or Major/Minor shareholders of the Company</b>	There is no relationship with the management or major shareholders/ minority of the company.
<b>Holding of the Company's securities/shareholding in the Company</b>	There is no holding of securities or holding shares of the company.
<b>Special interests that are different from Other directors</b>	There is no special interest that is different from other directors.
<b>Legal Dispute in past 10 years</b>	No legal dispute
<b>Meeting Attendance in 2020</b>	- Board of Director 1 out of 11 times. - Audit Committee 0 out of 5 times - Nominating and Remuneration Committee 0 out of 3 times.

**Note:** The Board of Directors' Meeting No. 10/2020, held on November 16, 2020, resolved to approve an appointment Mr. Teerataht Poshyanonda takes a position, Director, Chairman of the Audit Committee Member of the Nomination and Remuneration Committee and independent director

**Independent Director / Audit Committee Information Which shareholders can authorize  
to represent at the 2021 Annual General Meeting of Shareholders.**

<b>Name</b>	Mr. Somkid Sari	
<b>Type of director proposed for appointment</b>	<ul style="list-style-type: none"> <li>- Vice Chairman of the Board of Directors</li> <li>- Audit Committee</li> <li>- Chairman of Nominating and Remuneration Committee</li> <li>- Independent Director</li> </ul>	
<b>Age</b>	64 years	
<b>Nationality</b>	Thai	
<b>Address</b>	No. 222/29 Moo. 4, Tambon Bangkunkong, Aumphoe Bangkray, Nonthaburi	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master Degree in Master of Public Administration, National Institute of Development Administration (NIDA).</li> <li>- B.A. in Economic, Ramkhamhaeng University.</li> </ul>	
<b>Training relating to role and Duties of Director</b>	No training relating to role and Duties of Director.	
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Vice Chairman of the Board of Directors of Nusasiri Public Company Limited.</li> <li>- Chairman of Nominating and Remuneration Committee of Nusasiri Public Company Limited. Audit Committee of Nusasiri Public Company Limited.</li> <li>- Independent Director of Nusasiri Public Company Limited.</li> </ul>	
<b>Work Experience (for 5 years)</b>	<ul style="list-style-type: none"> <li>- Performance Consultant (Level 10) (Policy analyst and qualified plan)</li> <li>- Provincial Land Officer (Land Management Officer 9) Bangkok Land Office</li> </ul>	
<b>Position of other Company's Registration</b>	There is no positions in other Company's Registration	
<b>Position of other Companies (not related to Company's registration)</b>	There is no position of other Companies (not related to Company's registration)	
<b>Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company</b>	There is no positions in other businesses that may cause conflicts of interest to the company.	



Relationship with Executives or Major/Minor shareholders of the Company	There is no relationship with the management or major shareholders/ minority of the company.
Holding of the Company's securities/shareholding in the Company	There is no holding of securities or holding shares of the company.
Special interests that are different from Other directors	There is no special interest that is different from other directors.
Legal Dispute in past 10 years	There is no legal dispute
Meeting Attendance in 2020	- Board of Director 10 out of 11 times. - Audit Committee 5 out of 5 times - Nominating and Remuneration Committee 3 out of 3 times.

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

## MAP



Novotel Bangna Hotel  
at Suan Luang 4 Meeting Room, 1st Floor

**Address:** No. 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250





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(Affix 20 Baht duty stamp)

หนังสือมอบฉันทะ แบบ ก.

Proxy Form (A)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_
Shareholder's Registration No. Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_
I/We
อยู่บ้านเลขที่ \_\_\_\_\_ สัญชาติ \_\_\_\_\_
Address Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท อนุาศิริ จำกัด (มหาชน) ("บริษัท")
Being a shareholder of Nusasiri Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้
Holding the total amount of shares with the voting rights or votes as follows:
[ ] หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง
Ordinary share shares with the voting rights or votes
[ ] หุ้นบุริมสิทธิ \_\_\_\_\_ - \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ - \_\_\_\_\_ เสียง
Preferred share shares with the voting rights or votes

(3) ขอมอบฉันทะให้
Hereby appoint

กรณีเลือกข้อ 1.
กรุณาระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing no. 1, please mark [x] at [ ] 1. and give the detail of proxy holder.

กรณีเลือกข้อ 2. หรือ 3.
กรุณาทำเครื่องหมาย [x] ที่ [ ] 2. หรือ 3.
If you make proxy by choosing no. 2 or 3, please mark [x] at [ ] 2 or 3.

[ ] 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี
Name Age Years,
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_
Residing at Road Sub-district
อำเภอ/เขตจังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ
District Postal Code or,

[ ] 2. ชื่อ นายธีรภัฏ โปษยานนท์ อายุ 59 ปี
Name Mr. Teerataht Poshyanonda Age 59 Years,
อยู่บ้านเลขที่ 200 ถนน ท่าดินแดง ตำบล/แขวง คลองสาน
Residing at 200 Road Tha Din Daeng Sub-district Klongsan
อำเภอ/เขต คลองสาน จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10600 หรือ
District Klongsan Province Bangkok Postal Code 10600 or,

[ ] 3. ชื่อ นายสมคิด ศรี \_\_\_\_\_ อายุ 65 ปี
Name Mr. Somkid Sari Age 65 Years,
อยู่บ้านเลขที่ 222/29 ถนน \_\_\_\_\_ ตำบล/แขวง บางขุนทอง
Residing at 222/29 Road - Sub-district Bangkunkong
อำเภอ/เขต บางกรวย จังหวัด นนทบุรี รหัสไปรษณีย์ 11130
District Bangkruey Province Nonthaburi Postal Code 11130



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คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวัน ศุกร์ ที่ 23 เมษายน พ.ศ. 2564 เวลา 10.00 น. ณ ห้องประชุมสวนหลวง 4 ชั้น 1 โรงแรม โนวเทล บางนา เลขที่ 333 แขวงหนองบอน เขตประเวศ จังหวัดกรุงเทพฯ 10250 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting for the years 2021 to be held on Friday, April 23, 2021, at 10.00 hrs., at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel of No. 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250 or on the date and at the place as may be postponed or changed.

**ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย**  
**Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.**

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมวันแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้ทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

ลงชื่อ Signed \_\_\_\_\_ ผู้มอบฉันทะ Proxy Grantor  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

**หมายเหตุ:** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**Remark:** The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.



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(ปิดอากรแสตมป์ 20 บาท)

(Affix 20 Baht duty stamp)

หนังสือมอบฉันทะ แบบ ข.

Proxy Form (B)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_
Shareholder's Registration No. Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_

I/We

อยู่บ้านเลขที่ \_\_\_\_\_ สัญชาติ \_\_\_\_\_

Address Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท อนุาศิริ จำกัด (มหาชน) ("บริษัท")

Being a shareholder of Nusasiri Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

Holding the total amount of \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Ordinary share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ - \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ - \_\_\_\_\_ เสียง

Preferred share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้

Hereby appoint

กรณีเลือกข้อ 1.

กรุณาระบุชื่อผู้รับมอบอำนาจ

If you make proxy by choosing no.

1, please mark ✓ at  1. and

give the detail of proxy holder.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี

Name \_\_\_\_\_ Age \_\_\_\_\_ Years,

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_

Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

อำเภอ/เขตจังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

District \_\_\_\_\_ Postal Code \_\_\_\_\_ or,

2. ชื่อ \_\_\_\_\_ นายธีรภัท โปษยานนท์ \_\_\_\_\_ อายุ \_\_\_\_\_ 59 \_\_\_\_\_ ปี

Name \_\_\_\_\_ Mr. Teerataht Poshyanonda \_\_\_\_\_ Age \_\_\_\_\_ 59 \_\_\_\_\_ Years,

อยู่บ้านเลขที่ \_\_\_\_\_ 200 \_\_\_\_\_ ถนน \_\_\_\_\_ ท่าดินแดง \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ คลองสาน \_\_\_\_\_

Residing at \_\_\_\_\_ 200 \_\_\_\_\_ Road \_\_\_\_\_ Tha Din Daeng \_\_\_\_\_ Sub-district \_\_\_\_\_ Klongsan \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_ คลองสาน \_\_\_\_\_ จังหวัด \_\_\_\_\_ กรุงเทพฯ \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ 10600 \_\_\_\_\_ หรือ

District \_\_\_\_\_ Klongsan \_\_\_\_\_ Province \_\_\_\_\_ Bangkok \_\_\_\_\_ Postal Code \_\_\_\_\_ 10600 \_\_\_\_\_ or,

3. ชื่อ \_\_\_\_\_ นายสมคิด ศรี \_\_\_\_\_ อายุ \_\_\_\_\_ 65 \_\_\_\_\_ ปี

Name \_\_\_\_\_ Mr. Somkid Sari \_\_\_\_\_ Age \_\_\_\_\_ 65 \_\_\_\_\_ Years,

อยู่บ้านเลขที่ \_\_\_\_\_ 222/29 \_\_\_\_\_ ถนน \_\_\_\_\_ - \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ บางขุนทอง \_\_\_\_\_

Residing at \_\_\_\_\_ 222/29 \_\_\_\_\_ Road \_\_\_\_\_ - \_\_\_\_\_ Sub-district \_\_\_\_\_ Bangkunkong \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_ บางกรวย \_\_\_\_\_ จังหวัด \_\_\_\_\_ นนทบุรี \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ 11130 \_\_\_\_\_

District \_\_\_\_\_ Bangkruey \_\_\_\_\_ Province \_\_\_\_\_ Nonthaburi \_\_\_\_\_ Postal Code \_\_\_\_\_ 11130

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ ศุกร์ ที่ 23 เมษายน พ.ศ. 2564 เวลา 10.00 น. ณ ห้องประชุมสวนหลวง 4 ชั้น 1 โรงแรม โนโวเทล บางนา เลขที่ 333 แขวงหนองบอน เขตประเวศ จังหวัดกรุงเทพมหานคร 10250 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting for the years 2021 to be held on Friday, April 23, 2021, at 10.00 hrs., at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel of No. 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250 or on the date and at the place as may be postponed or changed.

**ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย**  
**Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.**

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ซึ่งประชุมเมื่อวันที่ 2 มิถุนายน พ.ศ. 2563
- Agenda 1 To consider and approve the minutes of the 2020 Annual General Meeting of Shareholders held on 2<sup>nd</sup> June 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |
- วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ และรายงานประจำปี 2563
- Agenda 2 To acknowledge the report of the company's operations and the annual report 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |
- วาระที่ 3 พิจารณานุมัติงบการเงิน ประจำปี 2563 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2563 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว
- Agenda 3 To consider and approve the financial statements for the year 2020 for the accounting period ending on 31<sup>st</sup> December 2020 which has been audited by a certified auditor.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |



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วาระที่ 4 พิจารณานุมัติการงดจัดสรรเงินกำไรเพื่อเป็นเงินทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัท สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2563

Agenda 4 To consider and approve the suspension of allocation of profits as legal reserves and the omission of dividends for the company's performance for the fiscal year-ending 31<sup>st</sup> December 2020

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

การแต่งตั้งกรรมการทั้งชุด

Appointment of all directors

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual directors

1. นายวิษณุ เทพเจริญ

1. Mr. Visanu Thepcharoen

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

2. นายสมพิจิตร ชัยชนะจารักษ์

2. Mr. Sompijit Chaichanajak

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

3. นางศิริญา เทพเจริญ

3. Mrs. Siriya Thepcharoen

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการสำหรับปี 2564

Agenda 6 To consider and approve the remuneration of directors for the year 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain



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- วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับปี 2564
- Agenda 7 To consider and approve the appointment of the auditor and determine the remuneration of the auditor for the year 2021
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain
- วาระที่ 8 พิจารณารับทราบการยกเลิกจัดสรรหุ้นสามัญเพิ่มทุนเดิม ของบริษัทฯ จำนวน 2,000,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท รวม 2,000,000,000 บาท
- Agenda 8 To consider and acknowledge the cancellation of the allotment of the newly issued ordinary shares of the company in the amount of 2,000,000,000 shares, par value of 1 baht per share, total 2,000,000,000 baht.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain
- วาระที่ 9 พิจารณานุมัติลดทุนจดทะเบียนของบริษัทฯ จำนวน 2,000,000,000 บาท จากทุนจดทะเบียนเดิม จำนวน 9,641,082,611 บาท ให้เหลือทุนจดทะเบียนจำนวน 7,641,082,611 บาท และอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัทฯ เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ
- Agenda 9 To consider and approve the reduction of the Company's registered capital of 2,000,000,000 baht from the original registered capital of 9,641,082,611 baht to the remaining registered capital of 7,641,082,611 baht and approved amendments to the memorandum of association. Clause 4. of the company to be in line with a capital reduction of the Company's registered
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain
- วาระที่ 10 พิจารณานุมัติออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ จำนวน 2,410,270,652 หน่วย แบ่งเป็น ใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ รุ่นที่ 4 (“NUSA-W4”) จำนวนไม่เกิน 1,910,270,652 หน่วย ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น และใบสำคัญแสดงสิทธิการซื้อหุ้นสามัญของบริษัทฯ (“NUSA-WC”) จำนวนไม่เกิน 500,000,000 หน่วย ให้แก่บุคคลในวงจำกัด (Private Placement) ที่ซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ
- Agenda 10 To consider and approve the issuance of warrants to purchase ordinary shares of the Company in amount of 2,410,270,652 units, divided into warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) in the amount not exceeding 1,910,270,652 units to the existing shareholders of the Company According to the shareholding proportion And warrants to purchase ordinary shares of the Company (“NUSA-WC”) in the amount of not more than 500,000,000 units to the private placement (Private Placement) who purchase a capital increase ordinary shares capital increase ordinary shares of the Company.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:



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- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain

วาระที่ 11 พิจารณานุมัติเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 4,410,270,652 บาท จากทุนจดทะเบียนหลังลดทุน จำนวน 7,641,082,611 บาท เป็นทุนจดทะเบียนใหม่ จำนวน 12,051,353,263 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน 4,410,270,652 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท รวม 12,051,353,263 บาท และอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัทฯ เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda 11 To consider and approve a capital increase of the Company's registered in amount of 4,410,270,652 baht from registered capital after the capital reduction of 7,641,082,611 baht to new registered capital of 12,051,353,263 baht by issuing new ordinary shares in the amount of 4,410,270,652 shares at the par value of 1 baht per share, total 12,051,353,263 baht and approved 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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
  - เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
  - Approve  Disapprove  Abstain

วาระที่ 12 พิจารณานุมัติจัดสรรหุ้นสามัญเพิ่มทุนใหม่ จำนวน 4,410,270,652 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ให้แก่บุคคลในวงจำกัด (Private Placement) และเพื่อรองรับการใช้สิทธิของใบสำคัญแสดงสิทธิการซื้อหุ้นสามัญของบริษัทฯ รุ่นที่ 4 (“NUSA-W4”) และเพื่อรองรับการใช้สิทธิของใบสำคัญแสดงสิทธิการซื้อหุ้นสามัญของบริษัทฯ (“NUSA-WC”)

Agenda 12 To consider and approve allocation new capital ordinary shares amount 4,410,270,652 shares with a par value of 1 baht per share to Private Placement (PP) and to support the exercise of the warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) and to reserve for exercise of the warrants to purchase ordinary shares of the Company (“NUSA-WC”)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
  - เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
  - Approve  Disapprove  Abstain

วาระที่ 13 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 13 To consider any other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
  - เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
  - Approve  Disapprove  Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

(5) Should neither the proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is not correct nor my/our vote as a shareholder.



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(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องทีระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุก ประการตามที่เห็นสมควร

(6) In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respect.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่า ข้าพเจ้า ได้กระทำให้เองทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

ลงชื่อ Signed \_\_\_\_\_ ผู้มอบฉันทะ Proxy Grantor  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

**หมายเหตุ**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

**Remark**

1. The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.
2. In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex to this proxy form (B).





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ใบประจำต่อแบบหนังสือมอบฉันทะ ข.

The Annex of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อนุาศิริ จำกัด (มหาชน)

The proxy on behalf of the shareholder of Nusasiri Public Company Limited.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ ศุกร์ ที่ 23 เมษายน พ.ศ. 2564 เวลา 10.00 น. ณ ห้องประชุมสวนหลวง 4 ชั้น 1 โรงแรม โนวเทล บางนา เลขที่ 333 แขวงหนองบอน เขตประเวศ จังหวัดกรุงเทพมหานคร 10250 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting for the years 2021 to be held on Friday, April 23, 2021, at 10.00 hrs., at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel of No. 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250 or on the date and at the place as may be postponed or changed.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:



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- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:

- การแต่งตั้งกรรมการทั้งหมด
- Appointment of all directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

- การแต่งตั้งกรรมการเป็นรายบุคคล
- Appointment of individual directors

1. ชื่อกรรมการ \_\_\_\_\_

1. Name \_\_\_\_\_

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

2. ชื่อกรรมการ \_\_\_\_\_

2. Name \_\_\_\_\_

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |



NUSASIRI

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(ปิดอากรแสตมป์ 20 บาท)

(Affix 20 Baht duty stamp)

หนังสือมอบฉันทะ แบบ ค. (ใช้เฉพาะ คัสโตเดียน (Custodian))

Proxy Form C. (For foreign shareholders who have custodian in Thailand only.)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_

Shareholder's Registration No.

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_

I/We

สำนักงานตั้งอยู่เลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_

Address Road Sub-district

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

District Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

as being the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท อนุาศิริ จำกัด (มหาชน)

Being a shareholder of Nusasiri Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

Holding the total amount of \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Ordinary share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ - \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ - \_\_\_\_\_ เสียง

Preferred share \_\_\_\_\_ shares with the voting rights or \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี

Name \_\_\_\_\_ Age \_\_\_\_\_ Years,

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_

Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or,

2. ชื่อ \_\_\_\_\_ นายธีรภัท โปษยานนท์ อายุ \_\_\_\_\_ 59 ปี

Name \_\_\_\_\_ Mr. Teerataht Poshyanonda Age \_\_\_\_\_ 59 Years,

อยู่บ้านเลขที่ \_\_\_\_\_ 200 \_\_\_\_\_ ถนน \_\_\_\_\_ ท่าดินแดง \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ คลองสาน \_\_\_\_\_

Residing at \_\_\_\_\_ 200 \_\_\_\_\_ Road \_\_\_\_\_ Tha Din Daeng \_\_\_\_\_ Sub-district \_\_\_\_\_ Klongsan \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_ คลองสาน \_\_\_\_\_ จังหวัด \_\_\_\_\_ กรุงเทพฯ \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ 10600 \_\_\_\_\_ หรือ

District \_\_\_\_\_ Klongsan \_\_\_\_\_ Province \_\_\_\_\_ Bangkok \_\_\_\_\_ Postal Code \_\_\_\_\_ 10600 \_\_\_\_\_ or,

3. ชื่อ \_\_\_\_\_ นายสมคิด ศรี \_\_\_\_\_ อายุ \_\_\_\_\_ 65 ปี

Name \_\_\_\_\_ Mr. Somkid Sari Age \_\_\_\_\_ 65 Years,

อยู่บ้านเลขที่ \_\_\_\_\_ 222/29 \_\_\_\_\_ ถนน \_\_\_\_\_ - \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ บางขุนทอง \_\_\_\_\_

Residing at \_\_\_\_\_ 222/29 \_\_\_\_\_ Road \_\_\_\_\_ - \_\_\_\_\_ Sub-district \_\_\_\_\_ Bangkunkong \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_ บางกรวย \_\_\_\_\_ จังหวัด \_\_\_\_\_ นนทบุรี \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ 11130 \_\_\_\_\_ หรือ

District \_\_\_\_\_ Bangkruiay \_\_\_\_\_ Province \_\_\_\_\_ Nonthaburi \_\_\_\_\_ Postal Code \_\_\_\_\_ 11130 \_\_\_\_\_

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ 23 เมษายน พ.ศ. 2564 เวลา 10.00 น. ณ ห้องประชุมสวนหลวง 4 ชั้น 1 โรงแรม โนวเทล บางนา เลขที่ 333 แขวงหนองบอน เขตประเวศ จังหวัดกรุงเทพฯ 10250 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting for the years 2021 to be held on Friday, April 23, 2021, at 10.00 hrs., at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel of No. 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250 or on the date and at the place as may be postponed or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

(3) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
- To grant to the proxy the total number of shares held by me/us and have the right to vote
- มอบฉันทะบางส่วน คือ
- To grant to the proxy a part of
- |  |       |        |                           |       |       |
|--|-------|--------|---------------------------|-------|-------|
| <input type="checkbox"/> หุ้นสามัญ       | _____ | หุ้น   | ออกเสียงลงคะแนนได้เท่ากับ | _____ | เสียง |
| <input type="checkbox"/> Ordinary share  |       | shares | with the voting rights or |       | votes |
| <input type="checkbox"/> หุ้นบุริมสิทธิ  | _____ | หุ้น   | ออกเสียงลงคะแนนได้เท่ากับ | _____ | เสียง |
| <input type="checkbox"/> Preferred share |       | shares | with the voting rights or |       | votes |
| รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด        | _____ |        |                           |       | เสียง |
| Total number of right to vote            |       |        |                           |       | votes |

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ซึ่งประชุมเมื่อวันที่ 2 มิถุนายน พ.ศ. 2563
- Agenda 1 To consider and approve the minutes of the 2020 Annual General Meeting of Shareholders held on 2<sup>nd</sup> June 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง
- Approve  Disapprove  Abstain
- วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ และรายงานประจำปี 2563
- Agenda 2 To acknowledge the report of the company's operations and the annual report 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง
- Approve  Disapprove  Abstain
- วาระที่ 3 พิจารณานุมัติงบการเงิน ประจำปี 2563 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2563 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว
- Agenda 3 To consider and approve the financial statements for the year 2020 for the accounting period ending on 31<sup>st</sup> December 2020 which has been audited by a certified auditor.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้



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- (b) The proxy holder shall votes according to my intention as follows:  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
 Approve  Disapprove  Abstain
- วาระที่ 4 พิจารณานุมัติการงดจ่ายปันผลเป็นเงินปันผลตามกฎหมาย และการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัท สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2563
- Agenda 4 To consider and approve the suspension of allocation of profits as legal reserves and the omission of dividends for the company's performance for the fiscal year-ending 31<sup>st</sup> December 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall votes according to my intention as follows:  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
 Approve  Disapprove  Abstain
- วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ
- Agenda 5 To consider and approve the election of directors in place of those to be retired by rotation.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall votes according to my intention as follows:
- การแต่งตั้งกรรมการทั้งหมด  
 Appointment of all directors  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
 Approve  Disapprove  Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล  
 Appointment of individual directors
1. นายวิษณุ เทพเจริญ  
1. Mr. Visanu Thepcharoen  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve  Disapprove  Abstain
2. นายสมพิจิตร ชัยชนะจารักษ์  
2. Mr. Sompijit Chaichanajarak  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve  Disapprove  Abstain
3. นางศิริญา เทพเจริญ  
3. Mrs.Siriya Thepcharoen  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve  Disapprove  Abstain
- วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการสำหรับปี 2564
- Agenda 6 To consider and approve the remuneration of directors for the year 2021
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall votes according to my intention as follows:  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
 Approve  Disapprove  Abstain



NUSASIRI

LIVE BEYOND - นวัตกรรมก้าวไกล

- วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับปี 2564
- Agenda 7 To consider and approve the appointment of the auditor and determine the remuneration of the auditor for the year 2021
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง
- Approve  Disapprove  Abstain
- วาระที่ 8 พิจารณารับทราบการยกเลิกจัดสรรหุ้นสามัญเพิ่มทุนเดิมของบริษัทฯ จำนวน 2,000,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท รวม 2,000,000,000 บาท
- Agenda 8 To consider and acknowledge the cancellation of the allotment of the newly issued ordinary shares of the company in the amount of 2,000,000,000 shares, par value of 1 baht per share, total 2,000,000,000 baht.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง
- Approve  Disapprove  Abstain
- วาระที่ 9 พิจารณานุมัติลดทุนจดทะเบียนของบริษัทฯ จำนวน 2,000,000,000 บาท จากทุนจดทะเบียนเดิม จำนวน 9,641,082,611 บาท ให้เหลือทุนจดทะเบียนจำนวน 7,641,082,611 บาท และอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัทฯ เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ
- Agenda 9 To consider and approve the reduction of the Company's registered capital of 2,000,000,000 baht from the original registered capital of 9,641,082,611 baht to the remaining registered capital of 7,641,082,611 baht and approved amendments to the memorandum of association. Clause 4. of the company to be in line with a capital reduction of the Company's registered
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง
- Approve  Disapprove  Abstain
- วาระที่ 10 พิจารณานุมัติออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ จำนวน 2,410,270,652 หน่วย แบ่งเป็น ใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ รุ่นที่ 4 (“NUSA-W4”) จำนวนไม่เกิน 1,910,270,652 หน่วย ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น และใบสำคัญแสดงสิทธิการซื้อหุ้นสามัญของบริษัทฯ (“NUSA-WC”) จำนวนไม่เกิน 500,000,000 หน่วย ให้แก่บุคคลในวงจำกัด (Private Placement) ที่ซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ
- Agenda 10 To consider and approve the issuance of warrants to purchase ordinary shares of the Company in amount of 2,410,270,652 units, divided into warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) in the amount not exceeding 1,910,270,652 units to the existing shareholders of the Company According to the shareholding proportion And warrants to purchase ordinary shares of the Company (“NUSA-WC”) in the amount of not more than 500,000,000 units to the private placement (Private Placement) who purchase a capital increase ordinary shares capital increase ordinary shares of the Company.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง
- Approve  Disapprove  Abstain



NUSASIRI

LIVE BEYOND • นูสาสิริ

- วาระที่ 11 พิจารณานุมัติเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 4,410,270,652 บาท จากทุนจดทะเบียนหลังลดทุน จำนวน 7,641,082,611 บาท เป็นทุนจดทะเบียนใหม่ จำนวน 12,051,353,263 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน 4,410,270,652 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท รวม 12,051,353,263 บาท และอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัทฯ เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ
- Agenda 11 To consider and approve a capital increase of the Company's registered in amount of 4,410,270,652 baht from registered capital after the capital reduction of 7,641,082,611 baht to new registered capital of 12,051,353,263 baht by issuing new ordinary shares in the amount of 4,410,270,652 shares at the par value of 1 baht per share, total 12,051,353,263 baht and approved 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.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง
- Approve  Disapprove  Abstain
- วาระที่ 12 พิจารณานุมัติจัดสรรหุ้นสามัญเพิ่มทุนใหม่ จำนวน 4,410,270,652 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ให้แก่บุคคลในวงจำกัด (Private Placement) และเพื่อรองรับการใช้สิทธิของใบสำคัญแสดงสิทธิการซื้อหุ้นสามัญของบริษัทฯ รุ่นที่ 4 (“NUSA-W4”) และเพื่อรองรับการใช้สิทธิของใบสำคัญแสดงสิทธิการซื้อหุ้นสามัญของบริษัทฯ (“NUSA-WC”)
- Agenda 12 To consider and approve allocation new capital ordinary shares amount 4,410,270,652 shares with a par value of 1 baht per share to Private Placement (PP) and to support the exercise of the warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) and to reserve for exercise of the warrants to purchase ordinary shares of the Company (“NUSA-WC”)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง
- Approve  Disapprove  Abstain
- วาระที่ 13 พิจารณาเรื่องอื่นๆ (ถ้ามี)
- Agenda 13 To consider any other business (if any)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง
- Approve  Disapprove  Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

(5) Should neither the proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is not correct nor my/our vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุมติในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(6) In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respect.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

ลงชื่อ Signed \_\_\_\_\_ ผู้มอบฉันทะ Proxy Grantor  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ Proxy Holder  
( \_\_\_\_\_ )

**หมายเหตุ**

1. ผู้ถือหุ้นที่มอบฉันทะ แบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - 2.1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - 2.2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ ฉันทะแบบ ค. ตามแนบ

**Remark**

1. Proxy Form C. shall be used only in case of shareholders whose names are shown in the register as foreign investors and appoint a custodian in Thailand
2. Evidence required to be attached to the Proxy Form includes:
  - (1) Power of Attorney by the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf;
  - (2) Confirmation letter indicating that the person signing the Proxy Form on his/her behalf is permitted to operate the business of custodian.
3. The shareholder appointing proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
4. In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
5. If there is any agenda to be considered in the meeting other than those specified above, the attached Supplement to Proxy Form C. shall be used.



ใบประจำต่อแบบหนังสือมอบฉันทะ ค.

The Annex of Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท นูสาสิริ จำกัด (มหาชน)

The proxy on behalf of the shareholder of Nusasiri Public Company Limited.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ ศุกร์ ที่ 23 เมษายน พ.ศ. 2564 เวลา 10.00 น. ณ ห้องประชุมสวนหลวง 4 ชั้น 1 โรงแรม โนวเทล บางนา เลขที่ 333 แขวงหนองบอน เขตประเวศ จังหวัดกรุงเทพฯ 10250 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting for the years 2021 to be held on Friday, April 23, 2021, at 10.00 hrs., at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel of No. 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250 or on the date and at the place as may be postponed or changed.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง



NUSASIRI

LIVE BEYOND • *Re. RES*

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

การแต่งตั้งกรรมการทั้งหมด

Appointment of all directors

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual directors

1. ชื่อกรรมการ \_\_\_\_\_

1. Name \_\_\_\_\_

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ \_\_\_\_\_

2. Name \_\_\_\_\_

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain