

Minutes of the 2021 Annual General Meeting of Shareholders

Nusasiri Public Company Limited

23rd April 2021

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

No. 333 Nong Bon, Prawet, Bangkok 10250

Attendance Directors

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

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

Directors who do not attend the meeting

-None-

Executives Attending the meeting

Mr. Nontawat	Dhanasuwiwath	Deputy Chief Executive Officer Accounting and Finance (CFO)
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Auditors attending the meeting**

1. Ms. Vathu	Kayankarnavee	from EY Office Company Limited
2. Ms. Supanee	Triyanantakun	from EY Office Company Limited
3. Ms. Phannipa	Phanthubtim	from EY Office Company Limited

Legal advisors present at the meeting

-None-

Note: Due to epidemic of the corona virus ("Covid-19") in currently. * Board of Directors Mr. Piboon Worawanprecha, **Auditors Miss. Watoo Kayankarnavee, Miss. Supanee Triyanantakun and Miss. Pannipa Phantubtim had traveled to a high-risk location and quarantined 14 days in accordance with the epidemic control standards. Therefore, asked for permission of the Chairman of meeting and shareholders to attend a teleconference via Video Conference system in order to reduce a risk of virus spread ("Covid-19").

The meeting started at 10:01 a.m.

Mr. Sompijit Chaichanajak Director and Company Secretary stating to meeting that, there are 37 Shareholders, 13 by themselves, 24 with proxies representing a total number of shares. 4,692,089,580 shares, representing 61.4061 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 2021 Annual General Meeting of Shareholders.

The Chairman welcomed the shareholders to the 2021 Annual General Meeting of Shareholders and introduced the Company's directors, executives and auditors. 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 consider and approve the minutes of the 2020 Annual General Meeting of Shareholders held on June 2, 2020

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

Mr. Sompijit Chaichanajarak informed the meeting that the company held the Annual General Meeting of Shareholders for the year 2020 on June 2, 2020 and prepared the minutes of the meeting within 14 days from the meeting and delivered to the Stock Exchange of Thailand and the Ministry of Commerce within Time required by law and published on the company's website (www.nusasiri.com) as well as attaching a copy of the minutes of the meeting in accordance with (Attachment 1). The Board of Directors agreed that said minutes had been recorded correctly. Agreed the shareholders' meeting certification of meeting minutes of the said ordinary meeting of shareholders.

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The meeting approved the minutes of the 2020 Annual General Meeting of Shareholders held on June 2, 2020 with the following votes:

Approved	4,781,766,304	votes, equivalent to	98.0357	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9643	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

Agenda 2: To acknowledge a performance report of the Company and annual report 2020

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

Mr. Sompijit Chaichanajarak was inform to the meeting. The Company has summarized a past performance reports and significant changes, that occurred in the year 2020. Which appear in the 2020 Annual Report (appear in Attachment 2) and The Board of Directors agreed that the shareholders' meeting acknowledged the Company's operating results and the 2020 Annual Report, which would like to summarize material information ending on December 31, 2020 to the shareholders for acknowledgment as following:

Performance for the year ended on December 31, 2020, a total income was 719 million baht, compared with the year 2019, a decrease of 945 million baht or 57% decrease due to revenue from land sales, House with land and the suite was reduce. The Company had cost of sales and expenses in amount of 1,168 million baht, a decrease of 775 million baht or 40% decrease due to a lower cost of expenses but it still caused the Company to have a net loss after deducting loss sharing from investments in associates and joint ventures. Financial cost and income tax expenses of 900 million baht compared to the last year. Loss increased in amount of 232 million baht.

Income proportion, Type of income from a sale of land and houses and land in 2020 totaling 26 million baht, or 4 percent, sales of condominiums in amount of 430 million baht, or 60 percent, rental and services in the amount of 187 million baht or 26 percent. Amusement park service 11 million baht or 2%. Other income 65 or 9%. Total revenue 719 million baht, a decrease compared to 2019, a decrease of 945 million baht, which in 2019 has total revenues. 1,664 million baht.

The company has participated in corporate a social responsibility activities by inviting employees to join the “Nusa Thumdee” project to do a social activities helping the disabled, orphanage and various places of disaster, which is an activity that helps Encourage employees to volunteer work together as a team and help society as well.

In 2020, the Company is in a process of collecting information for participating in the Private Sector Collective Action Coalition against Corruption (CAC) project by assigning its officers and related departments to proceed to prepare documents according to form specified by a project to submit for certification.

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The meeting acknowledged the report of the company's performance and the annual report 2020

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.

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

Mr. Sompijit Chaichanajarak was inform to the meeting. That due to a second agenda as reported on the Company's operating results, in order to comply with the Public Limited Companies Act B.E. 2535, Section 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. The Company prepared the financial statements for the year ended December 31, 2020 as shown in the 2020 Annual Report and summarized. Financial information Which has been considered by the Audit Committee And examined by a certified public accountant (The 2020 Annual Report 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 following:

Financial Statement for the accounting period ended December 31, 2020. The Company had current assets of 2,239 million baht, non-current assets 8,478 million baht, total assets 10,717 million baht, and a decrease from the year 2019. Which had total assets of 11,044 million baht. Decrease in amount of 327 million baht or 3%, the company has current liabilities of 4,187 million baht, non-current liabilities of 1,552 million baht, total liabilities of 5,739 million baht, and increase from year 2019. Which has total liabilities of 5,171 million baht, an increase of 568 million baht or equity is 11%, shareholders 'equity 4,978 million baht, decreased from year 2019 by 895 or 15% in 2019-shareholder equity 5,874 million baht. Total liabilities and shareholders' equity in 2020 amount 10,717 million baht Decreased from year 2019, amount of 327 million baht for or 3%, which in 2019 is 11,044 million baht.

Income Statement for accounting period ended on December 31, 2020. The Company had total income of 719 million baht, a decrease from the year of 2019, which amounted to 1,664 million baht, a decrease of 945 million baht or percentage 57. From sales and service income of 654 million baht and other income of 65 million baht. The company has total expenses of 1,168 million baht decrease from year 2019. Which is 1,943 million baht, a decrease of 775 million baht or accounted for 40% with cost of sales and services of 568 million baht, selling and administrative expenses of 506 million baht loss from impairment of assets of 95 million baht. Share of loss from investments in associates and joint ventures amounting to 83 million baht, financial expenses of 351 million baht. The company has income tax expense of 17 million baht, resulting in the company has operating loss for the year 2020 of 900 million baht, an increase of loss from year 2019 of 232 million baht.

Cash flow statement for the year ended on December 31, 2020, the Company had net cash from operating activities in 2020 amount of 128 million baht, a decrease of 847 million baht from year 2019. The company had net cash used from financing activities in 2020 in amount of 235 million baht, decreased from the year of 2019 by 784 million baht, with the company having initial cash and cash equivalents. Period of 26 million baht, net decrease of 304 million baht, remaining at the end of period 12 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, 2020. Which has been review by the Audit Committee and audited by the Certified Public Accountant.

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The meeting resolved to approve the financial statements for the year 2020 for the fiscal year ended December 31, 2020, which have been audited by the certified public accountant with voted the following;

Approved	4,838,700,710	votes, equivalent to	98.0583	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

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

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

Mr. Sompijit Chaichanajarak informed the meeting that 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.

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The resolution to approved the non-allocation of retained earnings to be statutory legal reserves and the omission of dividends payment according to the Company's performance for the fiscal year ended as of 31st December 2020 because of the Company performance loss, by the votes as follows;

Approved	4,818,797,510	votes, equivalent to	98.0505	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9495	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

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

On this agenda, the Chairman delegated Mr. Somkid Sari, Vice Chairman of the Board to act as Chairman of the Board instead. It was because that Mr. Visanu Thepcharoen, Mr. Sompijit Chaichanajarak, and Mrs. Siriya Thepcharoen were the directors retiring by rotation. All of whom would leave the meeting room temporarily because of being stakeholders and in order to be transparent and in the line with the good corporate governance as well.

Mr. Somkid Sari, Vice Chairman of the Board acting as Chairman of the Board, ran the meeting and clarified the fact of this agenda that 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;

(1) Mr. Visanu Thepcharoen position Chairman of the Board of Directors, Age 53 years, Highest Education Master's Degree of Arts Public Management, Ramkhumheang University, holding of 653,148,738 shares of Nusasiri Public Company Limited Representing 8.548% of paid-up capital (information as of December 31, 2020), Meeting attendance in 2020, Board of Director meetings 11 out of 11 times, Number of years in the position 2 years 8 months (information as of December 31, 2020)

(2) Mr. Sompijit Chaichanajarak position the Board of Directors, Age 60 years, Highest Education Master's Degree of Business Administration Ramkhamhaeng University and Master's Degree of Business Administration (Accounting Planning) Kasetsart University. There is no Holding of the Company's securities/shareholding in the Company, Board of Director meetings 11 out of 11 times, Number of years in the position 2 years 8 months (information as of December 31, 2020)

(3) Mrs. Siriya Thepcharoen position the Board of Directors, Age 50 years, Highest Education Bachelor Degree of Political Science (Specialization), Ramkhamhaeng University, holding of 177,995,827 shares of Nusasiri Public Company Limited Representing 2.329 % of paid-up capital (information as of December 31, 2020), Meeting attendance in 2020, Board of Director meetings 10 out of 11 times, Number of years in the position 2 years 8 months (information as of December 31, 2020)

(Details of the 3 persons appear in Attachment 3.)

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.*

This 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

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 opened the opportunity for shareholders to comment.

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

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 3 persons, with a resolution to appoint directors individually. With voting details as follows;

(1) Approved the re-appointment of Mr. Visanu Thepcharoen Chairman of the Board of Directors / Director with authorized signatory to bind the company, by the majority votes of the shareholders present and entitled to vote as follows;

Approved	4,838,700,710	votes, equivalent to	98.0583	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

(2) Approved the re-appointment of Mr. Sompjijt Chaichanajak Director / Director with authorized signatory to bind the company, by the majority votes of the shareholders present and entitled to vote as following;

Approved	4,838,700,710	votes, equivalent to	98.0583	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

(3) Approved the re-appointment of Mrs. Siriya Thepcharoen Director / Authorized Director with authorized signatory to bind the company, by the majority votes of the shareholders present and entitled to vote as following;

Approved	4,838,700,710	votes, equivalent to	98.0583	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

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

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

Mr. Sompjijt Chaichanajak informed the meeting that 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 is in 2018, the total amount of Baht 5.5 million (actual expenses Baht 3.71 million), in 2019, the total amount of Baht 5.5 million (actual expenses Baht 4.28 million), in 2020, the total amount of Baht 5.5 million (actual expenses Baht 5.07 million) the payment of remuneration to 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) Special compensation when the company has the highest profit. Not more than 500,000 baht / person / year

(4) Health check-up and medical expenses. Not more than 200,000 baht / person / year

(5) Special interest or any other benefit which 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)

The Board agreed to take this agenda to shareholder's meeting into consideration of approval of the remuneration of directors for the year 2021 as monthly remuneration, meeting allowance in the amount not exceeding 5.5 million baht, which is equivalent to the year 2021. 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.

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The resolution to approved the remuneration of directors for the year 2021 as monthly remuneration, meeting allowance in the amount not exceeding 5.5 million baht, which is equivalent to the year 2021. 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 by the votes as following;

Approved	4,838,700,710	votes, equivalent to	98.0583	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote

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

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

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

Mr. Sompijit Chaichanajarak informed the meeting that 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 years (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;

(1) Ms. Vathu Kayankannawee Certified Public Accountant No. 5423, Years of auditing to the Company, 2 Year (For the year 2019)

(2) Ms. Supanee Triyanankul Certified Public Accountant No. 4498, Years of auditing to the Company, 2 Year (For the year 2019)

(3) Mr. Preecha Arunnara Certified Public Accountant No. 5800, Years of auditing to the Company, 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.



Translation

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)
Audit fee for the annual financial statements		
Nusasiri Public Company Limited	3,200,000.00	2,650,000.00
consolidated financial statements		
Other expenses	-	Charged according to the actual amount paid
The quarterly review of the interim financial Statements		
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
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.

This the Board of Directors agreed that the shareholders' meeting should consider approving the appointment of auditors from EY Office Limited ("EY") to help promote independence in auditing and provide the auditor's opinion. Also, create confidence for investors and shareholders of the company in making investment decisions is considered to comply with the criteria for the auditor rotation of the Securities and Exchange Commission (SEC). Also, to make the preparation of financial statements with international standards to support investment with foreigners in the future by appointing Ms. 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 2021, 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.

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The meeting resolved to approve the appointment of an auditor from EY Office Company Limited 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 2021, 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 with the votes following;

Approved	4,838,700,710	votes, equivalent to	98.0583	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

Agenda 8: To 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.

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

Mr. Sompijit Chaichanajarak informed the meeting that 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.

This the Board of Directors 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.

Resolution: The meeting resolved to acknowledge the cancellation of the allocation of 2,000,000,000 new ordinary shares of the Company with a 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

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

Mr. Sompijit Chaichanajarak informed the meeting that 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)”

This the Board of Directors agreed that the shareholders' meeting should consider approving 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 of 2,000,000,000 baht 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.

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 opened the opportunity for shareholders to comment.

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

Resolution: The resolution to approved the reduction of the Company's registered capital in amount of 2,000,000,000 baht from the original registered capital amount of 9,641,082,611 baht to the registered capital amount of 7,641,082,611 baht and approved the amendment of the Company's Memorandum of Association, Clause 4 of the Company to be in line with the reduction of the Company's registered capital, by the votes as follows;

Approved	4,838,701,107	votes, equivalent to	98.0583	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

Agenda 10: To consider 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.

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

Mr. Sompijit Chaichanajarak informed the meeting that 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.*)

This the Board of Directors agreed that the shareholders' meeting should consider approving 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 who purchase a capital increase ordinary shares capital increase ordinary shares of the Company.

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 opened the opportunity for shareholders to comment.

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

Resolution: The resolution to approved issue warrants purchasing ordinary shares amount of 2,410,270,652 units of the Company, divided into warrants to purchase ordinary shares of the Company No. 4 (“NUSA-W4”) in amount not exceeding 1,910,270,652 units to the existing shareholders of the Company. Company According to the shareholding proportion and warrants to purchase ordinary shares of the Company (“NUSA-WC”) in amount of not more than 500,000,000 units to the private placement (PP) who purchase the newly issued ordinary shares of the Company, by the votes as follows;

Approved	4,836,292,707	votes, equivalent to	98.0095	of the votes attended and eligible to vote
Disapproved	2,408,400	votes, equivalent to	0.0488	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

Agenda 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.

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

Mr. Sompijit Chaichanajarak informed the meeting that 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)”

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 opened the opportunity for shareholders to comment.

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

Resolution: The resolution to approved increased a registered capital of the Company by amount of 4,410,270,652 baht from a registered capital after a capital reduction of 7,641,082,611 baht, to new registered capital of 12,051,353,263 baht by issuing new ordinary shares in amount of 4,410,270,652 shares, at the par value of 1 baht per share, total 12,051,353,263 baht and approved the amendment of the Company's Memorandum of Association, Clause 4 of the Company to be in line with the increase in the Company's registered capital, by the votes as follows;

Approved	4,836,292,707	votes, equivalent to	98.0095	of the votes attended and eligible to vote
Disapproved	2,408,400	votes, equivalent to	0.0488	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

Agenda 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”)

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

Mr. Sompijit Chaichanajarak informed the meeting that the According to Agenda 1 1 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 business 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. TorChor. 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)

This the Board of Directors agreed that the shareholders' meeting should consider approving the allocation of the newly issued ordinary shares to the Private Placement amount 2,000,000,000 shares 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 to support the exercise of the warrants to purchase ordinary shares of the Company NUSA-WC amount 500,000,000 shares total 4,410,270,652 shares at the par value of 1 baht per share, total 4,410,270,652 baht

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 opened the opportunity for shareholders to comment.

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

Resolution: The meeting resolved to approve an allocation of the newly issued ordinary shares to the Private Placement amount 2,000,000,000 shares 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 to support the exercise of the warrants to purchase ordinary shares of the Company NUSA-WC amount 500,000,000 shares total 4,410,270,652 shares at the par value of 1 baht per share, total 4,410,270,652 baht with the votes following;

Approved	4,836,292,707	votes, equivalent to	98.0095	of the votes attended and eligible to vote
Disapproved	2,408,400	votes, equivalent to	0.0488	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote


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

The meeting closed at 12:16 p.m.

sign.....


(Mr. Visanu Thepcharoen)

Chairman of the Board of Directors / Chairman of the Meeting

sign.....


(Mr. Sompijit. Chaichanajarak)

Minutes Recorder