

## Minutes of the 2023 Annual General Meeting of Shareholders

### Nusasiri Public Company Limited

On Friday, April 28, 2023 at 14.00 a.m., which is a meeting via electronic media 2020, which will be broadcast live at the Company's office at No. 2922/209, Charn Issara Tower 2, Floor 12A, New Petchburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok.

#### Attendance Directors

1. Mr. Visanu	Thepcharoen	Chairman of the Board
2. Mr. Somkid	Sari	Vice Chairman, Independent Director, Chairman of the Nomination and Remuneration Committee, Audit Committee
3. Mr. Teerataht	Poshyanonda	Independent Director, Chairman of the Audit Committee, Nomination and Remuneration Committee
4. Mr. Pi boon	Voravanprecha	Independent Director, Audit Committee, Sustainability and Risk Management Committee (meet the meeting via electronic media)
5. Mrs. Sirinongnard	Priawpanich	Independent Director, Audit Committee, Nomination and Remuneration Committee (meet the meeting via electronic media)
6. Mrs. Siriya	Theppcharoen	Director, Sustainability and Risk Management Committee
7. Mr. Sompijit	Chaichanajarak	Director, Sustainability and Risk Management Committee, Company Secretary
8. Mr. Manop	Thanomkitti	Independent Director, Audit Committee, Nomination and Remuneration Committee, Sustainability and Risk Management Committee
9. Mr. Pairote	Sirirat	Director, Chairman of the Sustainability and Risk Management, Committee Nomination and Remuneration Committee

The Company has a total of 9 directors in attendance, totaling 9 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)

**Auditors attending the meeting**

Ms. Vathu Kayankarnavee from EY Office Company Limited

**Legal advisors present at the meeting**

Mr. Kriengkrai Inthachan from a law firm (Kriengkrai and Partners) Co., Ltd.

**The meeting started at 14.00 P.M.**

Mr. Sompjit Chaichanajak Director and Company Secretary stating to meeting that there are A total of 1 4 7 registered, 5 attending in person, 1 4 2 proxies representing the total number of shares. 10,229,012,856 shares 87.8350 percent of total issued shares of the Company Grand total 11,645,713,863 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 2022 Annual General Meeting of Shareholders.

The Chairman welcomed the shareholders to the 2023 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
2. Electronic voting
  - Because this meeting is a meeting via electronic media. Therefore, no ballots were printed.
  - To vote. Ask the shareholders to go to the E-Voting tab to vote in each agenda within 1 minute.

After pressing the voting button, the system will pop-up again asking if the vote is confirmed or not. Press OK to confirm the vote. In the event that shareholders wish to change their voting Can be done by pressing the new score again. But if the agenda has already been closed Shareholders will not be able to vote. or change the vote

- When you have finished voting. You are asked to return to the E – Meeting window to continue watching the video and audio of the meeting. The staff will collect all the votes from the voting system.

- 3 Vote counting: counting only the disapproving votes. and abstained first, and the rest were considered as agreed votes.

4. Notification of vote counting results: will inform the meeting After completing each agenda

5. Comments: If any shareholder wishes to ask questions or express opinions The Company has opened channels for submitting suggestions and questions during the meeting as follows:

1. **Audio conversation channel:** You must be at the E – Meeting window, then you go to the menu. Participant and press the button to raise your hand when the company calls the name of the shareholder. The staff will open the mic for you to inquire. Shareholders must press Unmute and turn on the mic on your device. In each question Please inform your name - surname. and specify whether to attend the meeting in person or as a proxy before asking questions every time for the benefit of taking complete and accurate minutes of the meeting

**2. Chat channel:** go to the Chat menu in the E – Meeting window to type a message and send it to NUSA Q&A. For each time you ask a question, please state your first and last name. and specify whether you attend the meeting in person or as a proxy before asking questions every time for the benefit of taking complete and accurate minutes of the meeting

However, only comments related to the agenda under consideration are requested. for the chairman to give permission and ask the shareholders to specify their names and informed that he attended the meeting in person or as a proxy in order to record the minutes of the meeting accurately and completely

If the shareholder wishes to suggest other opinions that are not on the agenda of the meeting You can express your opinions in other agendas.

The chairman of the meeting conducted the meeting according to the following agenda:

**Agenda 1 To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders held on April 29, 2022.**

The Chairman assigned to Mr. Sompijit Chaichanajakar Directors and Company Secretary to clarify the facts in this agenda

Mr. Sompijit Chaichanajakar Informed the meeting that The Company held the 2022 Annual General Meeting of Shareholders on April 29, 2022 and prepared the minutes of the meeting within 14 days from the meeting date and sent to the Stock Exchange of Thailand and the Ministry of Commerce. within the period specified by law and published on the Company's website (www.nusasiri.com) with a copy of the minutes of the said meeting attached. *(As shown in Attachment 1)*

The Board of Directors has considered It was found that the minutes of the said meeting had been correctly recorded. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider certifying the said minutes of the 2022 Annual General Meeting of Shareholders.

The resolution must be passed by 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 no shareholders commented, the chairman asked the meeting to vote.

**Resolution of the meeting:** Resolved to certify the Minutes of the 2022 Annual General Meeting of Shareholders held on Friday, April 29, 2022 with the following votes:

Agreed	10,229,012,856	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 2 To Consider acknowledging the Company's performance report and Form 56-1 One report for the year 2022.**

The Chairman assigned Mr. Nonthawat Thanasuwiwat, Deputy Chief Executive Officer, to Accounting and Finance (CFO) was the person who clarified the facts in this agenda.

Mr. Nontawat Thanasuwiwat informed the meeting that The company has summarized the report on past operating results and significant changes that occurred in the year 2022, which appeared in Form 56-1 One report for the year 2022, by summarizing the material information ended December 31, Wed. 2022 to the shareholders for their acknowledgment as follows:

Performance of the year 2022

according to the statement of comprehensive income for the year ended December 31, 2022, the company had a total income of 2,037 million baht, an increase of 388 million baht or 24 percent from the previous year, divided into 5 categories as follows:

1. Revenue from real estate development in the amount of 507 million baht, representing 25% (2% increase from last year).
2. Medical and health income of 261 million baht, representing 13 percent (1,035 percent increase from the previous year).
3. Rental and service income of 297 million baht, representing 14 percent (47 percent increase from last year).
4. Revenue from sales in the amount of 544 million baht, representing 27 percent (decreasing from the previous year by 35 percent). due to the decline in the Covid-19 situation in the country
5. Other incomes amounted to 428 million baht, representing 21 percent (an increase of 80 percent from the previous year).

For the year 2022 costs and expenses totaled 1,887 million baht, loss for the year 2022 amounted to 397 million baht, a decrease from the year 2021 amounted to 479 million baht (loss for the year 2021 amounted to 877 million baht).

For the statement of financial position as of December 31, 2022, total assets were 15,529 million baht, an increase of 4,193 million baht, total liabilities of 6,112 million baht, a decrease of 627 million baht, and shareholders' equity of 9,416 million baht, an increase of 4,820 million baht.

Asset

- Investments in equity instruments increased in the amount of 3,373 million baht as a result in May, the Company gradually purchased ordinary shares in Wind Energy Holding Co., Ltd. ("WEH") in the amount of 7,748,294 shares, representing 7.1% at the price per share. 405 baht by issuing new ordinary shares of the Company amounting to 3,486,732,300 shares for exchange (Share swap) and the Company measures investment in such equity securities through profit or loss. by recognizing profit for the year 2022 in the amount of 235 million baht

- Investments in associated companies increased in the amount of 856 million baht as a result of the purchase of 170,000,000 ordinary shares in a Demco Public Company Limited in November, representing

23.28%, at a price of 5.01 baht per share. At the end of the period, the Company recognized Share of profit from associated companies in the amount of 2 million baht.

- Deposit for land purchase building and equipment An increase of 1 9 2 million baht from entering into a contract to purchase a hotel in Germany. Including trademark rights and various licenses of subsidiaries. with the objective of operating a health business The total purchase value does not exceed 2 0 million euros or 740 million baht.

#### Liabilities and Equity

- Total liabilities of 6,112 million baht, a decrease of 627 million baht from total liabilities as of 31 December 2021, mainly due to a decrease in Nusa Legend Siam Co., Ltd. (subsidiary) during the group period. The Company sold the said subsidiary to a joint venture resulting in the Company End of control and change status to a joint venture (jointly controlled entity), with most of the joint venture's liabilities (Jointly controlled entity) will be payable for the construction cost of 1,523 million baht. Loan from other parties with accrued interest amounting to 283 million baht.

- Shareholders' equity increased by 4,820 million baht from the revaluation, and from the issuance of new ordinary shares of the Company for exchange (Shareswap) Wind Energy Holding Company Limited (“WEH”)

#### **The Results of the corporate governance survey of listed companies for the year 2022**

- The company was assessed from the Corporate Governance Report (CGR) of Thai Listed Companies 2020 from the Thai Institute of Directors Association (IOD). Very good rating (4 stars)

- Assessment result of “99 percent” from the assessment of the quality of the 2022 Annual General Meeting of Shareholders by the Thai Investors Association (TIA).

In this regard, the Board of Directors has considered It was deemed appropriate for the shareholders' meeting to acknowledge the report on the Company's operating results and Form 56-1 One report for the year 2022 (as appeared in Enclosure 2).

Voting because it is an agenda for acknowledgment Therefore, there was no voting.

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

- There was a shareholder Mr. Thongkam Piyathirawong attending the meeting in person asking if he would like to know the number of shares increased in 2022.

The Chairman assigned Mr. Nonthawat Thanasuwiwat, Deputy Chief Executive Officer, to Accounting and Finance (CFO) is responsible for clarifying the facts.

Mr. Nontawat Thanasuwiwat Deputy Chief Executive Officer Accounting and Finance Division (CFO) informed the meeting that in 2021, the Company had 8,041,082,611 paid-up ordinary shares. For 2022, the Company had 11,645,713,862 ordinary shares, an increase 3,604,631,252 shares resulting from a private placement (PP) in exchange for shares of Wind Energy Holding Co., Ltd.

The Chairman gave the shareholders an opportunity to ask questions and express additional opinions.

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

**Resolution of the meeting:** Resolved to acknowledge the Company's performance report and Form 56-1 One Report for the year 2022.

**Agenda 3 To consider and approve the financial statements for the year 2022 for accounting period ending on December 31, 2022, which have been audited by a certified public accountant.**

The Chairman assigned Mr. Nonthawat Thanasuwiwat, Deputy Chief Executive Officer, to Accounting and Finance Division was the person who clarified the facts on this agenda.

Mr. Nontawat Thanasuwiwat informed the meeting that In order to comply with the Public Limited Companies Act B.E. Audited by the auditor and proposed to the Annual General Meeting of Shareholders for approval.

The company has prepared financial statements For the year ended December 31, 2022 as shown in the 2022 Annual Report (Form 56-1 One Report 2022), which has been reviewed by the Audit Committee. and audited by a certified public accountant (*As shown in Attachment 2*) The important points can be summarized as follows:

**statement of financial position** For the accounting period ending December 31, 2022, the Company had current assets of 2,976 million baht, non-current assets of 12,552 million baht, total assets of 15,528 million baht, an increase from the year 2021 with total assets of 11,335 million baht, an increase. The amount of 4,193 million baht or 37 percent, the company has current liabilities of 3,465 million baht, non-current liabilities of 2,646 million baht, total liabilities of 6,112 million baht, a decrease from the year 2021 with total liabilities of 6,740 million baht, a decrease of 627 million baht or was 9 percent. Shareholders' equity was 9,416 million baht, an increase from 2021 in the amount of 4,820 million baht, representing 104 percent for shareholders' equity in 2021 in the amount of 4,595 million baht, including liabilities and shareholders' equity in 2022 in the amount of 15,528. million baht, an increase from 2021 in the amount of 4,193 million baht, representing 37 percent, which in 2021 was 11,335 million baht.

**Statement of Comprehensive Income** For the accounting period ending December 31, 2022, the company had a total income of 2,037 million baht, compared to the year 2021, which was 1,648 million baht, an increase of 388 million baht or 24%. from real estate development in the amount of 507 million baht, medical and health income in the amount of 261 million baht, rental and service income in the amount of 297 million baht, sales revenue in the amount of 544 million baht and other income 428 million baht. baht. The company had total expenses of 1,788 million baht. For the year 2021, it was 2,073 million baht, a decrease of 285 million baht or 14% , with cost of sales and expenses amounting to 1,887 million baht. Loss on impairment (transfer return) in the amount of 185 million baht and share of losses from investments in associates and joint ventures in the amount of 216 million baht, finance costs in the amount of 284 million baht. Operations for the year 2022 amounted to 397 million baht, a loss decreased from the year 2021 in the amount of 479 million baht.

**cash flow statement** For the year ended December 31, 2022, the Company had net cash used in operating activities in the year 2022 in the amount of 114 million baht, an increase from the year 2021 in the amount of 336 million baht, with net cash used in investing activities. 2022 in the amount of 737 million baht, an increase from 2021 in the amount of 422 million baht and net cash received from financing activities in 2022 in the amount of 743 million baht. at the beginning of 107 million baht, resulting in cash equivalents at the end of the year in the amount of 29 million baht, compared to 2021, a decrease of 107 million baht, or 78%

**Auditor's Opinion** have an opinion Except for the effects which may arise from the matter mentioned in paragraph Basis for expressing a qualified opinion on the consolidated financial statements the above finance Show financial position as of 31 December 2022 financial results, operating results and cash flows. For the year ended on the same day of Nusasiri Public Company Limited and its subsidiaries and only of Nusasiri Public Company Limited, which are materially correct as they should be in accordance with financial reporting standards.

The Board of Directors has considered It was deemed appropriate for the shareholders' meeting to consider and approve the Company's financial statements. For the fiscal year ended December 31, 2022, which was reviewed by the Audit Committee. and audited by a certified public accountant

Voting for this agenda must be passed by a majority vote of the shareholders attending the meeting and having the right to vote.

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

- There was a shareholder named **Mr. Thongkam Piyathirawong** attending the meeting in person. Inquire via Chat system conversation channel: Please clarify the debt that has doubled. What is the cause? And what is the interest rate?

Mr. Sompijit Chaichanajarak Director and Company Secretary is a clarifier of facts

Mr. Sompijit Chaichanajarak Informed the meeting that the liabilities for the year 2021 were 6,740 million baht, the liabilities for the year 2022 were 6,112 million baht. And the average interest rate is 8-8.5 percent, with the ratio of debt to equity (D / E Ratio) in 2022 equal to 0.6, a decrease from the year 2021 with a ratio of debt to equity (D /E Ratio) equal to 1.5

- There was a shareholder named Mr. Thongkam Piyathirawong attending the meeting in person. Inquiry via Chat system: Is the interest rate higher than WACC?

Mr. Sompijit Chaichanajarak Director and Company Secretary is a clarifier of facts

Mr. Sompijit Chaichanajarak informed the meeting that The interest rate is not higher than the cost of capital (WACC).

- There is a shareholder whose name is Mr. Somsak, whose last name is not specified. Inquiry via Chat system: Is the cost of interest at 8.85 included with the cost of the debenture yet?

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

Mr. Sompijit Chaichanajarak informed the meeting that The interest cost of 8.85 includes the cost of the bond.

The Chairman gave the shareholders an opportunity to ask questions and express additional opinions.

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

**Resolution of the meeting:** Resolution to approve the financial statements for the year 2022 for the accounting period ended December 31, 2022, which have been audited by a certified public accountant. with the following votes:

Category	Votes	Percentage	Description
Agreed	10,225,732,956	99.9679	number of votes attending the meeting and having the right to vote
Disagreed	3,279,900	0.0321	number of votes attending the meeting and having the right to vote
Abstained	0	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 4 To consider and approve the omission of profits for legal reserves and refrain from paying dividends for the Company's operating results for the fiscal year ended December 31, 2022**

The Chairman assigned to Mr. Sompjitt Chaichanajak Directors and Company Secretary to clarify the facts in this agenda

Mr. Sompjitt Chaichanajak informed the meeting that According to the company's dividend payment policy Payment of dividends at a rate of not less than 40 percent of net profit after corporate income tax deduction and legal reserve funds. However, the dividend payment is subject to change depending on operational plans, investments, liquidity and various future necessities of the Company by empowering the Board of Directors to consider appropriateness for the maximum benefit to the shareholders

The Company's performance For the fiscal year ending on December 31, 2022, which has been reviewed by the Audit Committee and has been audited by a certified public accountant, The company has accumulated losses of 3,179.51 million baht. according to the Public Company Limited Act B.E. Profits cannot be made. In the event that the company There is still accumulated loss. Forbidden to pay dividends Therefore, it is necessary to refrain from paying dividends. and refrain from allocating profits for legal reserves For the operating results of the year 2022 because the company have a loss.

The Board of Directors has considered deemed appropriate for the shareholders' meeting to consider and approve the omission of profits as legal reserves and no dividend payment for the Company's performance For the fiscal year ending on December 31, 2022, because the Company has accumulated loss and must use working capital for business operations

Voting for this agenda must be passed by a majority vote of the shareholders attending the meeting and having the right to vote.

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



- There was a shareholder Mr. Thongkam Piyathirawong attending the meeting in person. Inquiring via chat system: How much is the current cumulative loss per share? And have to reduce capital again or not?

The Chairman assigned to Mr. Sompijit Chaichanajak Directors and Company Secretary to clarify the facts in this agenda

Mr. Sompijit Chaichanajak Director and Company Secretary informed the meeting that At present, the company has accumulated loss per share at 0.21 baht/share, considering the plan to reduce capital again or not. The committee will accept it for consideration again.

The Chairman gave the shareholders an opportunity to ask questions and express additional opinions.

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

**Resolution of the meeting:** Resolved to approve the omission of profit allocation for legal reserve fund. and omission of dividend payment for the Company's operating results. For the fiscal year ended December 31, 2022 with the following votes:

Agreed	10,229,012,856	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 5 To consider and approve an appointment of directors to replace those retiring by rotation**

In this agenda, the Chairman asked Mr. Theerathat Poshyanonda, Mr. Phiboon Voravanprecha and Mr. Sompijit Chaichanajak to Leaving the meeting temporarily as a stakeholder To ensure transparency and compliance with good corporate governance principles. To consider this agenda

The Chairman assigned Mr. Kampol Sangsrijan, Assistant Company Secretary, to was the person who clarified the facts on this agenda.

Mr. Kampol Sangsrijan informed the meeting that according to the Public Limited Companies Act BE 2535, Chapter 6 (Section 71) and Section 18 of the Company's Articles of Association, states that Directors must retire at least one-third (1/3) by the rate if the number of directors cannot be divided into three parts. Then the number closer to one-third (1/3) of the directors who must retire in the first year and the second year after the registration of that company The lottery shall be drawn to determine who will retire. In the following years, the directors who have been in office the longest shall retire from office. Those who have retired may choose to take office again.” The Present, there are 9 directors and 3 directors who are due to retire by rotation this year are:

( 1 ) Mr. Theerathat Poshyanonda Position Director/Nomination and Remuneration Committee/Chairman of Audit Committee/Independent Director Age 60 Highest Education Master of Business Administration (Marketing) Oklahoma City University, USA None Holding securities or holding shares in the company Proportion of attending the Board of Directors meeting 8 / 8 times, attending the Audit Committee meeting 6 / 6 times, and attending the Nomination and Remuneration Committee meeting 2 / 2 times. Number of years in the position 3 years 2 month

( 2 ) Mr. Phiboon Voravanprecha Position Director/Audit Committee/Sustainability and Risk Management Committee/Independent Director Age 58 years Highest Education Master's degree Security (Master of Defense Studies University of New South Wales, UNSW Australia) No securities holding or shareholding in the Company. Attendance of the Board of Directors Meeting 8 times out of 8 times and attendance of the Audit Committee Meeting 6 times out of 6 times Number of years in office 7 years 5 months

( 3 ) Mr. Sompjitt Chaichanajak Position Director/Member of Sustainability and Risk Management Committee/Company Secretary Age 62 years Highest Education Master's degree Master of Business Administration, Ramkhamhaeng University, Master of Business Administration (Planning Accounting) Kasetsart University and Master of Public Administration Ramkhamhaeng University No securities holding or shareholding in the Company Attendance of the Board of Directors Meeting 8 times out of 8 times and Attendance of the Executive Committee Meeting 12 times out of 12 Number of years in office 13 years 11 months

The process of recruiting directors is as follows:

1. In order to comply with the policy of promoting good corporate governance and shows the fair and equitable treatment of all shareholders. to be representatives in the performance of duties as directors of the Company in advance From January 16, 2023 until February 17, 2023, it appeared that no shareholder nominated a person for consideration. to be elected as a director of the Company in any way

2. Nomination and Remuneration Committee Acknowledge the name of the director who will retire by rotation. and consider recruiting outsiders to nominate for selection for the position of director

3 . Nomination and Remuneration Committee Consider and select appropriate persons to be directors of the Company. from the proposed list by the person who will be appointed as a director of the Company Must have qualifications and not have prohibited characteristics as required by law.

4. Nomination and Remuneration Committee Select and nominate qualified persons to be the Company's directors. to replace the directors who are due to retire by rotation to the Board of Directors' meeting. for consideration and proposing to the Annual General Meeting of Shareholders for the year 2023

According to the Nomination and Remuneration Committee Meeting No. 1/2023, held on February 28, 2023, acknowledged the list of directors who will retire by rotation at the 2023 Annual General Meeting of Shareholders and jointly considered the nomination of directors. replacing the directors who have retired by rotation The person nominated this time has been considered in accordance with the process specified by the company. by considering and selecting persons with suitable qualifications The Audit Committee has considered and screened the qualifications, experiences, and expertise of all 3 directors who retired by rotation this time and is of the view that all 3 directors are knowledgeable, capable, and qualified to be directors as specified. 2535 and the rules of the Securities and Exchange Commission and the Company's regulations. Therefore, it was

deemed appropriate to propose the appointment of all 3 directors who had to retire by rotation this time. back in office for another term

The Board of Directors (In which the involved directors did not participate in the consideration) was considered based on the recommendation of the Nomination and Remuneration Committee to suitability and maximum benefit of the company. It was seen that the directors who were nominated this time in the amount of 3 persons as mentioned above Which has been through a process of screening and careful consideration The Board of Directors is careful that he has qualifications suitable for the Company's business operations and suitable knowledgeable and working experiences that are beneficial to the Company and are also independent directors who can express their opinions independently and in accordance with relevant criteria. Sufficient time to perform duties as a director and fully qualified According to the Public Limited Companies Act B.E. 2535 and relevant notifications of the Capital Market Supervisory Board Therefore, it was deemed appropriate to appoint 3 directors who retired by rotation, namely:

1. Mr. Teerataht Poshyananda
2. Mr. Piboon Vorravanpreecha
3. Mr. Sompijit Chaichanajarak

to return to the position for another term and presented to the shareholders' meeting for approval.

Voting for this agenda must be passed by a majority vote of the shareholders attending the meeting and having the right to vote. By proposing to the shareholders' meeting to consider and appoint all 3 directors individually.

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

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

**Resolution of the meeting:** Resolved to approve the appointment of 3 directors in replacement of those who retired by rotation to resume their positions as independent directors of the Company for another term, by voting for the appointment of directors individually. Voting details are as follows:

(1) Approved the appointment of Mr. Teerathat Poshyananda as Director/Nomination and Remuneration Committee/Chairman of the Audit Committee/Independent Director. re-appointed as an independent director of the Company for another term with the following votes:

Agreed	10,225,732,956	Votes	Percentage	99.9679	number of votes attending the meeting and having the right to vote
Disagreed	3,279,900	Votes	Percentage	0.0321	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

(2) Approved the appointment of Mr. Phiboon Voravanprecha as Director/Audit Committee/Sustainability and Risk Management Committee/Independent Director. re-appointed as an independent director of the Company for another term with the following votes:

Agreed	10,225,732,956	Votes	Percentage	99.9679	number of votes attending the meeting and having the right to vote
Disagreed	3,279,900	Votes	Percentage	0.0321	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

(3) Approved the appointment of Mr. Sompjitt Chaichanajarak Position Director/Member of the Sustainability and Risk Management Committee re-appointed as an independent director of the Company for another term with the following votes:

Agreed	10,229,012,856	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

#### **Agenda 6 To consider and approve the determination of directors' remuneration for the year 2023**

The Chairman assigned Mr. Sompjitt to Victory Jarak Director and Company Secretary was the person who clarified the facts on this agenda.

Mr. Sompjitt Chaichanajarak informed the meeting that The Public Limited Companies Act B.E. 2535, Section 90 stipulates that the remuneration of directors shall be in accordance with the resolution of the shareholders' meeting. Which consists of a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. The Nomination and Remuneration Committee has considered the remuneration of directors for the year 2023 with criteria for consideration compared to listed companies in the same industry. according to performance The size of the business, duties, responsibilities and suitability to the current economic situation. Therefore, the remuneration for the Board of Directors for the year 2023 is determined in the amount not exceeding 7.5 million baht, including special remuneration as a bonus at the rate of 0.75% of net profit and the company has profits, but limited to a maximum of 500,000 baht / person / year, inspection fees. Health and medical treatment up to a maximum of 3,000,000 baht/person/year and accident insurance and health insurance up to a maximum of 100,000 baht/person/year.

The remuneration of the Board of Directors that was previously approved by the shareholders' meeting for the past 5 years can be summarized as follows :

Year	number of directors	AGM approved	actually use	% actually use
2018	7	5.0 million baht	3.70 million baht	67%
2019	7	5.5 million baht	4.28 million baht	78%
2020	7	5.5 million baht	5.07 million baht	92%
2021	7	5.5 million baht	4.09 million baht	74%
2022	9	7.5 million baht	4.58 million baht	61%

Details of remuneration for directors for the year 2023 are as follows:

No.	Director's Remuneration	2018	2019	2020	2021	2022	Year 2023 (Guidelines)	Remark
1	<b>Monthly Compensation</b>							
	1.1 Chairman	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	per month/per person
	1.2 Director	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	
2	<b>Meeting Allowance</b>							
	2.1 Chairman of the Board	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	per time/per person
	2.2 company director	20,000.00	20,000.00	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	25,000.00	25,000.00	
	2.4 Audit Committee	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	
	2.5 Chairman of the Nomination and Remuneration Committee	12,500.00	12,500.00	12,500.00	12,500.00	12,500.00	12,500.00	
	2.6 Nomination and Remuneration Committee	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	
	2.7 Chairman of the Sustainability and Risk Management Committee	-	-	-	-	-	12,500.00	
	2.8 Member of the	-	-	-	-	-	10,000.00	

No.	Director's Remuneration	2018	2019	2020	2021	2022	Year 2023 (Guidelines)	Remark
	Sustainability and Risk Management Committee							
3	Health check-up and medical expenses	200,000	200,000	200,000	200,000	200,000	300,000	per person/per year
4	Bonus	Remuneration as a bonus at the rate of 0.25% of total assets increased by the company must have profit, but limited to a maximum of 500,000 baht/person/year				Special compensation which is a bonus at the rate of 0.75% of net profit and the company has profit but is limited to a maximum of 500,000 baht / person / year		in 5 years In the past, no bonus has been paid to directors.
5	Accident and health insurance					a maximum of 100,000		per person/per year
6	Special interest or any other benefits	None of the Board of Directors has any special interests or any other benefits. different from other committees						-

In this regard, the Board of Directors shall determine the conditions. Details and rates of remuneration for directors and sub-committees as appropriate Details of the scope of duties and responsibilities of the Board of Directors Audit Committee and the Nomination and Remuneration Committee.

The Board of Directors has considered It was agreed that the shareholders' meeting should approve the remuneration of the Board of Directors for the year 2023 in the amount of not more than 7.5 million baht, including medical examination and medical expenses of not more than 300,000 baht/person/year and accident insurance and health insurance of not more than 100,000 baht. / person / year and special remuneration that is a bonus at the rate of 0.75% of net profit and the company has profits, but limited to a maximum of 500,000 baht / person / year. as proposed

In this agenda, a resolution must be passed by a vote of not less than 2/3 of the shareholders attending the meeting and having the right to vote

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

- Shareholder Mr. Thongkam Piyathirawong attended the meeting in person. Inquire via Chat system: Why is there medical expenses for the directors this year? And which companies are like this?

The Chairman assigned Mr. Sompijit Chaichanajarak to Director and Company Secretary is a clarifier of facts.

Mr. Sompjitt Chaichanajarak Director and Company Secretary informed the meeting that Medical expenses come every year. For the year 2022, the maximum health check-up and medical treatment fee is not more than 200,000 baht / person / year, but in 2023 it has increased to The maximum is not more than 300,000 baht/person/year because the company considers that directors are personnel who are the brains and supervise of the company. which many directors are of considerable age Maintaining good health is essential and important for companies to take care of. And there are many companies listed on the stock exchange that are aware of this.

Mr. Vissanu Thepcharoen, Chairman of the Board further informed the meeting that In the past, the directors' health check-up and medical expenses were not exceeded as specified.

- Shareholder Mr. Thongkam Piyathirawong attended the meeting in person. Inquiries via Chat system: If the cost of health check-ups and medical treatment from actual use in the past year is not much used. Why should I add it this year?

Mr. Vissanu Thepcharoen, Chairman of the Board informed the meeting that It is an adjustment according to the higher cost of living.

Mr. Sompjitt Chaichanajarak Director and Company Secretary further informed the meeting that From the information described in the table of remuneration for the Board of Directors last year. It can be seen that the directors actually spent 4.58 million baht or 61% only, and this year it has been approved for 7.5 million baht. Over the past 5 years, the Board of Directors has used remuneration as necessary.

The Chairman gave the shareholders an opportunity to ask questions and express additional opinions.

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

**Resolution of the meeting:** Resolved to approve the Board of Directors' remuneration for the year 2023 in the amount not exceeding 7.5 million baht, which includes health check-up and medical expenses up to 300,000 baht/person/year and accident insurance and health insurance up to 100,000 baht/person/year and Special remuneration as a bonus at the rate of 0.75% of net profit and the company has profits but limited to a maximum of 500,000 baht/person/year with the following votes:

Agreed	10,228,993,015	Votes	Percentage	99.9998	number of votes attending the meeting and having the right to vote
Disagreed	19,841	Votes	Percentage	0.0002	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 7 To consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2023**

The Chairman assigned Mr. Sompijit to Victory Jarak Director and Company Secretary was the person who clarified the facts on this agenda.

Mr. Sompijit Chaichanajak informed the meeting that To comply with Section 120 of the Public Limited Companies Act B.E. and determine the annual audit fee of the company, and the Office of the Securities and Exchange Commission has issued a guideline announcement No. Por. 5/2561 regarding the guidelines for the rotation of auditors in the capital market and the waiver of the rotation of auditors in the capital market. Has determined that the company is listed on the stock exchange. Provide auditor rotation If such auditors have performed their duties for 7 fiscal years whether consecutively or not. If due, there must be a gap of 5 fiscal years, with the turnover not necessary to change a new auditing firm. The company can appoint other auditors in that auditing firm to replace the former auditors.

The Audit Committee Meeting No. 1/2023, held on February 28, 2023, considered, and agreed to select an auditor from A.M.T. The company's auditor for the year 2023 to promote independence in auditing and giving auditor's opinion. And build confidence among investors and shareholders of the Company in making investment decisions It is also regarded as complying with the rules for the rotation of auditors of the Office of the Securities and Exchange Commission (SEC)

The Audit Committee therefore proposed to the Board of Directors Consider approving the appointment and determination of the audit fee from the office of A.M.T. Associate, the auditor is independent. professional have appropriate experience He works very well and is an auditor approved by the Securities and Exchange Commission. Also, the auditor There is no relationship and/or conflict of interest between the auditor and the Company/subsidiaries/executives/major shareholders. or persons related to such persons in a manner that will affect the independent performance of duties in any way The list of auditors of the Company for the year 2023 is as follows:

No.	Name of auditors	Certified Public Accountant	Number of years of auditing for the company
		No.	
1	Mr. Chaiyut Angsuwithaya	3885	- Years
2	Mrs. Natsarak Sarochanunjeen	4563	- Years
3	Ms. Daranee Somkamnero	5007	- Years
4	Ms. Jarunnee Nuammae	5996	- Years
5	Mr. Siramate Akkharachotkullanun	11821	- Years

In this regard, the Company's auditor, the subsidiary's auditor and associated companies under the same audit firm There are also subsidiaries and associated companies in foreign countries that will ensure that financial statements can be prepared in a timely manner.

One of the auditors Have the power to audit and sign to certify the financial statements and consolidated financial statements. of the company for the year 2023, detailed profiles of 5 auditors (as shown in attachment 4)



Auditor's Remuneration	(A.M.T) 2023	Auditor for the year 2022
<b>Annual financial statements audit fee</b>		- Audit fee
Nusasiri Public Company Limited	4,728,000.00	= 12,500,000
consolidated financial statements		- Other expenses audit fee
Other expenses such as travel expenses	charged according to the amount actually paid	= 3,384,567
<b>Interim/Quarter Financial Statement Audit Fee</b>		
Nusasiri Public Company Limited	4,560,000.00	
consolidated financial statements		
Other expenses such as travel expenses	charged according to the amount actually paid	
<b>รวม</b>	<b>9,288,000.00</b>	<b>15,884,567.00</b>

**Remark :** The audit fee for the year 2023 does not include other expenses such as travel expenses, postage fees, facsimile fees, and overtime, which can be reimbursed according to the actual amount paid.

The Board of Directors has considered It was deemed appropriate for the shareholders' meeting to approve the appointment of auditors from A.M.T. Associated Company Office to help promote independence in auditing and providing auditors' opinions and build confidence among investors and shareholders of the Company in making investment decisions It is regarded as complying with the rules for the rotation of auditors of the Office of the Securities and Exchange Commission (SEC) The list of examinees is as follows:

1. Mr. Chaiyut Angsuwithaya Certified auditor No. 3885 or
2. Mrs. Natsarak Sarochanunjeen Certified auditor No. 4563 or
3. Ms. Daranee Somkamner Certified auditor No. 5007 or
4. Ms. Jarunee Nuammae Certified auditor No. 5996 or
5. Mr. Siramate Akkharachotkullanun Certified auditor No. 11821

To be the Company's auditor for the year 2023, The remuneration is 9,288,000 baht. excluding other expenses such as travel expenses, postage fees, fax fees, overtime fees, which are requested to be reimbursed at the amount actually paid

Voting for this agenda must be passed by a majority vote of the shareholders attending the meeting and having the right to vote.

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

- Shareholder Mr. Thongkam Piyathirawong attended the meeting in person. Inquiry via chat chat system and checking or accounting Other companies with directors holding shares or not.

The Chairman assigned Mr. Sompijit Chaichanajarak to Director and Company Secretary is a clarifier of facts

Mr. Sompijit Chaichanajarak Director and Company Secretary Informed the meeting that A.M.T. Associates Office did not go to inspect other companies that have directors holding shares. There are only

companies holding shares of other companies, such as Demco Public Company Limited, using the same auditing firm as a subsidiary of Nusasiri Public Company Limited.

The Chairman gave the shareholders an opportunity to ask questions and express additional opinions.

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

**Resolution of the meeting:** Resolution approving the appointment of an auditor from the office of A.M.T. Associated by appointing Mrs. Natsarak Sarochanunjeen Certified auditor No. 4 5 6 3 and/or Mr. Chaiyut Angsuwithaya Certified auditor No. 3 8 8 5 and/or Ms. Jarunee Nuammae Certified auditor No. 5 9 9 6 and/or Ms. Daranee Somkamnero Certified auditor No. 5007 and/or Mr. Siramate Akkharachotkullanun Certified auditor No. 11821 To be the Company's auditor for the year 2023, The remuneration is 9,288,000 baht. excluding other expenses such as travel expenses, postage fees, fax fees, overtime fees, which are requested to be reimbursed at the amount actually paid. with the following votes:

Agreed	10,229,012,856	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

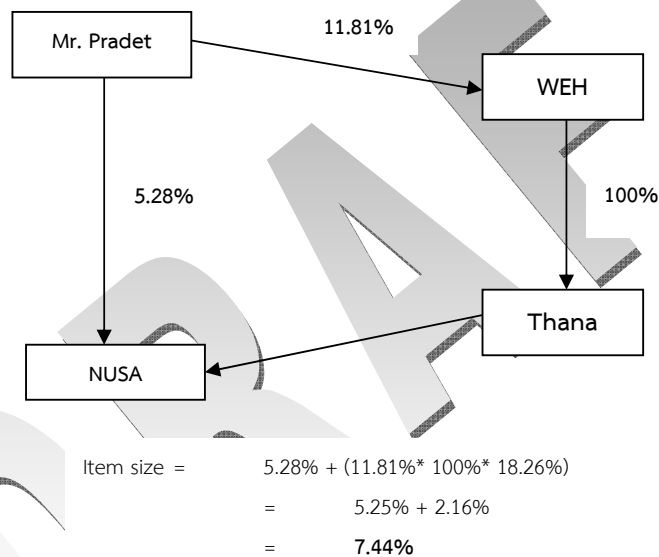
**Agenda 8 Consider and approve the ratification of connected transaction for a purchase of DEMCO shares**

The Chairman assigned Mr. Sompijit Chaichanajak to Director and Company Secretary was the person who clarified the facts on this agenda.

Mr. Sompijit Chaichanajak informed the meeting that Details of this agenda were added after sending the invitation letter to the shareholders. The additional information will have a color bar. And such information has been sent through the SET system on April 21, 2023.

As the company borrowed money from Thana Power Holding Co., Ltd. in the amount of 600 million baht, the interest rate was 8.75% per year, the loan period was 6 months, and the shares of Wind Energy Holding Company was secured. Co., Ltd. amounting to 2.60 million shares, representing 2.39% of the paid-up capital of WEH and a margin account of 250 million baht at an interest rate of 5.15% per year from Yuanta Securities (Thailand) Co., Ltd., secured by 50 million shares of DEMCO. shares representing 6.85 percent of the total number of shares sold of DEMCO for the purchase of shares of Demco Public Company Limited (“DEMCO”) from Thana Power Holding Company Limited Ms. Nanthida Kitti-Itsaranon Ms. Janejira Kitti-Itsaranon and Mr. Kamthorn Kitti-Itsaranon, totaling 170 million shares, totaling 850 million baht, representing 23.28 percent of the total number of shares sold of DEMCO.

As of December 30, 2022, the company has reported information to the Stock Exchange of Thailand regarding clarification of additional information in the financial statements for the 3rd quarter of the year 2022 and significant investments. that The said transaction is not considered a connected transaction, that is, the Company purchased DEMCO shares from Thana Power Holding Company Limited. Kittiitsaranon Ms. Janejira Kittiitsaranon and Mr. Kamthorn Kittiitsaranon by Ms. Nuntida Ms. Jenjira and Mr. Kamthorn hold shares in the company as of September 30, 2022 in the proportion of 4.94, 4.37 and 3.93 respectively. The 3 shareholders are not defined as connected persons as directors or executives. and shareholders of more than 10 percent of the company in any way. For Thana Power Holding Co., Ltd. holding 18.26 percent of the company's shares, there is an Ultimate Share Holder, Mr. Pradej Kittiitsaranon. holding 5.28% of the Company's shares and holding 11.81% of WEH's shares and WEH holding 100% of Thana Power Holding Co., Ltd.'s shareholding ratio according to the definition of a major shareholder as follows:



The Company therefore considered that the transaction was not considered a connected transaction. Since the Company's shareholding percentage is not more than 10 percent, therefore, it has reported to the Stock Exchange of Thailand for acknowledgment.

Later, the stock exchange have argued with the company Regarding the aforementioned transaction, it was considered a connected transaction, and the Company therefore considered the details of such transaction again and found that Thana Power Holding Co., Ltd. holds 18.26 percent of the Company's shares, which is a major shareholder. Holding more than 10 % of shares according to the Notification of the Capital Market Supervisory Board No. TorJor. Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 dated November 19, 2003 and its amendments. ("Connected Transaction Notifications"), which calculates the size of the acquisition of DEMCO shares of 90.73 million shares at the price of 5 baht per share, is equal to 453.65 million baht or 4.93% of the net tangible assets of the Company. (NTA) according to the reviewed consolidated financial statements of the Company ended September 30, 2022 (the net tangible asset value of the Company as of September 30, 2022 was 9,195.27 million baht) and when

combined with the transaction size of the financial assistance transaction, the total transaction size was 479.90 million baht. It accounted for 5.22 percent of NTA, which was more than 3 percent of NTA.

The transaction therefore falls within the scope of disclosure criteria. Therefore, ratification and approval must be obtained from the shareholders' meeting of the Company. to consider and approve the connected transaction and must have an independent financial advisor (IFA) to comment on the transaction.

Therefore, in order to comply with the principles of good governance The management would like to propose to the Board of Directors to consider ratifying the connected transaction for the purchase of DEMCO shares and to propose to the Annual General Meeting of Shareholders for approval on April 28, 2023. *(Details are shown in attachment 5)*

**Opinion of the Independent Financial Advisor (IFA):** Details of the opinion of the Independent Financial Advisor (Details appear in Enclosure 6)

**Management's Opinion on the Opinion of the Independent Financial Advisor (IFA) is as follows:**

There are 4 methods for valuing DEMCO IFA shares. Each method shows that the price of DEMCO shares is 5.42-9.86 baht higher than the purchase price of 5.00 baht, except the cash flow discount method. which is the lowest appraisal and the IFA sees that it is an appropriate method The Board of Directors did not agree because the assumptions and information used in the assessment may have deviated from reality in some parts, for example:

1. The valuation of cash flow from investment Aoelus does not reflect the entire project.
2. As of December 31, 2022, investments in wind power business in Aoelus 1,500 million baht and in WEH 1,900 million baht are not fully appraised.
3. Dividend estimation based on the average net profit of WEH in 2021 and 2022 that are 5,319.55 million baht and 3,912.76 million baht (because the financial statements for the year 2022 have not yet been completed) Fact Currently, the financial statements for the year 2022 have been received, WEH has a profit. Net 5,283 million baht, which the IFA estimates the profit is much lower than the reality. As a result, the cash flow received from dividends in the DCF calculation is less than the fact.
4. The valuation period is too short, i.e. takes the year 2022-2027, which 2022 is a year that is quite affected by the economic situation. cause the cash flow to be lower than reality.
5. Valuation of EPC works is used to assess Terminal Value by using Growth from 2022 equal to 0%, which is inconsistent with with the economic expansion and energy expansion which is more than 5 0 % and DEMCO is already a player in the EPC market.
6. The financial cost for the calculation is used at 9.5%, which is higher than the actual cost of DEMCO, which costs no more than 8%. Therefore, if using the method according to the IFA formula, it will be worth 4.32 baht and adjusted with the investment price in 2 companies accordingly. Clauses 1.2 and 1.3 which make the added value approximately 1.19 baht, so the price of DEMCO should be at 5.51 baht.

**Opinion of the Audit Committee :** The Audit Committee has considered based on the information presented by the management. and see information from consultants. Then there are comments as following:

1. The amount of 600 million baht requesting financial assistance from THANA has a loan period of 6 months, secured by a share pledge of Wind Energy Holding Co., Ltd. ("WEH"), amounting to 2.60 million shares,

is appropriate and The interest rate at 8.75 percent per year is slightly higher than the highest interest rate on long-term loans from financial institutions of the Company in 2022 at 8.70. And when comparing the ratio of debt to collateral value based on the fair value of WEH shares, approximately 50% of the collateral value. Reasonable

2. The investment in DEMCO ordinary shares is in line with the Company's strategy to increase investment in energy and related businesses. Because the company sees that it is a business with high growth and DEMCO is a leading company in the business of construction of electrical systems and power generation systems. And investing in the proportion of 23.38% allows the company to send representatives to supervise the management of DEMCO. To help support and cooperate with the energy business that the company Investing in WEH makes it mutually beneficial because DEMCO undertakes construction and engineering installation for WEH, leading to revenue growth in both businesses, resulting in the Company receiving the highest benefit as a shareholder. both companies

3. The purchase of Big lot of DEMCO ordinary shares in the proportion of 23.38% at the price of 5.00 baht per share is a price determination from negotiation and agreement between the Company and the seller. which is lower than the weighted average closing price of DEMCO's shares calculated retroactively for 7 consecutive business days prior to the transaction date. Between November 15, 2022 and November 23, 2022, equal to 5.30 baht per share (Information from SETSMART at [www.setsmart.com](http://www.setsmart.com)) is appropriate. Because the price is still lower than the Book Value (5.74 baht) and lower than the market price at that time (market price for 7-15 days at the price of 5.17-5.42 baht), as well as comparing prices with many other companies in same business.

4. Audit Committee I have asked the management. Confirmed that if shareholders do not approve the ratification of this transaction The seller will buy DEMCO shares back at the same price according to the seller's informal agreement, which the seller is a connected person and a major shareholder.

5. Although NUSA is in the real estate sector, the company currently has four core businesses: real estate; Service and tourism business Medical and health business and energy business The acquisition of DEMCO shares is also an energy-related business and NUSA wants to invest more in the energy business, which is in line with the company's strategy in Article 2.

**Opinion of the Board of Directors:** Although the Independent Financial Advisor (IFA) has an opinion that the purchase price of shares is not appropriate, therefore, entering into this transaction is not appropriate in terms of price. but the committee saw that Investing in DEMCO shares and receiving financial assistance from major shareholders have opinions in line with the opinions of the Audit Committee and saw that such items This will result in synergy for maximum benefits and create sustainability for the company in the new business, namely the energy business that the company aims to increase the proportion of investment in the future. The aim is to invest in WEH shares to increase the proportion enough to be able to send agents to supervise business operations. Therefore, it was deemed appropriate for the shareholders' meeting to consider and approve the ratification of the connected transaction relating to the purchase of DEMCO shares. The Board of Directors is of the opinion that To return the stock trading condition back to the seller of the original stock price. If any damage

occurs, the seller of shares will be responsible for the full amount of the sale of the shares. and saw that the number of shares held by the Company has been made possible to send agents to supervise DEMCO with what the company has already paid and various transaction conditions is appropriate In addition to the opinions in the meeting invitation letter and the message mentioned above There are additional comments on questions from the SET. In which, the company has informed such additional opinions through the news system of the Stock Exchange of Thailand on April 21, 2023.

Voting for this agenda must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote. The shareholders who have interests in the purchase of ordinary shares of DEMCO from THANA and do not have the right to vote in the shareholders' meeting to approve this transaction consist of Thana Power Hole Company Limited. Ding Co., Ltd. Mr. Pradej Kitti-Itsaranon Ms. Nuntida Kitti-Itsaranon Ms. Janejira Kitti-Itsaranon and Mr. Kamthorn Kitti-Itsaranon and combine DD Mart Holding Co., Ltd., which is the seller and related persons of the seller both directly and indirectly.

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

- Shareholder Mr. Thongkam Piyathirawong attended the meeting in person. Inquiries via Chat system: I would like to know opinions of Independent Director, Mr. Teerathat Poshyananda.

Mr. Teerathat Poshyananda, Independent Director, informed the meeting that

1. In purchasing shares of Demco Public Company Limited this time is a transaction for the benefit of Nusasiri Public Company Limited to expand its business in the energy industry.

2. Investment price in the new accounting standards The price of the purchase of shares will be equal to the market price. The market price when the company bought shares was 6.50 baht (approximately), but the company bought shares at a price of 5.00 baht. Therefore, according to accounting standards, if closing the account, the company would have a profit of 1.50 baht per share (approximately). It is of the opinion that such transactions are beneficial in terms of synergy with the company's partners. should have to do list

The Chairman gave the shareholders an opportunity to ask questions and express additional opinions.

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

**Resolution of the meeting:** Resolved to approve the ratification of the connected transaction for the acquisition of DEMCO shares with the following votes:

Agreed	4,917,676,066	Votes	Percentage	99.9333	number of votes attending the meeting and having the right to vote
Disagreed	3,279,940	Votes	Percentage	0.0667	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 9 Consider and approve the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company (NUSA-W5) Free of charge (zero baht) to existing shareholders at the ratio of 5 existing ordinary shares per warrant. Exercise 1 unit at the exercise price of 1 baht per share, not more than 2,761,893,722 units. excluding shareholders whose holding of such share would cause the Company to be under the obligations of any international laws (Preferential Public Offering : PPO)**

The Chairman assigned Mr. Sompjitt Chaichanajak to Director and Company Secretary was the person who clarified the facts on this agenda.

Mr. Sompjitt Chaichanajak informed the meeting that due to the company It is necessary to find funding sources. To increase the liquidity and working capital of the company's business operations. And its subsidiaries as well as helping to enhance the company have a stronger capital base To prepare for future investment, the Company intends to issue warrants to purchase ordinary shares of the Company (NUSA-W5) in the amount of not more than 2,761,893,722 units (two thousand seven hundred sixty one million eight hundred and ninety thousand three thousand seven hundred and twenty two units) to accommodate the exercise of the warrants to purchase ordinary shares of the Company will be issued and allocated to the existing shareholders of the Company who subscribe for the warrants to purchase ordinary shares of the Company. No. 5 (NUSA-W5) (excluding shareholders whose holding of such share would cause the Company to be under the obligations of any international laws (Preferential Public Offering: PPO)) at no cost, in the ratio of 5 ordinary shares per 1 unit of warrants and 1 warrant to purchase 1 ordinary share at the exercise price of 1.00 baht per share, if any The remainder of the warrants is calculated according to the warrant allocation ratio. to cut off such scraps in whole amount Preliminary details of the issuance of warrants to purchase ordinary shares NUSA-W5 (shown in attachment 8)

In addition, it is deemed appropriate to propose that the shareholders' meeting consider and approve the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person assigned by the Board of Directors or the Executive Committee. Or Chief Executive Officer is authorized to take any action related to the issuance and allocation of NUSA-W5 Warrants, including the following actions:

(1) Determination, amendment, addition, details, procedures and other conditions related to the issuance and allocation of warrants (NUSA - W5), as well as any other actions related to the issuance and allocation of warrants (NUSA - W5). ) And overseeing the delivery of information and disclosure of relevant details of the Stock Exchange of Thailand.

(2) Signing, amending, changing, contacting, or notifying the details in the application documents and evidence necessary and relevant to the issuance and allocation of such Warrants (NUSA - W5), including contacting and application for permission such documents and evidence to the Ministry of Commerce Securities and Exchange Commission Stock Exchange of Thailand government agencies or other relevant agencies and the use of the warrants to purchase ordinary shares of the Company (NUSA-W5) and the Company's newly issued ordinary shares Listed on the Stock Exchange of Thailand and have the power to take any other actions necessary and appropriate for the issuance, offering and allocation of warrants to purchase ordinary shares (NUSA-W5) of the Company's newly issued ordinary shares. accomplished

(3) Take any other actions necessary and appropriate in connection with the issuance and allocation of NUSA-W5 Warrants in order to accomplish the actions specified above.

The Board of Directors has considered It was deemed appropriate for the shareholders' meeting to approve the issuance of warrants to purchase ordinary shares of the Company in the amount of 2,761,893,722 units to accommodate the exercise of the warrants to purchase ordinary shares of the Company to be issued and allocated to the existing shareholders. of the Company who subscribed to the warrants to purchase ordinary shares of the Company No. 5 (NUSA-W5) according to the details proposed above in all respects.

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

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

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

**Resolution of the meeting:** Resolved to approve the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company (NUSA-W5) at no cost (zero baht) to existing shareholders at a ratio of 5 existing ordinary shares per 1 warrant. units at the exercise price of 1 baht per share, not exceeding 2,761,893,722 units, which are not allocated to shareholders who will make the company liable under foreign laws. with the following votes:

Agreed	10,229,012,856	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 10** Consider approving a reduction of the Company's registered capital in amount of 907,016,787 baht from registered capital of 14,716,485,397 baht to 13,809,468,610 baht by canceling the unissued ordinary shares 907,016,787 at a par value of 1 baht per share and consider approving the amendment to Clause 4 of the Company's Memorandum of Association to be according with reduction of the Company's registered capital

The Chairman assigned Mr. Sompijit Chaichanajak to Director and Company Secretary was the person who clarified the facts on this agenda.

Mr. Sompijit Chaichanajak informed the meeting that According to the Public Limited Companies Act B.E. 2535, Section 136 (including any amendments), which states that A public limited company may increase its registered capital by issuing more new shares. This can be done when all shares have been issued and all



shares have been paid. Unless the unissued shares are shares issued to support convertible debentures or share warrants.

For this reason, the company It is necessary to reduce the registered capital by canceling the registered shares that have not yet been sold of the Company in the amount of 907,016,787 shares (consisting of : remaining from the exercise of NUSA-WC warrants in the amount of 453,999,087 shares and Private Placement, 453,017,700 shares) with a par value of 1 baht per share, totaling 907,016,787 baht.

When the meeting unanimously resolved that the Company Registered capital has been reduced Therefore, the meeting was requested to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of registered capital as follows:

“Article 4. Registered capital of	13,809,468,610	baht	(thirteen thousand eight hundred nine million four hundred sixty-eight thousand six hundred ten baht)
divided into	13,809,468,610	share	(thirteen thousand eight hundred nine million four hundred sixty-eight thousand six hundred and ten shares
par value		1.00	baht (one baht)
divided into			
ordinary shares	13,809,468,610	share	(thirteen thousand eight hundred nine million four hundred sixty-eight thousand six hundred and ten shares
Preferred stock		- share	(-share )

Therefore, in this regard, it was proposed that the meeting consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase in registered capital. There must be a resolution of the shareholders' meeting to make such amendments before being able to register the amendments with the Registrar within 14 days from the date of the resolution of the shareholders' meeting.

The Authorization Board of Directors or board of directors or Chief Executive Officer or authorized directors to act on behalf of the company or the person assigned by those mentioned above Is authorized to take any action regarding the registration, capital reduction and/or amendment of the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any action necessary to comply with the order of the Registrar. to complete such registration.

The Board of Directors has considered It was deemed appropriate for the shareholders' meeting to approve the reduction of the Company's registered capital. According to the law by canceling registered shares that have not yet been issued in the amount of 907,016,787 shares of the par value of 1 baht per share before proceeding with the capital increase in the next order. which is valued at 1 baht per share, totaling 907,016,787 baht from the original registered capital of 14,716,485,397 baht, thus remaining the new registered capital amount 13,809,468,610 baht, divided into ordinary shares of 13,809,468,610 shares 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. due to the reduction of the registered capital, according to the details proposed above in all respects

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

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

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

**Resolution of the meeting:** Resolved to approve the reduction of the registered capital of the company in the amount of 907,016,787 baht from the registered capital of from 14,716,485,397 baht to 13,809,468,610 baht by canceling 907,016,787 unissued ordinary shares at the par value of 1 baht per share and consider approving the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. with the following votes:

Agreed	10,229,012,856	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 11** Consider approving an increase of the Company's registered capital in amount of 2,761,893,722 baht from registered capital after reduction in amount of 13,809,468,610 baht to a new registered capital of 16,571,362,332 baht by issuing new ordinary shares in amount of 2,761,893,722 shares with a par value of 1 baht per share, totaling 2,761,893,722 baht, for support the exercise of warrants to purchase ordinary shares of the Company No. 5 (NUSA-W5) and approved the amendment of Clause 4. of the Company's Memorandum of Association to be according with increase of the Company's registered capital.

The Chairman assigned Mr. Sompijit Chaichanajak to Director and Company Secretary was the person who clarified the facts on this agenda.

Mr. Sompijit Chaichanajak informed the meeting that as the shareholders approved the issuance and allocation of 2,761,893,722 warrants to purchase ordinary shares of the Company (NUSA-W5) to the existing shareholders. The exercise ratio is 1 unit can buy 1 ordinary share at the price of 1 baht, with the objective of increasing liquidity and working capital in the Company's business operations. and its subsidiaries as well as helping to enhance the company Have a stronger capital base and create readiness for future investments and reduce debt Therefore, it is necessary to issue additional shares to support the exercise of such warrants.

Therefore, it was deemed appropriate for the shareholders' meeting to approve the increase of the Company's registered capital in the amount of 2,761,893,722 baht from the registered capital after reduction of

13,809,468,610 baht to a new registered capital of 16,571,362,332 baht by issuing new ordinary shares in the amount of 2,761,893,722 shares with a par value of 1 baht per share, totaling 2,761,893,722 baht, and approved 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. Memorandum of Association at the Department of Business Development Ministry of Commerce Has the power to amend and add wording to comply 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 be in line with capital increase as follows:

“Article 4. Registered capital of 16,571,362,332 baht (sixteen thousand five hundred seventy-one million three hundred sixty-two thousand three hundred thirty-two baht)  
 Divided into 16,571,362,332 shares (sixteen thousand five hundred seventy-one million three hundred sixty-two thousand three hundred thirty-two shares)  
 Par value of 1.00 baht per share (one baht only)  
 divided into  
 Ordinary shares 16,571,362,332 shares (sixteen thousand five hundred seventy-one million three hundred sixty-two thousand three hundred thirty-two shares)  
 Preferred shares - shares (- shares)”

by authorization Board of Directors or board of directors or Chief Executive Officer or authorized directors to act on behalf of the company or the person assigned by those mentioned above Is authorized to take any action regarding the registration, capital increase and/or amendment of the Memorandum of Association at the Department of Business Development. Ministry of Commerce and have the power to take any action necessary to comply with the order of the Registrar. to complete such registration

The Board of Directors has considered it was deemed appropriate for the shareholders' meeting to approve the increase of the Company's registered capital in the amount of 2,761,893,722 baht from the registered capital after capital reduction in the amount of 13,809,468,610 baht in the amount of 16,571,362,332 baht by issuing new ordinary shares in the amount of 2,761,893,722. shares with a par value of 1 baht per share, totaling 2,761,893,722 baht, to accommodate the exercise of the warrants to purchase ordinary shares of the Company No. 5 (NUSA-W5) and to approve the amendment to Clause 4. of the Company's Memorandum of Association in order to in line with the increase of the Company's registered capital according to the details proposed above in all respects

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

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

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

**Resolution of the meeting :** Resolved to approve the increase of the Company's registered capital in the amount of 2,761,893,722 baht from the registered capital after capital reduction in the amount of 13,809,468,610 baht to be in the amount of 16,571,362,332 baht by issuing new ordinary shares in the amount of 2,761,893,722

shares with a par value of 1 baht per share, totaling 2,761,893,722 baht, to accommodate the exercise of the warrants to purchase ordinary shares of the Company No. 5 (NUSA-W5) and to approve the amendment to Clause 4. of the Company's Memorandum of Association in order to in line with the increase of the Company's registered capital with the following votes :

Agreed	10,229,012,856	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 12 Consider and approve the amendment of the Company's Articles of Association**

The Chairman assigned Mr. Sompjijt Chaichanajarak to Director and Company Secretary was the person who clarified the facts on this agenda.

Mr. Sompjijt Chaichanajarak informed the meeting that in order for the Company's Articles of Association to be in accordance with the Public Company Limited Act (No. 4) B.E. 2565, it was announced in the Royal Gazette. And has been in effect since May 24, 2022, then proposed amendments to the Company's Articles of Association The details of the amendment to the Articles of Association are as follows;

Articles Association of the Company (Before editing)	Articles Association of the Company (After editing)
<p><b>Section 3 : Director and Authority of Director</b></p> <p>Article 2 3 . The chairman of the board shall call the meeting of the board of directors. If the position of Chairman is vacant or unable to perform his duty If there is a vice-chairman, the vice-chairman shall call the meeting. If the Vice Chairman is absent or unable to perform duties, the Managing Director shall call the meeting on his behalf. If the managing director is absent or unable to perform his duties, the senior directors in the order specified by the board of directors shall call the meeting of the board of directors.</p> <p>in convening a meeting of the Board of Directors The chairman of the board or a designated person shall send the meeting notice to the directors at least 7 days prior to the meeting date. Unless it is urgent to protect the rights or benefits of the Company. will notify the meeting by other means and set the date of the meeting earlier than that</p> <p>In case two or more directors request a meeting of the</p>	<p><b>Section 3 : Director and Authority of Director</b></p> <p>Article 23. The chairman of the board shall call the meeting of the board of directors. If the position of Chairman is vacant or unable to perform his duty If there is a vice-chairman, the vice-chairman shall call the meeting. If the Vice Chairman is absent or unable to perform duties, the Managing Director shall call the meeting on his behalf. If the managing director is absent or unable to perform his duties, the senior directors in the order specified by the board of directors shall call the meeting of the board of directors.</p> <p>in convening a meeting of the Board of Directors The chairman of the board or a designated person shall send the meeting notice to the directors at least 7 days prior to the meeting date. except in urgent cases to protect the rights or benefits of the Company The meeting may be <u>notified by electronic means or by any other means</u> and the date of the meeting may be scheduled earlier.</p> <p>In case two or more directors request a meeting of the Board</p>

Articles Association of the Company (Before editing)	Articles Association of the Company (After editing)
Board of Directors The chairman shall schedule the date of the meeting within fourteen days from the date of receipt of such request.	of Directors The chairman shall schedule the date of the meeting within fourteen days from the date of receipt of such request.
<p><b><u>Section 3: Director and Authority of Director</u></b></p> <p><b>Article 30.</b> The meeting of the Board of Directors of the Company shall be held in the locality where the Company's head office is located or nearby provinces or any other place as determined by the Chairman of the Board.</p>	<p><b><u>Section 3: Director and Authority of Director</u></b></p> <p><b>Article 30 .</b> The meeting of the Board of Directors of the Company shall be held in the locality where the Company's head office is located or nearby provinces or any other place as determined by the Chairman of the Board. <i>If it is a meeting via electronic media. The head office of the company shall be deemed the meeting place.</i></p>
<p><b><u>Chapter 4: Meeting of Shareholders</u></b></p> <p><b>Article 32.</b> The general meeting of the company shall be held in the locality where the company's head office is located. Or nearby provinces or at any other places as determined by the Board of Directors</p>	<p><b><u>Chapter 4: Meeting of Shareholders</u></b></p> <p><b>Article 32 .</b> The general meeting of the company shall be held in the locality where the company's head office is located. Or nearby provinces or at any other places as determined by the Board of Directors <i>If the meeting is organized via electronic media Assume that the company's head office is the meeting place.</i></p>
<p><b><u>Chapter 4 : Meeting of Shareholders</u></b></p> <p>Article 34. In notifying the shareholders' meeting The Board of Directors shall prepare a meeting invitation letter, place, date, time, and agenda. and matters to be presented to the meeting along with appropriate details It clearly states that it is a matter proposed for acknowledgment, approval or consideration, along with the opinion of the Board of Directors on such matter, and sent to the shareholders and the Registrar at least seven (7) days prior to the meeting date.</p> <p>In addition, the notice of the shareholders' meeting Advertise in a newspaper for 3 consecutive days at least 3 days before the meeting date.</p>	<p><b><u>Chapter 4 : Meeting of Shareholders</u></b></p> <p>Article 34. In notifying the shareholders' meeting The Board of Directors shall prepare a meeting invitation letter, place, date, time, and agenda. and matters to be presented to the meeting along with appropriate details It clearly states that it is a matter proposed for acknowledgment, approval or consideration, along with the opinion of the Board of Directors on such matter, and sent to the shareholders and the Registrar at least seven (7) days prior to the meeting date. In addition, the notice of the shareholders' meeting Advertise in a newspaper for 3 consecutive days at least 3 days before the meeting date.</p> <p><i>However, if the meeting call at that time It is a meeting call to arrange a meeting via electronic media. The company can send a meeting invitation letter. Notice, notice or advertisement of any message about the meeting about the company or any advertising message via electronic media instead</i></p>
<p><b><u>Chapter 4 : Meeting of Shareholders</u></b></p> <p>Article 35. Meeting of Shareholders There must be at least 25 shareholders and proxies (if any) attending the meeting or not less than half of the total number of shareholders.</p>	<p><b><u>Chapter 4 : Meeting of Shareholders</u></b></p> <p>Article 35 . Meeting of Shareholders There must be shareholders and proxies from shareholders (if any). Shareholders who can appoint proxies by electronic means</p>

Articles Association of the Company (Before editing)	Articles Association of the Company (After editing)
<p>and must hold shares amounting to not less than one-third of the total number of shares sold thus forming a quorum</p> <p>In case it appears that any shareholder meeting One hour after the scheduled time had passed. The number of shareholders attending the meeting did not constitute a quorum as specified. If the shareholders' meeting was called because of the request of the shareholders The meeting was suspended. If such meeting of shareholders was not convened at the request of shareholders Summon a new meeting and send a meeting invitation letter to shareholders at least 7 days before the meeting date. In the subsequent meeting, a quorum is not required.</p>	<p>can attend the meeting together at least 25 people or not less than half of the total number of shareholders. and must hold shares amounting to not less than one-third of the total number of shares sold Therefore, a quorum was formed.</p> <p>In case it appears that any shareholder meeting One hour after the scheduled time had passed. The number of shareholders attending the meeting did not constitute a quorum as specified. If the shareholders' meeting was called because of the request of the shareholders The meeting was suspended. If such meeting of shareholders was not convened at the request of shareholders Summon a new meeting and send a meeting invitation letter to shareholders at least 7 days before the meeting date. In the subsequent meeting, a quorum is not required.</p>

The Board of Directors has considered It was agreed that the shareholders' meeting should approve the amendment of the Company's Articles of Association.

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

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

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

**Resolution of the meeting :** Resolved to approve the amendment of the Company's Articles of Association with the following votes:

Agreed	10,229,012,856	Votes	Percentage	100.0000	number of votes attending the meeting and having the right to vote
Disagreed	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Abstained	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote
Voided Ballot	0	Votes	Percentage	0.0000	number of votes attending the meeting and having the right to vote

**Agenda 13 Other matters (if any)**

The Chairman gave shareholders the opportunity to ask questions and express their opinions on other matters.

Since there was no shareholder proposing additional matters. Asked any other questions, the Chairman thanked all shareholders for their time to attend this meeting. and asked to close the meeting

**The meeting was closed at 4:24 p.m.**

hereby certify that the minutes of the meeting are correct

Sign \_\_\_\_\_

(Mr. Visanu Thepcharoen)

Chairman of the Board of Directors / Chairman of the Meeting

Sign \_\_\_\_\_

(Mr. Sompijit Chaichanajarak)

Minutes Recorder