



# Invitation to the 2024 Annual General Meeting of Shareholders

Nusasiri Public Company Limited

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Friday, June 7<sup>th</sup>, 2024 at 10.00 hrs. via electronic means (e-Meeting)

No. NS-CS 2024/043

May 30<sup>th</sup>, 2024

Re: Invitation to the 2024 Annual General Meeting of Shareholders

Attention: Shareholders of Nusasiri Public Company Limited

- Enclosures:
1. A copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024
  2. The Company's 2023 annual report, 56-1 form (One Report)
  3. A copy of the 2023 yearly financial statement for the fiscal year ended December 31<sup>st</sup>, 2023
  4. Background of directors who are due to retire by rotation nominated for re-election for another term of office
  5. Information of directors' remuneration
  6. Articles of Association of the Company relating to the shareholders' meeting
  7. Guidelines for Registration of the Shareholders' Meeting via Electronic Means (e-Meeting), Appointment of Proxy and Voting Casting of the Shareholders' Meeting via Electronic Means (e-Voting)
  8. Information of the independent directors for proxy appointment
  9. Proxy Form A, Form B, and Form C
  10. Guidelines for attending the shareholders' meeting via electronic means - Inventech Connect

The Board of Directors' meeting No. 4/2024 of Nusasiri Public Company Limited (the "**Company**") held on May 7<sup>th</sup>, 2024 passed the resolution to approve the convening of the 2024 Annual General Meeting of Shareholders to be held on June, Friday 7<sup>th</sup>, 2024 at 10:00 a.m. via electronic meeting (e-meeting) pursuant to the Public Limited Companies Act B.E. 2535 (as amended) (the "**PLC Act**"), the Emergency Decree on Electronic Meetings B.E. 2563 and other applicable regulations with the following agenda items:

**Agenda Item 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024**

**Fact and reason**

Thana Power Holding Company Limited ("**TNH**") has convened the Extraordinary General Meeting of Shareholders No. 1/2024 (the "**EGM**") on February 29<sup>th</sup>, 2024 according to Section 100 of the PLC Act as set out in **Enclosure 1**. TNH has prepared the minutes of the EGM and submitted the minutes to the Stock Exchange of Thailand.

It is deemed appropriate to propose to the shareholders' meeting to consider and approve the certification of such minutes.

**Opinion of the Board of Directors**

The Board of Directors is of the opinion that the minutes of the EGM prepared by TNH have been accurately recorded. Therefore, it is deemed appropriate to propose to the shareholders' meeting to approve the certification of such minutes.

**Voting**

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 2 To consider and acknowledge the report on the results of the Company's business operation for the year 2023**

**Fact and reason**

The Company has prepared the report on the results of the Company's business operation and the material change that occurred in 2023 as set out in the 2023 annual report, 56-1 form (One Report) as set out in **Enclosure 2**.

**Opinion of the Board of Directors**

The Board of Directors is of the opinion to propose to the shareholders' meeting to acknowledge the report on the results of the Company's business operation for the year 2023.

**Voting**

The resolution for this agenda item does not require a vote since it is for acknowledgment.

**Agenda Item 3 To consider and approve the 2023 yearly financial statements for the fiscal year ended December 31<sup>st</sup>, 2023 as audited by the certified public accountant**

**Fact and reason**

To align with Section 112 of the PLC Act and Section 53 of the Company's Articles of Association requiring the Board of Directors to prepare the balance sheet and profit and loss statements as of the end of the Company's fiscal year as audited by the auditor and to propose to the shareholders' meeting to consider and approve such statements, the Company has prepared the 2023 yearly financial statements for the fiscal year ended December 31<sup>st</sup>, 2023 as audited by the certified public accountant and reviewed by the Audit Committee as set out in **Enclosure 3**.

### Opinion of the Board of Directors

The Board of Directors is of the opinion to propose to the shareholders' meeting to acknowledge the 2023 yearly financial statements for the fiscal year ended December 31<sup>st</sup>, 2023 as audited by the certified public accountant and reviewed by the Audit Committee with details as proposed.

### Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

- Agenda Item 4** **To consider and approve the suspension of allocation of the profits to the statutory reserve fund and the suspension of dividend payment for the results of the Company's business operation for the fiscal year ended December 31<sup>st</sup>, 2023**

### Fact and reason

The Company's dividend payment policy specifies that the rate of the dividend payment shall be not less than 40 percent of net profit after corporate income tax deduction and a statutory reserve fund. However, the dividend payment is subject to changes 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.

In addition, Section 116 of the PLC Act prescribes that the Company shall allocate a portion of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit deducted by the amount of accumulated loss (if any) until the reserve fund reaches at least 10 percent of the registered capital, and Section 115 of the PLC Act prescribes that the dividend shall not be paid other than out of profits. In the case where the Company has an accumulated loss, no dividends shall be paid.

According to the results of the Company's performance for the year ended December 31<sup>st</sup>, 2023 as detailed in the 2023 financial statements audited by the certified public accountant and reviewed by the Audit Committee, the Company has an accumulated loss in the amount of 708.88 million baht or 42.58 percent of the total income. Therefore, the Company is required to suspend the allocation of the profits to the statutory reserve fund and suspend the dividend payment for the results of the Company's business operation for the year 2023.

### Opinion of the Board of Directors

The Board of Directors is of the opinion to propose to the shareholders' meeting to approve the suspension of allocation of the profits to the statutory reserve fund and the suspension of dividend payment for the result of the Company's business operation for the fiscal year ended December 31<sup>st</sup>, 2023 with details as proposed.

### Voting

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

## **Agenda Item 5 To consider and approve the re-election of directors who are due to retire by rotation**

### Fact and reason

Section 71 of the PLC Act and Section 18 of the Company's Articles of Association prescribe that at least one-third (1/3) of the total number of directors must retire by rotation at every annual general meeting of shareholders. The directors who must retire from the office in the first and second years after the registration of the company must be selected by drawing lots. In subsequent years, the directors who hold the office the longest shall retire from the office. The retired directors will be eligible for re-election.

In the year 2024, there are 6 following directors who are due to retire by rotation:

1. Mr. Visanu Thepcharoen Director
2. Mrs. Siriya Thepcharoen Director
3. Mr. Somkid Sari Vice Chairman of the Board of Directors, Independent Director
4. Mr. Manop Thanomkitti Vice Chairman of the Board of Directors, Independent Director
5. Mr. Pairoj Sirirat Director
6. Mrs. Sirinongnard Prieuwanich Independent Director

The Company invited the shareholders to nominate candidates to be elected as directors at the 2024 Annual General Meeting of Shareholders in advance during the period from 10<sup>th</sup> January 2024 to March 11<sup>th</sup>, 2024 as per the details disclosed on the Company's website at [www.nusasiri.com](http://www.nusasiri.com). Nonetheless, no shareholders nominated any candidates for election as directors at the end of such period.

In this regard, the Board of Directors, with the approval of the Nomination and Remuneration Committee, acknowledges that the EGM passed the resolution to

approve the appointment of additional 3 directors, and such that the Board of Directors of the Company comprises 16 directors. The Board of Directors is of the opinion that the excess in the number of directors results in a lack of agility, and 12 directors are suitable for the Company's current situation; therefore, it is deemed appropriate to propose to the shareholders' meeting to re-elect the 2 directors who are due to retire by rotation i.e., (1) Mr. Manop Thanomkitti and (2) Mr. Pairoj Sirirat for another term of office. The Board of Directors of the Company will comprise 12 directors in total after the Annual General Meeting of Shareholders accordingly.

In this regard, the Nomination and Remuneration Committee has considered the profiles and qualifications of the 2 directors nominated for re-election for another term of office and opines that the directors are qualified to be directors of the public companies as required by applicable laws and possess experience, knowledge, and expertise appropriate to the Company's business. Moreover, Mr. Manop Thanomkitti is qualified to be an independent director as required by applicable laws.

#### **Opinion of the Board of Directors**

The Board of Directors (excluding the directors having a conflict of interest), with the consideration of the Nomination and Remuneration Committee, is of the opinion to propose to the shareholders' meeting to approve the re-election of the 2 directors who are due to retire by rotation for another term of office i.e., (1) Mr. Manop Thanomkitti and (2) Mr. Pairoj Sirirat. The information of the background of directors who are due to retire by rotation nominated for re-election for another term of office set out in **Enclosure 4**.

#### **Voting**

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

### **Agenda Item 6 To consider and approve the year 2024 annual remuneration of the Company's directors**

#### **Fact and reason**

The Board of Directors (with the consideration of the Nomination and Remuneration Committee) has considered the year 2024 annual remuneration of the Company's directors by taking into account the Company's operating results, the size of the business, duties, and responsibilities of the Board of Directors in comparison with other listed companies within the same industry as well as the current economic situation. It is deemed appropriate to propose to the shareholders' meeting to approve the year

2024 annual remuneration of the Company's directors in the amount of not exceeding 10 million baht consisting of (1) monthly remuneration and meeting allowance; (2) special remuneration as bonus payment at the rate of 0.75 percent of the Company's net profit; provided that, it shall not exceed 500,000 baht/person/year; (3) fees for health check-ups and medical treatment of not exceeding 300,000 baht/person/year; and (4) accident insurance and health insurance premium of not exceeding 100,000 baht/person/year.

Details of the rates of the year 2024 annual remuneration of the Company's directors (compared to the data of the previous 5 years) are set out in **Enclosure 5**.

In addition, it is deemed appropriate to delegate the authority to the Board of Directors to be authorized to determine conditions, details, and rates of the remuneration of directors and the members of the sub-committees as deemed appropriate in the amount of up to 10 million baht as approved by the shareholders' meeting.

#### **Opinion of the Board of Directors**

The Board of Directors is of the opinion to propose to the shareholders' meeting to approve the year 2024 annual remuneration of the Company's directors with details as proposed.

#### **Voting**

The resolution for this agenda item requires a majority vote of not less than two-thirds of the shareholders attending the meeting, including abstentions from the calculation base.

### **Agenda Item 7 To consider and approve the appointment of auditors and determination of the audit fee for the year 2024**

#### **Fact and reason**

Section 120 of the PLC Act requires the annual general meeting of shareholders to appoint auditors and determine audit fees every year, and Section 56 of the Company's Articles of Association requires the annual general meeting of shareholders to appoint auditors and the former auditors may be re-appointed for another term.

The Board of Directors, with the consideration of the Audit Committee, has considered and reviewed that the following auditors from A.M.T. & Associates ("A.M.T.") are independent and possess the expertise and experience appropriate to perform their duties. They also possess the qualifications as approved by the Securities and Exchange Commission. None of the auditors has any relationship with, and/or any interest in the

Company, subsidiaries, executives, major shareholders, or any related persons thereof which might affect the independence in their performance.

Thus, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors and the determination of the audit fee for the year 2024, detailed below.

1. Appoint the auditors from A.M.T. as the auditors of the Company for the year 2024. One of the following auditors shall audit and opine the Company's financial statements.

No	Name of Auditors	Certified Public Accountant No.	Number of years providing audit service to the Company
1.	Mr. Chaiyut Angsuwittaya	3885	1
2.	Mrs. Natsarak Sarochanunjeen	4563	1
3.	Miss Daranee Somkamnerd	5007	1
4.	Miss Jarunee Nuammae	5596	1
5.	Mr. Siramate Akkharachotkullanun	11821	1

In the case where any of the above auditors is unable to perform their duty, A.M.T. shall appoint another auditor within the firm to act as the auditor of the Company. In the year 2024, the auditors from A.M.T. will be the auditors of the Company and all of the Company's subsidiaries, totaling 17 subsidiaries. The audit fee for all the Company's subsidiaries for the year 2024 is in the amount of not exceeding 6,938,000 baht.

2. Determine the audit fee of the Company for the year 2024, detailed as follows:

Audit Fee for the Year 2023			Audit Fee for the Year 2024			Increased / Decreased
Annual	Quarter (3 quarters)	Total	Annual	Quarter (3 quarters)	Total	
1,100,000	1,950,000	3,050,000	1,100,000	1,950,000	3,050,000	-

#### Opinion of the Board of Directors

The Board of Directors, with the consideration of the Audit Committee, is of the opinion to propose to the shareholders' meeting to approve the appointment of auditors from A.M.T. as the auditors of the Company for the year 2024 with details as proposed. In addition, it is deemed appropriate to propose the shareholders' meeting to acknowledge all the Company's subsidiaries' audit fees for the year 2024 in the amount



of not exceeding 6,938,000 baht, and the total audit fee for the Company and all of the Company's subsidiaries in the amount of not exceeding 9,938,000 baht.

#### **Voting**

The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

#### **Agenda Item 8 To consider other business (if any)**

Section 105 of the PLC Act prescribes that none of the other business apart from the agenda items specified in the invitation letter shall be discussed and considered in the shareholders' meeting, unless such business is proposed by the aggregate shareholders of not less than one-third of the total issued shares.

Therefore, we would like to invite shareholders to attend the 2024 Annual General Meeting of Shareholders on the specified date and time mentioned above, which will be held exclusively via electronic means (e-Meeting) and there is no additional place or meeting room to support attendance by the shareholders. We request that you study the details on how to register to attend the shareholder's meeting via electronic media (e-Meeting) in **Enclosure 7**. In the event that the shareholder is unable to attend the meeting in person, you can appoint a proxy or an independent director of the Company to attend meetings and vote on your behalf. The information of the independent directors is as shown in **Enclosure 8**. The Company has sent Proxy Form A, Form B, and Form C to the shareholders in **Enclosure 9** (Only Proxy Form B, the Company has dispatched in the form of paper together with the short notice of the meeting).

In this regard, the Company will allow shareholders or proxies to submit a request to receive a username, password, and a link for joining the meeting via electronic media system (e-Request) in advance from May 31<sup>st</sup>, 2024 at 8:30 a.m. until the conclusion of the meeting. On the meeting day, the Company will allow the shareholders and proxies to enter the meeting via electronic means (e-Meeting) from 8:00 a.m. (on June, Friday 7<sup>th</sup>, 2024) onwards. Shareholders and Proxies can learn about the procedures to attend the Company's shareholders' meeting via electronic means (e-Meeting) as further detailed in **Enclosure 10**.

In the case that the shareholders wish to attend the 2024 Annual General Meeting of Shareholders of the Company by appointing another person or an independent director as a proxy to attend the meeting and vote on his/her behalf, please submit a request to attend the meeting together with your proxy form through the electronic media system (e-Request) and please cooperate by sending a physical copy of the original proxy form and supporting documents to the address specified below for the Company to receive **by June 7<sup>th</sup>, 2024**.

**Nusasiri Public Company Limited**

No. 2922/209 Charn Issara Tower 2 Building,  
13 Floor (12A), New Petchaburi Road,  
Bangkapi, Huai Khwang, Bangkok 10310

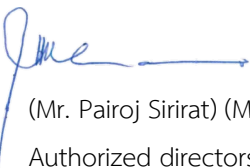
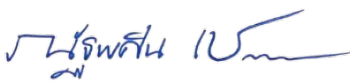
In the case that the shareholder wishes to appoint another person other than an independent director of the Company as a proxy to attend meetings on your behalf. The Company will send a username, password, and a link for joining the meeting to the registered email of the proxy.

Shareholders and proxies can study instructions for registration via electronic means (e-Meeting), proxy appointment, and voting casting via electronic means (e-Voting), details as set out in **Enclosure 6**.

Furthermore, the Company has determined the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders of the Company on May 21, 2024. The meeting will be conducted in accordance with the Company's Articles of Association, as appeared in **Enclosure 6**.

Yours sincerely,

**Nusasiri Public Company Limited**

   
(Mr. Pairoj Sirirat) (Mr. Nuttpasint Chet-Udomlap)  
Authorized directors



## Privacy Policy for Shareholders' Meeting

This Privacy Policy (“**Privacy Policy**”) describes how we, Nusasiri Public Company Limited (the “**Company**”), collect, use, and/or disclose your personal data as a shareholder, proxy, custodian, or the authorized person to act on behalf of a corporate shareholder for the Company’s meeting of the shareholders on this occasion.

### 1. WHAT PERSONAL DATA WE COLLECT

We may collect your following personal data from you directly:

- 1) **Personal details:** such as name, last name, sex, nationality, occupation, date of birth, status, photograph, picture, voice recording, signature, identification number, passport number, taxpayer identification number, a government official identification number, company registration certificate, business certificate (such as custodian) including information on driving license or information on any other cards issued by government authorities, details regarding shares holding (such as securities issuing company, number of share held, share number, category, shareholding ratio), details on proxy (name, address of the proxy, name of the Company’s independent director), information regarding voting at the meeting (such as your voting at each agenda whether you agree, disagree or abstain etc.) and/or dividend amount.
- 2) **Contact details:** such as address, phone number, mobile phone number and/or e-mail

### 2. PURPOSES AND THE LEGAL GROUND ON WHICH WE RELIES FOR THE COLLECTION, USE AND/OR DISCLOSURE OF YOUR PERSONAL DATA

Apart from obtaining your consent in the case that it is legally required, we may rely on or hold to (1) a contractual basis, for our initiation or fulfillment of a contract with you; (2) legal obligation, for the fulfillment of our and/or the Company’s legal obligations; (3) legitimate interest, for the purpose of our legitimate interests and/or (4) public interest, for the performance of a task carried out in the public interest or for the exercising of official authorities or other legal grounds as permissible under the law concerning personal data protection (as the case may be), to collect, use and/or disclose your personal data for the following purposes:

- 1) identity check and verification and proceeding as you requested;
- 2) holding the meeting of shareholders and proceeding regarding voting and vote counting at the meeting of shareholders;
- 3) security and maintaining security for our business;
- 4) compliance with rules, regulations, and articles of association of our, including laws and/or legitimate orders of the courts, competent authorities, government agencies, and/or state organizations;
- 5) exercising of rights or protecting the legitimate interest of our as necessary, such as auditing and protecting against fraud, crime, or non-compliance with laws.

If you cannot provide the personal data as requested by us, we may not authorize your participation in the shareholder meeting held by us.

### 3. DISCLOSURE OR TRANSFER OF YOUR PERSONAL DATA TO THIRD PARTIES

We may disclose your personal data to securities depository, service providers (such as a company providing services on registration and vote counting system), consultants, law enforcement agencies, courts, state officials, state agencies, and competent authorities.

### 4. HOW LONG DO WE KEEP PERSONAL DATA

We retain your personal data for as long as it is necessary to fulfill the purposes for which we collected it. We may retain your personal data longer if it is necessary for compliance with applicable laws.

### 5. YOUR RIGHTS AS A DATA SUBJECT

Subject to the applicable laws and legal exemptions thereunder, you may have the rights to access to, to obtain a copy of your personal data, to request us to disclose how your personal data is acquired without your consent, or to transfer, amend, erase, destroy, and anonymize your personal data, including to object and suspend the collection, use and/or disclosure of your personal data in certain cases. You may withdraw your consent in the case that we are relying on such consent. In addition, if you consider that we violate the laws concerning personal data protection, you may lodge a complaint to the relevant authority as prescribed by law.

### 6. DATA SECURITY

The Company maintains appropriate security measures, which include administrative, technical, and physical safeguards concerning access control, to protect the confidentiality, integrity, and availability of personal data against any accidental or unlawful or unauthorized loss, alteration, correction, use, disclosure, or access, in compliance with the applicable laws.

### 7. OUR CONTACT DETAILS

Should you have any questions, inquiries, or requests to exercise the rights concerning your personal data, please kindly contact our Data Protection Officer (DPO) at

**Nusasiri Public Company Limited**  
No. 2922/209 Charn Issara Tower 2 Building,  
13 Floor (12A), New Petchaburi Road,  
Bangkapi, Huai Khwang, Bangkok 10310  
Email: [secretary\\_nusa@nusasiri.com](mailto:secretary_nusa@nusasiri.com)  
Tel: 0-2030-1399

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*-Translation-*

**Nusasiri Public Company Limited**  
**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024**

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The Extraordinary General Meeting of Shareholders No.1/2024 of Nusasiri Public Company Limited (the “**Company**”) was conducted via electronic means (e-Meeting) in accordance with the Public Limited Company Act B.E. 2535 (including amendments), (the “**PLC Act**”), Emergency Decree on Electronic Meetings B.E. 2563 and other related regulations.

**Date of Meeting** February, Thursday 29<sup>th</sup>, 2024

**Directors attending the Meeting**

1. Mr. Manop Thanomkitti Independent Director

**Advisors attending the Meeting**

1. Ms. Voraluck Worachattharn Legal Advisor, The Capital Law Office  
2. Ms. Naphasawan Saengsikaeo Legal Advisor, The Capital Law Office

**The Meeting commenced at 10:00 a.m.**

The meeting was convened in accordance with the right to convene an ordinary shareholders’ meeting, under Section 100 of the PLC Act, by Thana Power Holding Company Limited (“**TNH**”), which holds 3,263,716,150 shares, representing 24.98 percent of the total shares, which is not less than 10 percent of the total number of shares sold by the Company. Ms. Suthathip Pilasarom, as the proxy and representative of Thana Power Holding Company Limited, welcomed the meeting and informed the meeting that currently there are shareholders registered to attend the meeting, confirming their identities by logging into the system through entering their username and password as follows:

Presented in person: 53 shareholders	Total number of shares: 163,879,255
Presented by proxy: 1,512 shareholders	Total number of shares: 10,405,233,915
Total number of shareholders: 1,565 shareholders	Total number of shares: 10,569,113,170

As there were both shareholders and proxies presented at the meeting more than twenty-five (25) persons, representing 80.8888 percent of the total shares sold by the company exceeding one-third (1/3) of the total number of sold shares, which fully constituted a quorum in accordance with the laws and Company’s Article of Association.

Ms. Suthathip Pilasarom informed the meeting that since the Company, the Chairman, and the Board of Directors failed to hold the shareholders’ meeting as requested by TNH within the timeframe stipulated by laws, TNH has therefore arranged for a shareholders’ meeting in accordance with the provisions of Section

100 of the PLC Act. Ms. Suthatip Pilasrom, as TNH’s representative, has requested the meeting to select one shareholder to act as the chairman of the meeting and has proposed in all respects Mr. Nuttpasint Chet-Udomlap, a shareholder of the Company, to act as the chairman of the meeting.

Afterward, Ms. Suthatip Pilasrom requested that the meeting pass a resolution and inform the rules for voting to elect the chairman of the meeting as follows:

- Shareholders and proxies are requested to press the voting button to cast their votes in agenda item 10, titled “**Election of Chairman of the Extraordinary General Meeting of Shareholders No. 1/2024 of Nusasiri Public Company Limited**”. The election of the chairman of this meeting would not be considered as the other agenda item which was not specified in the meeting invitation letter. Voting for agenda item 10 was solely to facilitate via the Inventech voting system for convenience. The system will allow casting the vote for a period of 1 minute.
- The election of the chairman of the meeting requires a “majority vote” of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.
- In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system.
- Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.
- Since this shareholders’ meeting is conducted by means of the e-Voting system, there shall be no voting card. Therefore, the voided ballot is not applicable.

**Resolution** The meeting resolves to appoint Mr. Nuttpasint Chet-udomlap as the chairman of the meeting, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. The details are as follows:

Voting	Amount (Shares)	Percentage
Approved	8,360,443,342	80.1103
Disapproved	2,094,929,069	19.8896
Abstained	114,288,579	-
Total	10,569,660,990	-
Number of attendances	1,650 persons	

Following that, Ms. Suthatip Pilasrom requested Mr. Nuttpasint Chet-udomlap to preside as the chairman of the meeting. Mr. Nuttpasint Chet-udomlap, in his capacity as the chairman of the meeting, opened the Extraordinary General Meeting of Shareholders no. 1/2024 of the company via electronic method. He then appointed Ms. Kanokpak Anannatsiri to be the meeting moderator and provided details regarding the meeting.

Ms. Kanokpak Anannatsiri, in her capacity as the meeting moderator (“**Meeting Moderator**”), introduced the independent directors and advisors attending the meeting as listed above. She also informed the meeting that representatives from the Stock Exchange of Thailand were present to observe the proceedings of this meeting.

Furthermore, the Meeting Moderator informed the meeting that Mr. Noppol Milinhanggoon, one of the independent directors and proxy, was unable to attend the meeting today. Another independent director, Mr. Manop Thanomkitti, was appointed as his proxy. Therefore, Mr. Manop Thanomkitti will act as an independent director, the proxy for Mr. Noppol Milinhanggoon. Additionally, this Extraordinary General Meeting of Shareholders has been conducted via electronic method, in accordance with the PLC Act, Emergency Decree on Electronic Meetings, B.E. 2563, and the MDES Notification on Standards for Maintenance of Security of Meetings Via Electronic Media B.E. 2563. TNH assigned Inventech Systems (Thailand) Co., Ltd., a specialized service provider authorized by relevant authorities, to be responsible for controlling the meeting system used today.

In compliance with the Personal Data Protection Act B.E. 2562, the Meeting Moderator informed the meeting that the names and surnames of shareholders and proxies who ask questions and express opinions will appear in the minutes of the meeting and/or in any other purposes related to the shareholders’ meeting today which will be in accordance with “**Privacy Policy for shareholders’ Meeting**” as per detail in the meeting invitation letter.

TNH has published the Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024 together with attachments on [www.thanapowerholdings.com](http://www.thanapowerholdings.com) since February 21<sup>st</sup>, 2024.

The Extraordinary General Meeting of Shareholders would be considered the agenda specified in the invitation letter respectively, and there would be an opportunity opened for shareholders to ask questions related to that agenda before voting.

In addition, the meeting moderator informed the meeting of details regarding voting procedures, vote counting, announcement of voting results, and the methods for asking questions or expressing opinions as specified below.

#### 1. **Voting Casting**

- Each shareholder shall have one vote per share.
- Shareholders or proxies attending the meeting must cast their votes in one of the following manners, i.e., approve, disapprove, or abstain. Votes cannot be partially divided, except for foreign investors who appoint a custodian in Thailand to deposit and manage their shares. In such cases, they are allowed to vote with divided preferences.
- Shareholders may vote in advance for each agenda or decide to vote on agendas under consideration.

- However, shareholders must remain present during the voting period for each agenda item and not click “Register for exit the quorum” before the announcement of the closure of voting for that agenda.
- If a shareholder clicks “Register for exit the quorum” before the closure of voting in between voting period for any agenda, they will not be considered present for that agenda, and their votes will not be counted for that agenda even though they have voted in advance.
- Nevertheless, clicking “Register for exit the quorum” during any agenda does not forfeit the shareholder's right to rejoin the meeting or vote in subsequent agendas.
- As same as a shareholder, the appointed proxy must be present during the voting for each agenda item and should not click “Register for exit the quorum” before the closing of the vote for that specific agenda. In cases where the appointed proxy has the authority to consider and vote on behalf of the shareholder, the proxy must cast their vote for each agenda before the announcement of the closing of the vote for that agenda.
- If the shareholders appoint any person or an independent director of the Company as their proxy to attend the meeting and cast the votes on their behalf, TNH has recorded the voting promptly with the registration for attending the shareholders’ meeting by the appointed proxy. Therefore, the proxy is not required to vote at the meeting.
- If the appointed proxy clicks “Register for exit the quorum” out before the closing of the vote for any agenda while the voting is still open, the shareholder who appointed that proxy will not be considered present at the meeting for that agenda.
- However, clicking “Register for exit the quorum” during any agenda does not forfeit the shareholder's right to rejoin the meeting or vote in subsequent agendas.
- In the event that the grantor has not specified the voting instruction for any agenda in the Proxy Form, or the voting instruction is unclear, or the meeting considers additional agenda aside from the agenda stipulated in the Proxy Form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.

## 2. Vote Counting

- It will allow to cast votes through the e-Voting system for a period of 1 minute for each agenda.
- Voting can be changed until the closure of voting for that specific agenda.
- The agenda items in the Extraordinary General Meeting of Shareholders require a “majority vote” of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.
- Except for agenda items 8.1 to 8.3 regarding “**Consideration for approval of the removal of three directors from the directorship of the Company individually**” requires a vote of “**not less than three-fourths**” of the total number of shareholders present at the meeting and eligible to vote, and the combined shares of “**not less than a half**” of the total shares held by



shareholders present at the meeting and eligible to vote, including abstentions in the calculation base.

### 3. Voting Announcement

- Once declares the end of the voting period, the counting of votes for each agenda will take place immediately. The system will process the votes of shareholders according to the counting criteria for each agenda. The announcement of the voting result will be done at the end of such agenda.
- The number of shareholders participating in each agenda item may vary, as there could be shareholders joining the meeting or exiting the e-Meeting during the meeting.
- Since this shareholders' meeting is conducted by means of the e-Voting system, there shall be no voting card. Therefore, the voided ballot is not applicable.

### 4. Asking Questions or Expressing Opinions

- Before voting on each agenda, the shareholders or proxies can ask questions or express comments related to that specific agenda, as appropriate.
- Shareholders or proxies are requested to state their name and surname before posing questions or sharing comments each time.
- The questions and/or comments from shareholders or proxies must be relevant to the agenda of the meeting. If there are suggestions or questions unrelated to the meeting agenda, they should be presented towards the end of the meeting. The Company reserves the right to respond specifically to questions related to the meeting agenda during the Q&A session by the chairman of the meeting or the designated person by the chairman of the meeting.

After that, the chairman of the meeting proceeded in accordance with the agenda items as specified in the meeting invitation letter and assigned the Meeting Moderator to carry over the meeting as follows.

#### **Agenda Item 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023**

The Meeting Moderator informed the Meeting that the Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on November 17<sup>th</sup>, 2023. which was prepared and published on the Company's website as per details in the **Enclosure No. 1** of the meeting invitation letter. It is deemed appropriate to propose to the shareholders' meeting to consider and certify such minutes.

In addition, shareholders were given the opportunity to ask questions via two channels: text messaging and audio-visual or VDO Conference, which was summarized at the end of this agenda item's resolution.

Subsequently, the Meeting Moderator requested the meeting to resolve the matter and informed the meeting that this agenda item requires a “majority vote” of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.

**Resolution** The resolution was passed to certify the minutes of the Extraordinary General Meeting of Shareholders no. 1/2023 of the Company as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,437,914,682	80.1103
Disapproved	2,094,943,469	19.8896
Abstained	238,802,842	-
Total	10,771,660,993	-
Number of attendances	1,655 persons	

**Summary of Questions and Answers Related to Agenda 1**

No.	Type of Question	Details
1.	Question via Text Messaging	<p>Question: Ms. Varaphan Tanwitthaya asked the question of who prepared the minutes of this meeting.</p> <p>Answer: The chairman of the meeting assigned Mr. Varut Taymeya, a shareholder of the Company who was previously the Company’s executive, to answer the question. Mr. Varut Taymeya clarified to the meeting that the minutes of the Extraordinary General Meeting of Shareholders were prepared by the Company and able be reviewed its detail on the Company's website.</p>

**Agenda Item 2 To consider and approve the cancellation of the existing Charter of the Board of Directors and to approve the new charter of the Board of Directors**

The Meeting Moderator informed the meeting that to align the charter of the Board of Directors with the new structure of the Company’s Board of Directors, it is deemed appropriate to propose to the shareholders’ meeting to consider and approve the cancellation of the existing Charter of the Board of Directors and consider and approve the new Charter of the Board of Directors as per details in the **Enclosure No.2** of the meeting invitation letter. In this regard, it is deemed appropriate that the shareholders’ meeting authorize the Board of Directors to amend the Charter of the Board of Directors as necessary and proper in the future.

In addition, shareholders were given the opportunity to ask questions via two channels: text messaging and audio-visual or VDO Conference, which was summarized at the end of this agenda item’s resolution.

Subsequently, the Meeting Moderator requested the meeting to resolve the matter and informed the meeting that this agenda item requires a “majority vote” of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.

**Resolution** The resolution was passed to approve the cancellation of the existing Charter of the Board of Directors and to approve the new Charter of the Board of Directors, as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,431,902,777	80.0396
Disapproved	2,102,749,469	19.9603
Abstained	237,108,747	-
Total	10,771,760,993	-
Number of attendances	1,656 persons	

**Summary of Questions and Answers Related to Agenda 2:**

No.	Type of Question	Details
1.	Question via Text Messaging	<p>Question: Mrs. Panitha Ruangpadung asked the question of what additional amendments were made to the Company's Charter of the Board of Directors.</p> <p>Answer: The chairman of the meeting assigned Mr. Varut Taymeya, a shareholder of the Company who was previously a Company's executive, to answer the question. Mr. Varut Taymeya explained to the meeting that the new Charter of the Board of Directors has been amended to enhance the corporate governance of the Company and balance of power.</p>

**Agenda Item 3 To consider and approve the increase in the number of directors of the Company from 13 persons to 16 persons.**

The Meeting Moderator informed the meeting that to strengthen the structure of the Company's Board of Directors and enhance the capabilities and efficiencies in management and problem-solving which will be leading to transparency and effectiveness in the Company's management, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the increase of the Company's directors from 13 to 16 directors.

In addition, shareholders were given the opportunity to ask questions via two channels: text messaging and audio-visual or VDO Conference. The shareholders had asked the questions, and both the chairman of the meeting and designated persons collectively answered the questions until they were understood.

Subsequently, the Meeting Moderator requested the meeting to resolve the matter and informed the meeting that this agenda item requires a "majority vote" of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, shareholders or proxies were asked to cast their votes for either "Approve", "Disapprove", or "Abstain" by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as "Abstain".

**Resolution** The resolution was passed to approve the increase in the number of directors of the Company from 13 persons to 16 persons, as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,613,816,180	80.3785
Disapproved	2,102,749,469	19.6214
Abstained	56,195,344	-
Total	10,772,760,993	-
Number of attendances	1,657 persons	

**Summary of Questions and Answers Related to Agenda 3**

No.	Type of Question	Details
1.	Question via VDO Conference	<p>Question: Mr. Sitthiwut Charoensinpanya asked the question that the appointment of directors was not deemed to be a takeover.</p> <p>Answer: The chairman of the meeting assigned Ms. Voraluck Worachattharn, Legal Advisor, to answer the question. Ms. Voraluck Worachattharn explained to the meeting that the criteria of taking over defined by SEC shall consider the shareholding proportion. If an individual acquires the Company's share exceeding the trigger point of 25%, 50%, and 75% of total shares, such person is required to make a tender offer for all remaining shares of the Company. In the case of TNH, exercising voting rights as a shareholder, to nominate individuals for election as directors of the Company, did not constitute exerting control over the business operations according to SEC criteria.</p>
2.	Question via Text messaging	<p>Question: Mr. Korlap Wuttibanchorn asked the question of how the increase of directors would advantage the Company. What was any plan in place to ensure such the directors increase would be beneficial to the company?</p>

No.	Type of Question	Details
		<p>Answer: The chairman of the meeting explained to the meeting that it was believed that the increase of directors would enhance the Company's balance of power and corporate governance. Moreover, TNH believed that considering the qualifications and experiences of the additional three directors, it would benefit and positively impact the Company's business direction in the future.</p>
3.	Question via Text messaging	<p>Question: Mr. Anusak Monklang asked the question that before TNH issued the invitation letter for today's meeting, the Company had filed a lawsuit against TNH on January 18<sup>th</sup>, 2024, the black case number Por101/2567, at the Southern Bangkok Civil Court between the Company (plaintiff) and TNH (defendant), was it true?</p> <p>Answer: The chairman of the meeting confirmed to the meeting that the Company did file a lawsuit against TNH, but the lawsuit did not have any court orders or legal implications to prevent or limit TNH's rights to convene this Extraordinary General Meeting of Shareholders of the Company.</p>
4.	Question via Text messaging	<p>Question: Mr. Sombat Kulsathitporn, the Shareholders' Right Protection Volunteer, Thai Investor Association, asked the question of how many directors were attending the meeting today, and if any new directors were joining.</p> <p>Answer: The chairman of the meeting assigned Ms. Voraluck Worachatharn, Legal Advisor, to answer and explain this question. Ms. Voraluck Worachatharn explained to the meeting that this meeting was convened by the shareholders themselves, and no directors of the Company were attending the meeting except Mr. Manop Thanomkitti, who was an independent director and a proxy holder. Though Mr. Nuttpasint Chet-udomlap held a</p>

No.	Type of Question	Details
		position as a director of the Company, he attended the meeting as a shareholder.

**Agenda Item 4 To consider and approve the election of 3 new directors**

The Meeting Moderator informed the meeting that to ensure transparency and efficiency in the Company’s management through a diverse Board of Directors with the necessary skills and qualifications, it is deemed appropriate to propose to the shareholders’ meeting to consider and approve the election of 3 new directors. The proposed candidates are **Pol.Lt.Gen. Ekaphop Prasitvattanachai, Dr. Chaipat Lertlucktaweekul and Mr. Burin Nuchniyom**. These candidates possess the requisite skills, knowledge, abilities, and experience aligned with the Company’s operations. Furthermore, they meet all qualifications stipulated in the Company’s Articles of Association and relevant laws. In addition, the three candidates have passed the preliminary qualification examined by the Securities and Exchange Commission’s Office to ensure they do not possess any untrustworthy characteristics of company directors and executives according to the notification of the Securities and Exchange Commission No. Kor Jor. 3/2560. The brief information and backgrounds of the three candidates are in **Enclosure No. 3** of the meeting invitation letter. In this regard, it is deemed appropriate to propose to the shareholders’ meeting to consider and approve the election of 3 new directors individually.

In addition, shareholders were given the opportunity to ask questions via two channels: text messaging and audio-visual or VDO Conference. The shareholders had asked the questions, and both the chairman of the meeting and designated persons collectively answered the questions until they were understood.

After that, the Meeting Moderator requested the meeting to resolve the matter individually, detailed as follows:

**Agenda Item 4.1 To consider and approve the election of Pol.Lt.Gen. Ekaphop Prasitvattanachai as a director of the Company**

The Meeting Moderator proposed the meeting to consider and approve the election of Pol. Lt. Gen. Ekkaphop Prasitwattanachai as a director of the Company with the details as proposed, and requested the meeting to resolve the matter. The Meeting Moderator also informed the meeting that this agenda item requires a “majority vote” of the shareholders attending the meeting and casting their votes, excluding abstentions from

the calculation base. In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.

**Resolution** The resolution was passed to approve the election of Pol.Lt.Gen. Ekaphop Prasitvattanachai as a director of the Company, as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,613,722,780	80.3783
Disapproved	2,102,749,469	19.6216
Abstained	56,288,744	-
Total	10,772,760,993	-
Number of attendances	1,657 persons	

**Agenda Item 4.2 To consider and approve the election of Dr. Chaipat Lertlucktaweekul as a director of the Company**

The Meeting Moderator proposed the meeting to consider and approve the election of Dr. Chaipat Lertlucktaweekul as a director of the Company with the details as proposed, and requested the meeting to resolve the matter. The Meeting Moderator also informed the meeting that this agenda item requires a “majority vote” of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.

**Resolution** The resolution was passed to approve the election of Dr. Chaipat Lertlucktaweekul as a director of the Company, as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,613,722,780	80.3783
Disapproved	2,102,749,469	19.6216
Abstained	56,288,744	-
Total	10,772,760,993	-



Voting	Amount (Shares)	Percentage
Number of attendances	1,657 persons	

**Agenda Item 4.3 To consider and approve the election of Mr. Burin Nuchniyom as a director of the Company**

The Meeting Moderator proposed the meeting to consider and approve the election of Mr. Burin Nuchniyom as a director of the Company with the details as proposed, and requested the meeting to resolve the matter. The Meeting Moderator also informed the meeting that this agenda item requires a “majority vote” of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.

**Resolution**

The resolution was passed to approve the election of Mr. Burin Nuchniyom as a director of the Company, as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,613,722,780	80.3783
Disapproved	2,102,749,869	19.6193
Abstained	56,593,344	-
Total	10,772,760,993	-
Number of attendances	1,657 persons	

**Summary of Questions and Answers Related to Agenda 4.1 – 4.3**

No.	Type of Question	Details
1.	Question via VDO Conference	<p>Question: Mr. Panas Techawiriyataweesin asked the question of what the operating plans were for the company after the appointment of new directors as proposed by TNH.</p> <p>Answer: The chairman of the meeting explained that the business direction should be a result of collective and consensus agreement among all 16 directors</p>

No.	Type of Question	Details
		which TNH was unable to address directly at this meeting.
2.	Question via Text Messaging	<p>Question: Mr. Adisak Choosilphong asked whether these 3 directors were the representatives of the Kitti-Itsaranon Group.</p> <p>Answer: The chairman of the meeting assigned Mr. Varut Taymeya to answer and explain on this question. Mr. Varut Taymeya stated that the TNH considered that the proposed 3 directors possessed the knowledge and skills to contribute to the development of the company.</p>
3.	Question via Text Messaging	<p>Question: Mr. Adisak Choosilphong asked whether the increase of directors would result in a further Tender Offer.</p> <p>Answer: The chairman of the meeting assigned Ms. Voraluck Worachatthan, Legal advisor, to answer and explain on the question. Ms. Voraluck Worachatthan explained that the duty to make a tender offer according to the criteria of the SEC shall arise at the shareholding proportions exceeding the trigger points of 25%, 50%, and 75%. Exercising the right to nominate individuals for directorship did not fall in the criteria of making a tender offer.</p>

**Agenda Item 5 To consider and approve the removal of the existing chairman of the Board of Directors**

The Meeting Moderator informed the meeting that Mr. Visanu Thepcharoen was currently holding the position of the Chairman of the Company's Board of Directors. However, for over a year, the Company has failed to adequately address inquiries from the Office of Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”) regarding transparency in its operations. This opaqueness is exemplified by the conditional opinions of the certified auditors issued on the Company's third-quarter 2022 financial statements due to complex issues pertaining to its German hotel acquisition. The initially proposed transaction involved the direct purchase of hotel properties,

trademarks, and licenses. However, the structure unexpectedly shifted to acquiring all shares of the hotel-selling company's holding group at the original property purchase price, despite the holding group's significant debt exceeding THB 407 million as of 31 December 2022, as shown in the audited financial statements. This change, without renegotiating the share purchase price to reflect the holding group's debt burden, raised concerns for the Company's auditors, hindering their ability to verify the seller's identity with reasonable confidence. This reflects suspicion about the management of the company, where Mr. Visanu Thepcharoen, in his capacity as the chairman of the Board, has not taken action to address these issues for the improvement of the Company's management. Hence, it is believed that Mr. Visanu Thepcharoen cannot effectively perform the duties of the chairman of the Board of the Company to lead it forward. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the removal of Mr. Visanu Thepcharoen from the position of chairman of the Board of Directors to allow the Company to have a qualified person to hold the position instead.

In addition, shareholders were given the opportunity to ask questions through two channels: text messaging and audio-visual questions, or VDO Conference, which was summarized at the end of this agenda item.

Subsequently, the Meeting Moderator requested the meeting to resolve the matter and informed the meeting that this agenda item must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. However, Mr. Visanu Thepcharoen, as a shareholder, was considered a special stakeholder in this matter as he held the position of the Company's Chairman of the Board of Directors who was being nominated to be removed from the position. Therefore, he had no right to vote on this agenda item.

Then, shareholders or proxies were asked to cast their votes for either "Approve", "Disapprove", or "Abstain" by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as "Abstain".

#### **Resolution**

The resolution was passed to approve the removal of the existing Chairman of the Board of Directors, as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,412,190,877	81.8584

Voting	Amount (Shares)	Percentage
Disapproved	1,864,314,168	18.1415
Abstained	36,407,744	-
Total	10,312,912,789	-
Number of attendances	1,784 Persons	

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### Summary of the Questions and Answers related to Agenda 5

No.	Type of Question	Details
1.	Question via Text Messaging	<p>Question: Mr. Phongsakon Duangjai asked the question of why the existing Chairman of the Board of Directors should be removed. How has Mr. Visanu Thepcharoen caused damage to the Company?</p> <p>Answer: The chairman of the meeting explained to the meeting that TNH believed that Mr. Visanu Thepcharoen was unable to perform his duties effectively due to an inability to convene meetings and reach conclusions from the Board of Directors to clearly respond to questions and concerns with relevant regulators i.e. SEC and SET. There were many questions from SET during the past 2-3 years. Moreover, Mr. Visanu Thepcharoen, as the Chairman of the Board, has been unable to steer the Company toward profitability and satisfactory performance, as evidenced by consecutive years of losses. Therefore, as a shareholder, it was deemed appropriate to propose the removal of Mr. Visanu Thepcharoen from his position as the Chairman of the Board of Directors.</p>
2.	Question via Text messaging	<p>Question: Mr. Attakorn Chuenrutainaiham asked the question regarding the change of acquisition approach to Panacee Hotel in Germany, from directly purchasing the hotel to acquiring the hotel owner company. Finally, the Company would become the owner of the hotel. Is it correct if this matter could be a reason for removing the Chairman of the Board?</p>

No.	Type of Question	Details
		<p>Answer: The chairman of the meeting assigned Mr. Varut Taymeya to answer and explain on this question. Mr. Varut Taymeya stated that the Company has not been able to operate the hotel and has no ownership. The process of acquiring the hotel was complex transactions. As the payment has been made in high value, the Company was still unable to operate the hotel. Therefore, acquiring the hotel had a negative impact on the Company.</p>

**Agenda Item 6 To consider and approve the appointment of Mr. Noppol Milinhangoon as the Chairman of the Board of Directors.**

The Meeting Moderator informed the meeting that, in order to have a chairman of the Board of Directors with knowledge, expertise, and the ability to promote collaboration between the Board of Directors and the management of the Company, ensuring appropriate checks and balances, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the appointment of Mr. Noppol Milinhangoon, who is currently holding the position of the independent director of the Company, as the Chairman of the Board of Directors.

In addition, shareholders were given the opportunity to ask questions via two channels: text messaging and audio-visual or VDO Conference, which was summarized at the end of this agenda item's resolution.

Subsequently, the Meeting Moderator requested the meeting to resolve the matter and informed the meeting that this agenda item requires a "majority vote" of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, shareholders or proxies were asked to cast their votes for either "Approve", "Disapprove", or "Abstain" by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as "Abstain".

**Resolution**

The resolution was passed A resolution was passed to approve the appointment of Mr. Noppol Milinhangoon as the Chairman of the Board of Directors, as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,412,190,877	78.4967
Disapproved	2,304,421,672	21.5032
Abstained	56,203,744	-
Total	10,772,820,293	-
Number of attendances	1,848 Persons	

#### Summary of Questions and Answers related to Agenda 6

No.	Type of Question	Details
1.	Question via Text Messaging	<p>Question: The Thai Investors Association asked the question regarding the Company has been operating at loss for more than 5 years. The question is for the new Chairman of the Board of Directors concerning the vision or strategies to ensure sustained profitability.</p> <p>Answer: As Mr. Noppol Milinthatagoon was unable to attend the meeting today due to another business, the chairman of the meeting responded to the question that Mr. Noppol Milinthatagoon had extensive experience and track record as Chairman of the Executive Committee of the other major Thai registered company that consistently generated profits. Thus, TNH was confident that Mr. Noppol Milinthatagoon would play a key role in steering the company toward profitability and sustaining business performance improvements.</p>
2.	Question via Text Messaging	<p>Question: Ms. Thansita Anankitchayakorn asked for an explanation regarding Mr. Noppol Milinthatagoon's qualifications. How is he suitable for the position of the Chairman of the Board?</p> <p>Answer: The chairman of the meeting explained that currently, Mr. Noppol Milinthatagoon is holding the position of independent director, TNH believed that he would be capable of effectively facilitating collaboration between the management and the Board. Based on his experience in the energy sector, which was a primary focus for future investments</p>

No.	Type of Question	Details
		by the Company, it would further strengthen his suitability for the position of Chairman of the Board.

**Agenda Item 7 To consider and approve the amendment to the name and number of directors who are authorized to sign on behalf of the Company.**

The Meeting Moderator informed the meeting that in order to align with the changes in the Company's board structure, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment to the name and number of directors who are authorized to sign on behalf of the Company, as follows:

*“Mr. Pradej Kitti-itsaranon, Mr. Nuttpasint Chet-Udomlap, and Mr. Pairoj Sirirat; two of these three directors jointly sign together with the Company’s seal affixed.”*

In addition, shareholders were given the opportunity to ask questions via two channels: text messaging and audio-visual or VDO Conference. The shareholders had asked the questions, and both the chairman of the meeting and designated persons collectively answered the questions until they were understood.

Subsequently, the Meeting Moderator requested the meeting to resolve the matter and informed the meeting that this agenda item requires a “majority vote” of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.

**Resolution**

The resolution was passed to approve the amendment to the name and number of directors who are authorized to sign on behalf of the Company, as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,412,108,977	78.3490
Disapproved	2,324,602,672	21.6509
Abstained	36,108,744	-
Total	10,772,820,393	-
Number of attendances	1,849 Persons	

### Summary of Questions and Answers in Agenda Item 7

No.	Type of Question	Details
1.	Question via Text Messaging	<p>Question: Mr. Nut Jiraamornnimit asked the question how the change of authorization signatory would benefit the company.</p> <p>Answer: The chairman of the meeting explained to the meeting that the existing directors, who were authorized to sign on behalf of the Company, had entered into the transaction with his/her related parties without notification to the Audit Committee and did not provide sufficient information to the Company's Board of Directors which was not align with SEC regulations. TNH, therefore, proposed the amendment of the name and number of directors who are authorized to sign on behalf of the Company to enhance transparency in the Company's operations going forward.</p>
2.	Question via Text messaging	<p>Question: Ms. Thansita Anankitchayakorn asked whether the amendment of the authorized signatory would cause the Company's business to halt.</p> <p>Answer: The chairman of the meeting assigned Mr. Varut Taymeya to answer and explain on the question. Mr. Varut Taymeya clarified that the amendment to the name and number of directors who are authorized to sign on behalf of the Company would not have any impact on the Company's business operations.</p>

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### Agenda Item 8 To individually consider and approve the removal of 3 directors from their positions.

The Meeting Moderator informed the meeting that in addition to the previous issues where the Company's operations have lacked credibility and transparency, leading to conditional opinions from the Company's auditors, as mentioned earlier in agenda item 5, there have been questionable incidents involving the actions of Mr. Visanu Thepcharoen, Mrs. Siriya Thepcharoen, and Mr. Sompijit Chaichanajarak, who are



directors of the Company. It is suspected that these incidents have resulted in a lack of transparency in the Company's operations and may have benefited individuals or other legal entities, without ensuring the utmost benefit for the Company and its shareholders as a whole. One such incident occurred during the Company's Board of Directors Meeting No. 7/2023 on 15 September 2023, when it was resolved to sell vacant land and land with houses in the Big Lot project, Krisana-Rama 5, to the related party of the Company. This resolution was intentionally passed without undergoing scrutiny by the audit committee, even though the transaction fell under related party transactions according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended). The Audit Committee of the Company was required to screen and provide opinions to prevent conflicts of interest or transfer of benefits unfairly before proposing such matters to the Board of Directors for consideration based on relevant regulations of the SEC and the SET. Upon discovering this transaction (after it had been completed), the Company's management (representing TNH) found that the Company had acted improperly. Therefore, the Company proposed this matter for retrospective consideration by the Company's audit committee. At the audit committee meeting, it was concluded that the purchase and sale price of the vacant land and land with houses in the Big Lot project, Krisana-Rama 5, was not justified. The Audit Committee expressed the opinion that the Company should not have sold the aforementioned properties and recommended the reinstatement of this transaction. Subsequently, Mr. Visanu Thepcharoen, Mrs. Siriya Thepcharoen, and Mr. Sompijit Chaichanajarak exercised their power as the Executive Committee of the Company and the Board's members, passed a resolution to remove several senior executives and caused suspicious concern regarding the transparency in the Company's operation. Therefore, it was proposed the shareholders' meeting to consider approving the removal of all three directors individually.

In addition, shareholders were given the opportunity to ask questions via two channels: text messaging and audio-visual or VDO Conference. The shareholders had asked the questions, and both the chairman of the meeting and designated persons collectively answered the questions until they were understood.

After that, the Meeting Moderator requested the meeting to resolve the matter individually, detailed as follows:

**Agenda Item 8.1 To consider and approve the removal of Mr. Visanu Thepcharoen from the directorship of the Company**

The Meeting Moderator informed the meeting to consider and approve the removal of Mr. Visanu Thepcharoen from the directorship of the Company as per the details proposed and requested the meeting to resolve the matter. The Meeting Moderator also informed the meeting that this agenda item requires a vote of not less than three-fourths of the total number of shareholders present at the meeting and eligible to vote, and the combined shares of not less than a half of the total shares held by shareholders present at the meeting and eligible to vote, including abstentions in the calculation base. However, Mr. Visanu Thepcharoen, as a shareholder, was considered a special stakeholder in this matter as he held the position of the Company’s director who was being nominated to be removed from the position. Therefore, he had no right to vote on this agenda item.

In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.

**Resolution**

The resolution was passed to disapprove the removal of Mr. Visanu Thepcharoen from the directorship of the Company. Despite the meeting voting "Approve" exceeded half of the total shares held by shareholders present at the meeting and eligible to vote. The number of shareholders who voted "Approve" is less than three-fourths of the total number of shareholders present at the meeting and eligible to vote, including abstentions in the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved (1,326 persons) (71.7532%)	8,412,144,977	81.5689
Disapproved (512 persons) (27.7056%)	1,844,532,368	17.8856
Abstained (10 persons) (0.5411%)	56,253,744	0.5454
Total	10,312,931,089	100.0000
Number of attendances	1,848 Persons	-

**Agenda Item 8.2 To consider and approve the removal of Mrs. Siriya Thepcharoen from the directorship of the Company**

The Meeting Moderator informed the meeting to consider and approve the removal of Mrs. Siriya Thepcharoen from the directorship of the Company as per the details proposed and requested the meeting to resolve the matter. The Meeting Moderator also informed the meeting that this agenda item requires a vote of not less than three-fourths of the total number of shareholders present at the meeting and eligible to vote, and the combined shares of not less than a half of the total shares held by shareholders

present at the meeting and eligible to vote, including abstentions in the calculation base. However, Mrs. Siriya Thepcharoen, as a shareholder, was considered a special stakeholder in this matter as he held the position of the Company’s director who was being nominated to be removed from the position. Therefore, she had no right to vote on this agenda item.

In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.

**Resolution**

The resolution was passed to disapprove the removal of Mrs. Siriya Thepcharoen from the directorship of the Company. Despite the meeting voting "Approve" exceeded half of the total shares held by shareholders present at the meeting and eligible to vote. The number of shareholders who voted "Approve" is less than three-fourths of the total number of shareholders present at the meeting and eligible to vote, including abstentions in the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved (1,326 persons) (71.7532%)	8,412,193,977	78.6656
Disapproved (512 persons) (27.7056%)	2,225,208,341	20.8087
Abstained (10 persons) (0.5411%)	56,204,744	0.5255
Total	10,693,607,062	100.0000
Number of attendances	1,848 Persons	-

**Agenda Item 8.3 To consider and approve the removal of Mr. Sompijit Chaichanajarak from the directorship of the Company**

The Meeting Moderator informed the meeting to consider and approve the removal of Mr. Sompijit Chaichanajarak from the directorship of the Company as per the details proposed and requested the meeting to resolve the matter. The Meeting Moderator also informed the meeting that this agenda item requires a vote of not less than three-fourths of the total number of shareholders present at the meeting and eligible to vote, and the combined shares of not less than a half of the total shares held by shareholders present at the meeting and eligible to vote, including abstentions in the calculation base. However, Mr. Sompijit Chaichanajarak, as a shareholder, was considered a special stakeholder in this matter as he held the position of the Company’s director who was being nominated to be removed from the position. Therefore, he had no right to vote on this agenda item.

In this regard, shareholders or proxies were asked to cast their votes for either “Approve”, “Disapprove”, or “Abstain” by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as “Abstain”.

**Resolution**

The resolution was passed to disapprove the removal of Mr. Sompijit Chaichanajak from the directorship of the Company. Despite the meeting voting "Approve" exceeded half of the total shares held by shareholders present at the meeting and eligible to vote. The number of shareholders who voted "Approve" is less than three-fourths of the total number of shareholders present at the meeting and eligible to vote, including abstentions in the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved (1,325 persons) (71.76603%)	8,412,140,977	78.0867
Disapproved (513 persons) (27.7447%)	2,304,421,672	21.3910
Abstained (11 persons) (0.5949%)	56,257,744	0.5222
Total	10,772,820,393	100.0000
Number of attendances	1,848 Persons	-

**Summary of Questions and Answers related to Agenda 8.1 - 8.3**

No.	Type of Question	Details
1.	Question via Text Messaging	<p>Question: Mr. Attakorn Chuenrutainaitam asked the question that if the removal of directors as per the details proposed causes the discontinuing of the Company’s management and negative impact on the shareholders, how to responsible for such damage?</p> <p>Answer: The chairman assigned Mr. Varut Taymeya to answer and explain on this question. Mr. Varut Taymeya explained that TNH proposed the meeting to approve the removal of 3 directors because it is believed that they caused the ineffectiveness in the Company’s operation. Moreover, other existing directors would further manage the Company’s business in the future so that the removal of three directors does not cause damage to the Company.</p>

No.	Type of Question	Details
2.	Question via Text Messaging	<p>Question: Ms. Naruemol Thongluean asked the question of how the shareholders ensure this meeting would not be manipulated to take over the Company, and what the benefit to the shareholders resulted from today's meeting.</p> <p>Answer: The chairman of the meeting explained that the determination of whether this meeting constitutes a takeover attempt must be considered following the SEC regulations. The key objective of convening this shareholder's meeting is to improve transparency and ensure that the Company's operations are conducted more transparently and put the priority on the ultimate benefit of shareholders as a whole.</p>

**Agenda Item 9 To consider and approve the sale of shares of Wind Energy Holding Co., Ltd.**

The Meeting Moderator informed the meeting that according to the Board of Directors' Meeting No. 12/2023 held on December 7<sup>th</sup>, 2023, a resolution was passed approving the principle of selling the Company's assets consisting of 6 items (with a total market value of over 11,019 million baht) at a selling price not lower than the book value (as of September 30<sup>th</sup>, 2566), which has a total value of 5,740 million baht (details provided in the table below). These assets generate income and cash flow for the Company.

No.	Asset / Project	Location	Land Area	Book Value (30 September 2023)	Debt Guarantee ratio (%)
1	Si Racha	Bang Phra Sub-district, Si Racha district, Chonburi	5 – 2 – 71 Rai	557,996,055	0.32
2	Pa Klok	Pa Klok Sub-district, Thalang District, Phuket	75 – 2 – 31.8 Rai	339,017,364	0.17
3	My Ozone Golf Course	Wangsai Sub-district, Pakchong District, Nakornratchasima	362 – 1 – 62 Rai	420,996,124	0.22

No.	Asset / Project	Location	Land Area	Book Value (30 September 2023)	Debt Guarantee ratio (%)
4	Legend, Nusa Money, Chivani Pattaya	Na Chom Thian Sub-district, Sattahip District, Chonburi	273 – 3 – 77.1 Rai	845,359,662	2.45
5	WEH's shares	Wind Energy Holding Company Limited	7,748,294 shares	3,138,059,070	0.07
6	DEMCO's shares	DEMCO Public Company Limited	170,000,000 shares	856,534,967	0.03

If the Company decides to sell assets, particularly those that generate income and cash flow for the Company, such as the shares in Wind Energy Holding Company Limited ("WEH") amounting to 7,748,294 shares, representing 7.12 percent of the total issued shares of WEH, this could lead to significant losses for the Company and its shareholders as a whole.

Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve that the sale or disposal, by any means, of WEH shares held by the Company - whether in whole or in part, whether directly or indirectly - be subject to approval from the Company's shareholders' meeting before engaging in any transaction. This applies regardless of whether the size of the transaction falls within the criteria requiring approval from the Company's shareholders' meeting according to the relevant laws or not.

In addition, shareholders were given the opportunity to ask questions via two channels: text messaging and audio-visual or VDO Conference, which was summarized at the end of this agenda item's resolution.

Subsequently, the Meeting Moderator requested the meeting to resolve the matter and informed the meeting that this agenda item requires "a majority vote" of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. In this regard, shareholders or proxies were asked to cast their votes for either "Approve", "Disapprove", or "Abstain" by pressing the corresponding buttons on the electronic voting system. Any shareholder who does not cast their vote within the specified period shall be deemed as "Abstain".

#### Resolution

The resolution was passed to approve that the sale of shares of Wind Energy Holding Co., Ltd. must be obtained at the shareholders' meeting (regardless of whether the size

of the transaction falls within the criteria requiring approval from the Company's shareholders' meeting according to the relevant laws or not), as per the details proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, detailed as follows:

Voting	Amount (Shares)	Percentage
Approved	8,609,017,880	80.3693
Disapproved	2,102,804,769	19.6306
Abstained	60,997,744	-
Total	10,772,820,393	-
Number of attendances	1,849 Persons	

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#### Summary of Questions and Answers Related to Agenda Item 9

No.	Type of Question	Details
1.	Question via Text Messaging	<p>Question: Mr. Pattarakit Netiniyom asked the question of how much the dividend the Company will receive from WEH in the year 2024. What is the dividend yield?</p> <p>Answer: The chairman of the meeting explained to the meeting that so far for the year 2024, the Company received dividends from WEH approximately 39 million baht. In the whole year 2023, moreover, the Company received dividends from WEH totaling 209 million baht.</p>
2.	Question via Text Messaging	<p>Question: Mr. Attakorn Chuenrutainaitam asked the question that the request for approval to sell WEH shares does not meet the criteria because there is no IFA opinion and the notice of the meeting was not sent 14 days in advance. Therefore, this agenda item is not valid.</p> <p>Answer: The chairman of the meeting assigned Ms. Voraluck Worachattham, a Legal advisor, to answer and explain on this question. Ms. Voraluck Worachattham clarified that this agenda item is a request for the shareholders' meeting to consider and approve in principle that if there is any sale of WEH shares, the Company must propose the</p>

No.	Type of Question	Details
		<p>shareholders' meeting to consider and approve. It is not a request the approval from the shareholders' meeting to dispose of the Company's assets according to SET and SEC regulations.</p>
3.	Question via VDO Conference	<p>Question: Mr. Attakorn Chuenrutainaiham asked the question of why we need to sell WEH shares now, and the share price is good for selling now.</p> <p>Answer: The chairman of the meeting explained to the meeting that selling WEH shares would result in the Company's operational results getting worse. As previously stated WEH regularly pays dividends and generates income and cash flow to the Company. Therefore, TNH disagrees with selling WEH shares and it is the reason for requesting the shareholders' meeting to consider and approve in principle that any sale of WEH shares, whether in whole or in part, directly or indirectly, must receive approval from the Company's shareholders' meeting before proceeding.</p>

After that, the Chairman thanked the shareholders for attending the Meeting and providing various opinions and suggestions in the meeting and declared the Meeting adjourned at 11:51 a.m.

Signed *-Mr. Nuttpasint Chet-udomlap-* Chairman of the Meeting  
(Mr. Nuttpasint Chet-udomlap)



The Company's 2023 annual report, 56-1 form (One Report)



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A copy of the 2023 yearly financial statement for the fiscal year ended December 31<sup>st</sup>, 2023

NUSASIRI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

THAILAND

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FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2023  
AND  
INDEPENDENT AUDITOR'S REPORT

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**Background of directors who are due to retire by rotation  
nominated for re-election for another term of office**

No. 1



**Name** Mr. Manop Thanomkitti

**Age** 72 years

**Type of Director** Independent Director

**Academic Degree**

- Master's Degree in Business Administration, Sukhothai Thammathirat University
- Bachelor's Degree in Engineering (Electrical), Chulalongkorn University

**Training Program**

- Diploma, National Defense Course for Joint Public-Private Sector Class 18, National Defence College
- Advanced Senior Executive Program (ASEP) Class 3, Kellogg Institute School of Management, Northwestern University (USA)
- Director Certification Program (DCP) รุ่นที่ 116, The Thai Institute of Directors Association (IOD)
- Development Economics Program, National Institute of Development Administration
- Energy Sector Program, CDG Germany
- Distribution Automation System Program, KEPCO Japan
- Advance Audit Committee Program (AACP 27/2017) The Thai Institute of Directors Association (IOD)

**Work Experience  
(in the past 5 years)**

- Independent Director and Chairman of Audit Committee, RSS 2016 Public Company Limited
- Deputy Governor, Office of the Governor, Provincial Electricity Authority

Director Positions in the Company	<p><b>4<sup>th</sup> March 2022 – 6<sup>th</sup> May 2024</b></p> <ul style="list-style-type: none"><li>▪ Vice Chairman of the Board of Directors</li><li>▪ Independent Director / Member of the Audit Committee</li><li>▪ Member of the Nomination and Remuneration Committee</li><li>▪ Member of the Sustainability and Risk Management Committee</li></ul> <p><b>7<sup>th</sup> May 2024 - Current</b></p> <ul style="list-style-type: none"><li>▪ Vice Chairman of the Board of Directors</li><li>▪ Independent Director / Chairman of the Audit Committee</li></ul>
Meeting Attendance (in the year 2023)	<ul style="list-style-type: none"><li>▪ Board of Directors Meeting (12/12)</li><li>▪ Audit Committee Meeting (10/10)</li><li>▪ Nomination and Remuneration Committee Meeting (5/5)</li></ul>
Shareholding Ratio (in the Company)	0.00%
Prohibited Relationships for Independent Directors	None

No. 2



**Name** Mr. Pairoj Sirirat

**Age** 68 years

**Type of Director** Director

**Academic Degree**

- Bachelor's Degree in Industrial Electricity Phranakhon Rejabhat University

**Training Program**

- Mini MBA Program, Kasetsart University
- Directors Accreditation Program (DAP) Class 80/2009 The Thai Institute of Directors Association (IOD)

**Work Experience  
(in the past 5 years)**

- Director, Member of the Executive Committee, and Chief of Executive Officer, RSS 2016 Public Company Limited
- Director, K N Real Estate Company Limited
- Director, Member of the Executive Committee, and Managing Director, DD Mart Holding Company Limited
- Director, Member of the Executive Committee, and Deputy Managing Director, Demco Public Company Limited

**Director Positions in the  
Company**

**4<sup>th</sup> March 2022 – 6<sup>th</sup> May 2024**

- Director
- Member of the Nomination and Remuneration Committee
- Chairman of the Sustainability and Risk Management Committee

**7<sup>th</sup> May 2024 - Current**

- Director / Member of the Executive Committee
- Member of the Nomination and Remuneration Committee
- Chairman of the Sustainability and Risk Management Committee

Meeting Attendance  
(in the year 2023)

- Board of Directors Meeting (12/12)
- Nomination and Remuneration Committee Meeting (5/5)

Shareholding Ratio  
(in the Company)

2.82%

Information of Directors' Remuneration

Unit: baht

No.	Directors' Remuneration	2019	2020	2021	2022	2023	2024	Remarks
1	Monthly remuneration							
	1.1 Chairman of the Board of Directors	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	Per month
	1.2 Members of the Board of Directors	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	Per person
2	Meeting allowance							
	2.1 Chairman of the Board of Directors	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	25,000.00	Per attendance
	2.2 Members of the Board of Directors	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00	Per person
	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 Members of the 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 Members of the 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	12,500.00	
	2.8 Members of the Sustainability and Risk Management Committee	-	-	-	-	10,000.00	10,000.00	
	2.9 Chairman of the Executive Committee	-	-	-	-	-	25,000.00	
2.10 Members of the Executive Committee	-	-	-	-	-	20,000.00		

No.	Directors' Remuneration	2019	2020	2021	2022	2023	2024	Remarks
3	Health check-ups and medical treatment	200,000.00	200,000.00	200,000.00	200,000.00	300,000.00	300,000.00	Per person Per year (Benefits shall be used only at Panacee Hospital.)
4	Bonus	0.25 percent of the increased total assets; provided that the Company shall have profits, not exceeding the maximum amount of 500,000.00 baht per person per year			0.75 percent of the net profit; provided that, the Company has profits, not exceeding the maximum amount of 500,000.00 baht per person per year			Within 5 years
5	Accident insurance and health insurance premium	None				Not exceeding 100,000.00 baht	Not exceeding 100,000.00 baht	Per person Per year
6	Special conflict of interests or other benefits	None of the directors has a special conflict of interest or other benefits compared with other directors.						-
Maximum amount as approved by the shareholders' meeting		5.50	5.50	5.50	7.50	7.50	10.00	Million baht per year
Number of directors as of the date on which the shareholders' meeting resolves to approve		7	7	7	9	9	12	person
Actual amount		4.28	5.07	4.09	4.58	7.26	NA	Million baht per year
Percentage (actual amount / maximum amount)		77.82	92.18	74.36	61.07	96.80	NA	





Article 33 There shall be a general meeting of shareholders at least once a year. Such a meeting shall be called a “**general meeting**” Such general meeting shall be held within 4 months after the end of the company's fiscal year.

Other shareholder meetings shall be called “**extraordinary meetings**”

The Board of Directors may call an extraordinary meeting at any time it deems appropriate or when shareholders whose shares count together are not less than 1/5 of the total number of shares sold or when at least 25 shareholders whose share count together are not less than 1/10 of the total number of shares sold, sign a letter in the same issue requesting the board of directors to call an extraordinary meeting. The request letter must be clearly specified for what purpose. The board of directors must hold a meeting within one month from the date of receiving the letter from shareholders.

Article 34 In notifying the meeting of shareholders. The Board of Directors shall prepare a meeting invitation specifying the location, date, time, and agenda. and matters to be presented to the meeting along with appropriate details by specifying clearly that it is a matter proposed for information, approval, or consideration along with the opinions of the board of directors on the matter and sent to shareholders and the registrar not less than seven days before the meeting date.

In addition, the notice of calling a shareholder meeting is advertised in newspapers for three consecutive days, not less than three days before the meeting date.

If a meeting is called at that time is a meeting invitation to arrange a meeting via electronic media. The company can send a meeting invitation letter. Any notice, warning, notification, or advertising message. Concerning meetings about the company or any advertising messages electronically instead.

Article 35 A shareholder meeting must have shareholders and shareholders' proxies (if any) attending the meeting in a total of not less than twenty-five people or not less than half of the total number of shareholders and must have a total of shares not less than one-third of the total number of shares sold will constitute a quorum.

In the case where it appears that at any shareholder meeting when one hour has passed since the appointed time, the number of shareholders attending the meeting is not complete to form a quorum as specified, if the shareholder meeting was called because of the shareholders' request, the meeting was canceled, if the shareholder meeting was not called because of the shareholders' request, a new meeting must be scheduled and a meeting

notice sent to shareholders not less than seven days before the meeting date. In the latter meeting, a quorum is not required.

Article 36 In the shareholder meeting, shareholders may authorize others to attend the meeting and vote on their behalf. The authorization must be made in writing, signed by the grantor and made in the form specified by the Public Company Registrar and must include at least the following items:

- A. the number of shares that the proxy holds;
- B. the name of the proxy grantor;
- C. the time of the meeting where a proxy to attend the meeting and vote is given, and given to the Chairman of the Board or a person designated by the Chairman of the Board before the proxy attends the meeting.

Article 37 In the event that the meeting is not finished considering matters according to the agenda specified in the meeting notice or incomplete consideration of matters proposed by shareholders whose aggregate shares of not less than one-third of the total number of shares sold at the meeting and it is necessary to postpone consideration of the meeting, the meeting shall determine the place, date, time, for the postponed meeting and the Board of Director shall send the notice of the meeting to shareholders at least seven days before the meeting. The notice of the meeting must also be published in a newspaper not less than three days before the meeting date.

Article 38 The chairman of the Board acts as chairman of the shareholder meeting. In the event, that the chairman of the Board is not present at the meeting or is unable to perform his duties. If there is a vice-chairman of the board of directors, the vice-chairman of the board of directors shall be the chairman of the shareholder meeting. If there is no vice-chairman or the vice-chairman is unable to perform his duties, shareholders attending the meeting shall elect one shareholder to be the chairman of the meeting.

Article 39 In a shareholder meeting, every shareholder has one vote per share.

In the case that a shareholder has a special interest in any matter, the shareholder shall not vote on that matter, except for voting to elect directors.

Voting on any resolution or approval of any business, the general meeting must receive an approval vote from a majority of the shareholders who attend the meeting and have the right to vote. Except in the following cases, a vote of not less than three-quarters of the

total number of shareholders who attend the meeting and have the right to vote must be received.

Selling or transferring all or important parts of the company's business to another person.

- A. Buying or accepting the transfer of business of another public company or private company to the company.
- B. Making, amending, or terminating a contract regarding the rental of all or important parts of the company's business, assigning another person to manage the company's business, or combining business with another person with the objective of sharing profits and losses.

Article 40. Businesses that the annual general meeting should consider are as follows:

- (1) consider the report of the committee regarding the activities that the company has carried out during the past year;
- (2) consider and approve the balance sheet;
- (3) consider the allocation of profits;
- (4) elect directors to replace directors who are due to retire at the end of their term;
- (5) appoint an auditor;
- (6) other businesses.

Article 45 It is prohibited to announce permission to pay dividends other than by the resolution of the shareholder meeting or resolution of the Board of Directors (in case of interim dividend).

The payment of dividends must be notified in writing to shareholders, and notice of payment of dividends shall be advertised in a local newspaper. The payment of such dividends shall be arranged within one month from the date of such resolution.

Article 46 The Board of Directors may pay interim dividends to shareholders from time to time when it appears to the directors that the company has sufficient profits to be able to do so, and when dividends have been paid, it shall be reported to the shareholders at the next meeting.

Article 48 The company must allocate part of the annual net profit as a reserve fund of not less than five percent of the annual net profit deducted by the amount of accumulated losses brought forward (if any) until this reserve fund is not less than ten percent of the registered capital.

In addition to the aforementioned reserve fund, the Board of Directors may propose that the shareholders' meeting vote to allocate other reserve funds as they deem to be beneficial to the company's operations.

Article 53 The Board of Directors must prepare the balance sheet and profit and loss account at the end of the company's fiscal year to be proposed to the shareholders' meeting in the annual general meeting, to consider and approve the balance sheet and profit and loss account. The Board of Directors must arrange for the auditors to finish the examination before presenting to the shareholders' meeting.

Article 54 The Board of Directors must send the following documents to the shareholders together with the notice calling for the annual general meeting.

- (1) a copy of the balance sheet and profit and loss account that the auditor has examined with the audit report.
- (2) the Board of Directors' annual report and supporting documents.


Article 56 The auditor shall be appointed by the annual ordinary general meeting. A retiring auditor is eligible for re-election.

Article 57 The shareholders' meeting shall fix the remuneration of the auditor.

**Guidelines for Registration of the Shareholders’ Meeting via Electronic Means (e-Meeting),  
Appointment of Proxy and Voting Casting of the Shareholders’ Meeting  
via Electronic Means (e-Voting)**

**1. Registration of the Shareholders’ Meeting and Documents Required for Attending the Shareholders’ Meeting via Electronic Means (e-Meeting)**

The shareholder(s) who wish to participate in the shareholders’ meeting via electronic means (e-Meeting) are requested to submit an application to request a username, password, and a link for joining the meeting through the electronic media system (e-Request) in advance. This process can be carried out starting from May 31<sup>st</sup>, 2024, at 8:30 AM, until the conclusion of the meeting. Once the Company has verified and approved your application, you will receive an email containing the username, password, and link for joining via registered Email. On the meeting day, the Company will open access for shareholder(s) and proxy(ies) to enter the shareholders’ meeting via electronic means (e-Meeting) system from 8:00 AM on June 7<sup>th</sup>, 2024. Shareholder(s) and proxy(ies) can find additional instructions on how to participate in the shareholders’ meeting via electronic means (e-Meeting) in **Enclosure 10**.

<p align="center">Shareholders can access the electronic media system (e-Request) at <a href="https://app.inventech.co.th/NUSA134895R/#/homepage">https://app.inventech.co.th/NUSA134895R/#/homepage</a></p>	 <p align="center">or scan QR Code</p>
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**1.1 For individual shareholders**

**1.1.1 In the event that shareholders attend the e-Meeting on their behalf**

The shareholders shall submit a copy of a valid photographic identification document issued by the governmental authorities, e.g. identification card, driver's license, or passport, that has been signed to certify a true copy. In case of name or surname change, documentary evidence to such effect must also be presented.

**1.1.2 In the event that shareholders appoint a proxy to attend an e-Meeting, the following documents are required.**

- (a) A Proxy Form A or Proxy Form B (as detailed in **Enclosure 9** which can be downloaded from QR Code) that has been accurately and completely filled in, signed by both the grantor and the proxy, and affixed with THB20 duty stamp, which must be crossed out and dated upon the appointment of the proxy.

- (b) A copy of an identification document of the grantor issued by the government authorities as described in Item 1.1.1 above, which has been signed to certify a true and correct copy by the grantor.
- (c) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item 1.1.1 above, which has been signed to certify a true and correct copy by the proxy.

## 1.2 For shareholders who are juristic persons

### 1.2.1 In the event that shareholders who are juristic persons attend the e-Meeting by their authorized representative, the following documents are required.

- (a) A copy of a valid photographic identification document of the authorized representative(s) issued by the governmental authorities as described in Item 1.1.1 above, which has been signed to certify a true copy by the authorized representative(s).
- (b) A copy of the affidavit of the shareholder, which must be issued no later than 6 months prior to the meeting date, showing the name of such authorized representative(s) as person(s) having authority to act on the shareholder's behalf. Such copy must be signed to certify true and correct by the authorized representative(s), together with affixing the company's seal (if any).

### 1.2.2 In the event that shareholders who are juristic persons appoint a proxy to attend an e-Meeting, the following documents are required.

- (a) A Proxy Form A or Proxy Form B (as detailed in **Enclosure 9** which can be downloaded from QR Code) that has been accurately and completely filled in, signed by both the grantor and the proxy, and affixed with THB20 duty stamp, which must be crossed out and dated upon the appointment of the proxy.
- (b) A copy of the affidavit of the shareholder, which must be issued no later than 6 months prior to the meeting date, showing the name of such authorized representative(s) as person(s) having authority to act on the shareholder's behalf. Such copy must be signed to certify true and correct by the authorized representative(s), together with affixing the company's seal (if any).
- (c) A copy of an identification document of the authorized representative(s) issued by the government authorities as described in Item 1.1.1 above, which has been signed to certify true and correct by the authorized representative(s).
- (d) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item 1.1.1 above, which has been signed to certify true and correct by the proxy.

### 1.3 Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository

- (a) A Proxy Form C (as detailed in **Enclosure 9** which can be downloaded from QR Code) that has been accurately and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy.
- (b) A copy of the custodian's affidavit, which must be issued no later than 1 year prior to the meeting date, which has been signed to certify as true and correct copy by the custodian's authorized representative(s), together with affixing the custodian's seal (if any).
- (c) A copy of an identification document of the custodian's authorized representative(s), who signs the Proxy Form, issued by the government authorities as referred in Item 1.1.1, which has been signed to certify as true and correct by such custodian's authorized representative(s).
- (d) A copy of a power of attorney from the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf.
- (e) A copy of a document confirming the license to engage in the custodian business.
- (f) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item 1.1.1 above, which has been signed to certify true and correct by the proxy.

Should any document as presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).

## 2. Appointment of Proxy

### 2.1 Proxy Granting

Shareholders can appoint any person or an independent director of the Company as their proxy to attend the meeting and cast the votes on their behalf according to the following procedures:

- (a) Shareholders may select either Proxy Form A or Proxy Form B only (as detailed in **Enclosure 9** which can be downloaded from QR Code), except for shareholders who are foreign investors and appoint a custodian in Thailand to be their share depository. In such case, Proxy Form C (as detailed in **Enclosure 9** which can be downloaded from QR Code)
- (b) Shareholders may appoint any person or an independent director as determined by the Company (as detailed in **Enclosure 8**) as their proxy by specifying his/her name and details of the proxy.
- (c) A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately, except



for shareholders who are foreign investors and appoint a custodian in Thailand to be their share depository and use Proxy Form C.

- (d) In cases where a shareholder wishes to appoint another person or an independent director to participate and vote on their behalf at the meeting, the shareholder is required to submit an application to join the meeting along with the shareholder's proxy document through the electronic media system (e-Request). Kindly cooperate by delivering the original copy of proxy documents and supporting materials to the address provided below, so that the Company can receive them **by June 7<sup>th</sup>, 2024**.

**Nusasiri Public Company Limited**

No. 2922/209 Charn Issara Tower 2 Building,  
13 Floor (12A), New Petchaburi Road,  
Bangkapi, Huai Khwang, Bangkok 10310

Through the electronic media system (e-Request), the submission of requests will be open from May 31<sup>st</sup>, 2024, starting at 8:30 a.m., until the conclusion of the meeting. In the event that a shareholder wishes to delegate proxy authority to another person other than the independent directors of the Company to attend the meeting on their behalf. The company will send the username, password, and link for joining to the registered email of the proxy(ies).

- (e) In cases where a shareholder has not affixed the stamp duty on the proxy form, the Company will affix THB20 duty stamp on the Proxy Forms to facilitate the shareholder, cross out and date in order for the form to be valid and legally binding according to the laws.
- (f) In the event that a shareholder wishes to revoke the proxy, the shareholder is required to submit a written notice to the Company before the commencement of the shareholders' meeting.

## **2.2 Proxy Form**

We have prepared Proxy Forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of Proxy Forms to be applied for the meeting of shareholders:

- (a) Form A is a general form that is simple and uncomplicated;
- (b) Form B is an explicit form that sets out specific details of authorization; and
- (c) Form C is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

In this regard, we have enclosed Proxy Form B for the shareholders as detailed in **Enclosure 9** which can be downloaded from QR Code (Only Proxy Form B, the Company have dispatched in the form of paper to the shareholders together with the short notice of meeting)

### **3. E-Vote Casting**

- 3.1 One share shall have one vote. Shareholders or proxies attending the meeting must cast their votes in one of the following manners, i.e., approve, disapprove, or abstain. Votes cannot be partially divided, except for foreign investors who appoint a custodian in Thailand to deposit and manage their shares. In such cases, they are allowed to vote with divided preferences.
- 3.2 Vote casting by the proxy
- (a) In the event that the grantor has specified the voting instruction in the Proxy Form, the Company will record such votes, together with the registration to attend the meeting of the proxy. The proxy is not required to cast a vote during the meeting.
  - (b) The appointed proxy must be present during the voting for each agenda item and should not click “Register for exit the quorum” before the closing of the vote for that specific agenda. In cases where the appointed proxy has the authority to consider and vote on behalf of the shareholder, the proxy must cast their vote for each agenda before the announcement of the closing of the vote for that agenda. If the appointed proxy clicks “Register for exit the quorum” out before the closing of the vote for any agenda while the voting is still open, the shareholder who appointed that proxy will not be considered present at the meeting for that agenda. The votes of the shareholder who appointed the proxy will not be counted for that specific agenda. However, clicking “Register for exit the quorum” at any point during a particular agenda does not forfeit the proxy's right to rejoin the meeting or vote in subsequent agendas.
  - (c) In the event that the grantor has not specified the voting instruction for any agenda in the Proxy Form, or the voting instruction is unclear, or the meeting considers additional agenda aside from the agenda stipulated in the Proxy Form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.
- 3.3 Shareholders may vote in advance for each agenda or decide to vote on agendas under consideration. However, shareholders must remain present during the voting period for each agenda item and not click “Register for exit the quorum” before the announcement of the closure of voting for that agenda. If a shareholder clicks “Register for exit the quorum” before the closure of voting in between voting period for any agenda, they will not be considered present for that agenda, and their votes will not be counted for that agenda even though they have voted in advance. Nevertheless, clicking “Register for exit the quorum” during any agenda does not forfeit the shareholder's right to rejoin the meeting or vote in subsequent agendas.


### **4. Vote counting and announcement**


- 4.1 Before voting on each agenda, the Chairman of the meeting or any person designated by the Chairman will provide an opportunity for shareholders or proxy to ask questions or express

comments related to that specific agenda, as appropriate. Shareholders or proxies are requested to state their name and surname before posing questions or sharing comments each time. It is important to note that questions and/or comments from shareholders or proxies must be relevant to the agenda of the meeting. If there are suggestions or questions unrelated to the meeting agenda, they should be presented towards the end of the meeting. The Company reserves the right to respond specifically to questions related to the meeting agenda during the Q&A session.

- 4.2 Chairman of the meeting or any person designated by the Chairman will propose for shareholders to consider voting on each agenda, and will allow shareholders or proxy to cast their votes through the e-Voting system for a period of 1 minute for each agenda. It is important to note that voting can be changed until the closure of voting for that specific agenda.
- 4.3 Resolutions of the shareholders' meeting require the following votes:
- (a) In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes.
  - (b) In other cases, as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each agenda at the end of such agenda.
  - (c) In the case of a tie, the Chairman of the meeting shall have an additional vote as the deciding vote.
  - (d) A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter, except the agenda relating to the vote on the election of the board of directors.
- 4.4 Once the Chairman of the meeting or any person designated by the Chairman declares the end of the voting period, the counting of votes for each agenda will take place immediately. The system will process the votes of shareholders according to the counting criteria for each agenda. The announcement of the voting result will be done at the end of such agenda. The number of shareholders participating in each agenda item may vary, as there could be shareholders joining the meeting or exiting the e-Meeting during the meeting.
- 4.5 Since this shareholders' meeting is conducted by means of the e-Voting system, there shall be no voting card. Therefore, the voided ballot is not applicable.

Information of Independent Directors for Proxy Appointment

	<b>Name</b>	Mr. Noppol Milinhangoon
	<b>Type of Director</b>	Independent Director
	<b>Age</b>	70 years
	<b>Address</b>	No. 2922/209 Charn Issara Tower 2 Building, 13 Floor (12A), New Petchaburi Road, Bangkok, Huai Khwang, Bangkok 10310
	<b>Interest in the Agendas of the Meeting</b>	None

	<b>Name</b>	Dr. Chatchai Payuhanaveechai
	<b>Type of Director</b>	Independent Director
	<b>Age</b>	64 years
	<b>Address</b>	No. 2922/209 Charn Issara Tower 2 Building, 13 Floor (12A), New Petchaburi Road, Bangkok, Huai Khwang, Bangkok 10310
	<b>Interest in the Agendas of the Meeting</b>	None

หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A

อากรแสตมป์  
20 บาท  
Duty Stamp  
of THB20

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Age \_\_\_\_\_ years, residing/located at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท นูศาสิริ จำกัด (มหาชน)  
Being a shareholder of Nusasiri Public Company Limited  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares, having the right to vote equal to \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares, having the right to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares, having the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย   
และระบุรายละเอียดของผู้รับมอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code \_\_\_\_\_

หรือ / OR

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code \_\_\_\_\_

กรณีเลือกมอบอำนาจให้กรรมการอิสระ  
ให้ทำเครื่องหมาย  ที่ข้อ 2.  
If choosing the independent  
director, please mark  on No. 2.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้  
The following independent directors of the Company:  
 ดร. ชชาติชาย พยุหนาวีชัย / Dr. Chatchai Payuhanaveechai หรือ / OR  
 นายนพพล มิลินทางกูร / Mr. Noppol Milinthangoon

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระท่านอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของ  
กรรมการอิสระปรากฏตาม สิ่งที่ส่งมาด้วย 8)

In the case, the independent director who is appointed as the proxy is unable to attend the meeting, one of the  
other independent directors shall be appointed as the proxy in replacement. (Details of Independent Directors are  
set out in Enclosure 8.)

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ของบริษัท นูศาสิริ จำกัด (มหาชน) ในวันศุกร์ที่  
7 มิถุนายน 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of them to be my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders of Nusasiri Public Company  
Limited on Friday, 7 June 2024, at 10.00 a.m. via electronic means (e-Meeting), or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy at this meeting shall be deemed as having been performed by myself/ourselves in all respects.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลาย  
คนเพื่อแยกการลงคะแนนเสียงได้

Remark: The shareholder appointing a proxy must appoint only one proxy to attend and vote at the meeting and shall not split the number of shares  
to several proxies for splitting votes.

หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B

อากรแสตมป์  
20 บาท  
Duty Stamp  
of THB20

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Age \_\_\_\_\_ years, residing/located at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท อนุสาสิริ จำกัด (มหาชน)  
Being a shareholder of Nusasiri Public Company Limited  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares, having the right to vote equal to \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares, having the right to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares, having the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one option)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code \_\_\_\_\_  
หรือ / OR  
ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code \_\_\_\_\_

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย   
และระบุรายละเอียดของผู้รับมอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

กรณีเลือกมอบอำนาจให้กรรมการอิสระ  
ให้ทำเครื่องหมาย  ที่ข้อ 2.  
If choosing the independent  
director, please mark  on No. 2.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้  
The following independent directors of the Company:  
 ดร. ชชาติชาย พยุหนาวีชัย / Dr. Chartchai Payuhanaveechai หรือ / OR  
 นายนพพล มิลินทางกูร / Mr. Noppol Milinthangsoon  
ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระท่านอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของ  
กรรมการอิสระปรากฏตาม สิ่งที่ส่งมาด้วย 8)  
In the case the independent director who is appointed as the proxy is unable to attend the meeting, one of other  
independent directors shall be appointed as the proxy in replacement. (Details of Independent Directors are set out  
in Enclosure 8.)

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ของบริษัท อนุสาสิริ จำกัด (มหาชน)  
ในวันศุกร์ที่ 7 มิถุนายน 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
Anyone of them is my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders of Nusasiri Public Company  
Limited on Friday, 7 June 2024, at 10.00 a.m. via electronic means (e-Meeting), or any other date, time, and meeting venue which the meeting may be  
held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้  
I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

- วาระที่ 1  
Agenda Item 1
- พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2567  
To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 2  
Agenda Item 2
- พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2566  
To consider and acknowledge the report on the results of the Company's business operation for the year 2023  
(ไม่มีการลงคะแนนเสียงในวาระนี้ / No casting of votes in this agenda)
- วาระที่ 3  
Agenda Item 3
- พิจารณาอนุมัติงบการเงินประจำปี 2566 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว  
To consider and approve the 2023 yearly financial statements for the fiscal year ended December 31st, 2023 as audited by the certified public accountant
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 4  
Agenda Item 4
- พิจารณาอนุมัติการงดจัดสรรเงินกำไรเพื่อเป็นเงินทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทฯ สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566  
To consider and approve the suspension of allocation of the profits to the statutory reserve fund and the suspension of dividend payment for the results of the Company's business operation for the fiscal year ended December 31<sup>st</sup>, 2023
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 5  
Agenda Item 5
- พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ  
To consider and approve the re-election of directors who are due to retire by rotation
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 6  
Agenda Item 6
- พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2567  
To consider and approve the 2024 annual remuneration of the Company's directors
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 7  
Agenda Item 7
- พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567  
To consider and approve the appointment of auditors and determination of the audit fee for the year 2024
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
Agenda Item 9 To consider other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and not signify my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or such intention is not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any acts performed by the proxy in this meeting except in case the proxy has not voted as I/we specified in the Proxy Form shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

หมายเหตุ :

Remarks :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing a proxy must appoint only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda regarding the election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ  
In case there are additional agenda apart from those specified above brought into consideration in this meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **นุศาศิริ จำกัด (มหาชน)** ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ของบริษัท **นุศาศิริ จำกัด (มหาชน)** ในวันศุกร์ที่ 7 มิถุนายน 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Nusasiri Public Company Limited** for the 2024 Annual General Meeting of Shareholders of Nusasiri Public Company Limited on Friday, 7 June 2024, at 10.00 a.m. via electronic means (e-Meeting), or any other date, time, and meeting venue which the meeting may be held.

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

หนังสือมอบฉันทะ แบบ ค.

(สำหรับผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น)

Proxy Form C.

(For foreign shareholders who have appointed a custodian in Thailand as the depository and trustee only)

อากรแสตมป์  
20 บาท  
Duty Stamp  
of THB20

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_  
I/We \_\_\_\_\_  
สำนักงานตั้งอยู่เลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Office locating at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ (ชื่อผู้ถือหุ้น)

As a custodian for (shareholder's name)

ซึ่งเป็นผู้ถือหุ้นของ บริษัท อนุศาสน์ จำกัด (มหาชน)

Being a shareholder of Nusasiri Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares,	having the right to vote equal to _____ votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares,	having the right to vote equal to _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares,	having the right to vote equal to _____ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย   
และระบุรายละเอียดของผู้รับมอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code \_\_\_\_\_  
หรือ / OR  
ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code \_\_\_\_\_

กรณีเลือกมอบอำนาจให้กรรมการอิสระ  
ให้ทำเครื่องหมาย  ที่ข้อ 2.  
If choosing the independent  
director, please mark  on No. 2.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้  
The following independent directors of the Company:  
 ดร. ชชาติชาย พุฒนาวิชัย / Dr. Chatchai Payuhanaveechai หรือ / OR  
 นายนพพล มิลินทางกูร / Mr. Noppol Milinthangsoon  
ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระท่านอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของ  
กรรมการอิสระปรากฏตาม สิ่งที่ส่งมาด้วย 8)  
In the case the independent director who is appointed as the proxy is unable to attend the meeting, one of other  
independent directors shall be appointed as the proxy in replacement. (Details of Independent Directors are set  
out in Enclosure 8.)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ของบริษัท อนุศาสน์ จำกัด (มหาชน)  
ในวันวันศุกร์ที่ 7 มิถุนายน 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลือกไปในวัน เวลา และสถานที่อื่นด้วย  
Anyone of them is my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders of Nusasiri Public  
Company Limited on Friday, 7 June 2024, at 10.00 a.m. via electronic means (e-Meeting), or any other date, time and meeting venue which the  
meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant the total number of shares holding and having the right to vote

มอบฉันทะบางส่วน คือ  หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
To grant partial of ordinary share shares, having the right to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
preferred share shares, having the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง  
Total amount of voting rights votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

At this meeting, I/we hereby authorize the proxy to vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567

Agenda Item 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2566

Agenda Item 2 To consider and acknowledge the report on the results of the Company's business operation for the year 2023

(ไม่มีการลงคะแนนเสียงในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2566 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว

Agenda Item 3 To consider and approve the 2023 yearly financial statements for the fiscal year ended December 31st, 2023 as audited by the certified public accountant

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณานุมัติการงดจัดสรรเงินกำไรเพื่อเป็นเงินทุนสำรองตามกฎหมายและการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทฯ สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda Item 4 To consider and approve the suspension of allocation of the profits to the statutory reserve fund and the suspension of dividend payment for the results of the Company's business operation for the fiscal year ended December 31<sup>st</sup>, 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda Item 5 To consider and approve the re-election of directors who are due to retire by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda Item 6 To consider and approve the 2024 annual remuneration of the Company's directors

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

Agenda Item 7 To consider and approve the appointment of auditors and determination of the audit fee for the year 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item 9 To consider other business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and not signify my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความสะดวกในการออกเสียงลงคะแนนวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or such intention is not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting except in case the proxy has not voted as I/we specified in the Proxy Form shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

หมายเหตุ :

Remarks :

1. หนังสือมอบฉันทะ แบบ ค. นี้ ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ฝากและดูแลหุ้นเท่านั้น  
Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidence to be enclosed with this Proxy Form are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy form on behalf of the shareholder
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Letter of certification to certify that a person executing the Proxy Form has permission to act as a Custodian
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing a proxy must appoint only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies for splitting votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda regarding the election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ  
In case there are additional agenda apart from those specified above brought into consideration in this meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

(สำหรับผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น)

Attachment to Proxy Form C.

(For foreign shareholders who have appointed a custodian in Thailand as the depository and trustee only)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **นุศาสิริ จำกัด (มหาชน)** ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ของบริษัท นุศาสิริ จำกัด (มหาชน) ในวันศุกร์ที่ 7 มิถุนายน 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Nusasiri Public Company Limited** for the 2024 Annual General Meeting of Shareholders of Nusasiri Public Company Limited on Friday, 7 June 2024, at 10.00 a.m. via electronic means (e-Meeting), or any other date, time, and meeting venue which the meeting may be held.

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item Re:

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To grant my/our proxy to vote at my/our desire as follows:

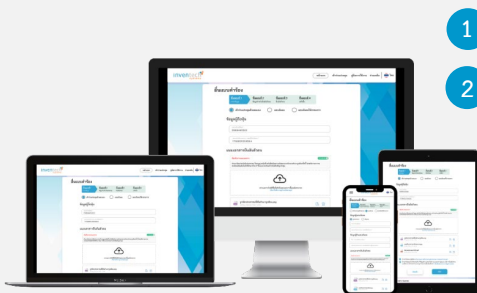
เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders wishing to attend the meeting via electronic means on their behalf or appoint any person or an independent director of the Company as their proxy to attend the meeting via electronic means and cast the votes on their behalf, can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/NUSA134895R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the notice of the Shareholders'
- 2 Choose type request for request form to 4 steps  
 Step 1 Fill in the information shown on the registration page  
 Step 2 Fill in the information for verify  
 Step 3 Verify via OTP  
 Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and

**\*\* Merge user accounts, please using the same email and phone number \*\***


2. For Shareholders who would like to attend the Meeting either on their behalf or appoint any person or an independent director of the Company as their proxy to attend the meeting and cast the votes on their behalf via electronic means, please note that the electronic registration will be available from May 31<sup>st</sup>, 2024, at 8:30 AM, until the end of the meeting.
3. The electronic conference system will be available on June 7<sup>th</sup>, 2024 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of proxy to another person or the Company's independent director


In cases where a shareholder wishes to appoint another person or an independent director of the Company for participation and voting on their behalf at the meeting, kindly cooperate by delivering the original copy of proxy documents and supporting materials to Nusasiri Public Company Limited by post at the address provided below, so that Nusasiri Public Company Limited can receive them **by June 7, 2024.**

Nusasiri Public Company Limited  
 No. 2922/209 Charn Issara Tower 2 Building,  
 13 Floor (12A), New Petchaburi Road, Bangkok,  
 Huai Khwang, Bangkok 10310

### If you have any problems with the software, please contact Inventech Call Center

 02-931-9130

 @inventechconnect

 The system available during May 31<sup>st</sup>, 2024 – June 6<sup>th</sup>, 2024 at 08.30 a.m. – 05.30 p.m.

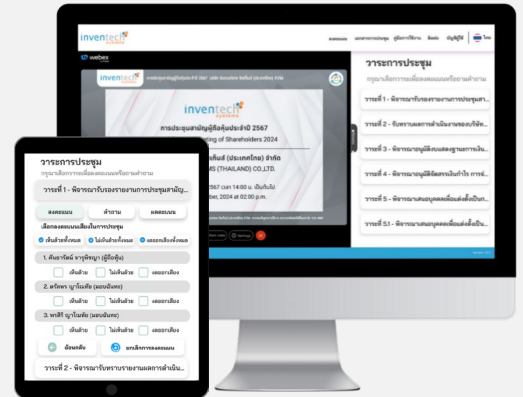
**(only business days, specifically excludes holidays and public holidays)**



Report a problem  
 @inventechconnect

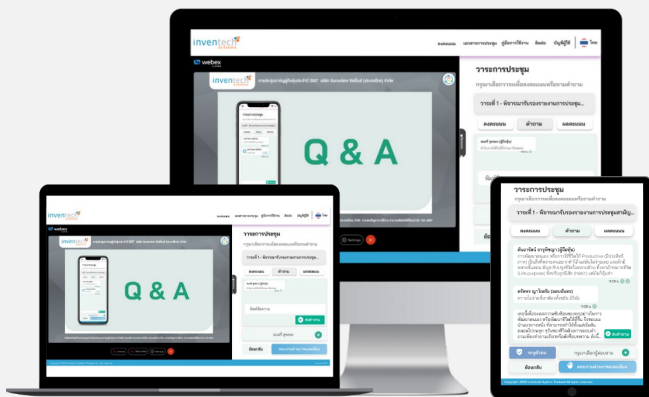
## Step voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to abstaining, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
  - Click on “Question” button
- 1 Ask a question
    - Type the question then click “Send”
  - 2 Ask the question via video
    - Click on “Conference”
    - Click on “OK” for confirm your queue
    - Please wait for the queue for you, then you can open the microphone and camera

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting



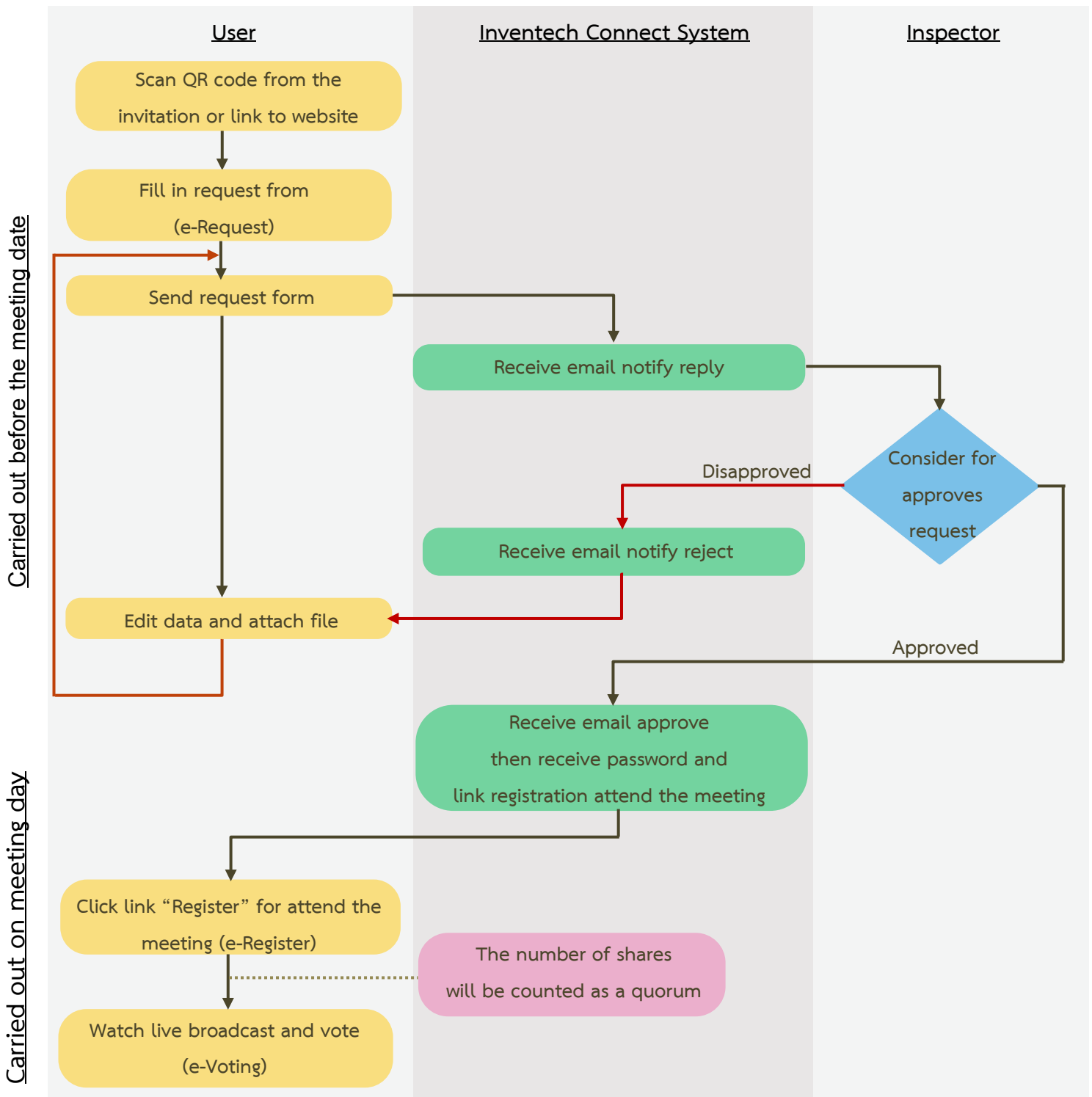
Video of using Inventech Connect

\* Note Operation of the electronic conferencing system and Inventech Connect systems depends on internet system of shareholders or proxy. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not support internet explorer.**



## Guidelines for attending of Electronic Meeting



### Condition of Use

#### In case Merge account/change account

In case there are multiple filing requests using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count as the calculation base in the meeting.

#### In case Exit the meeting

If the attendees click on "Register for exit the quorum" before the closure of voting in between voting period for any agenda, such shareholder (whether attending on their behalf or by proxy) will not be considered present for that agenda and votes of the shareholder (whether attending on their behalf or by proxy) will not be counted as the calculation base for that specific agenda.