

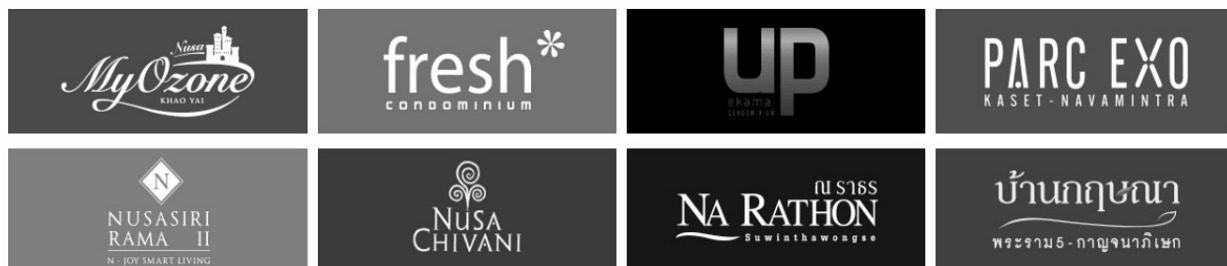


NUSASIRI

N - JOY SMART LIVING

**Invitation to the Annual General Meeting of Shareholders
for the year 2014.**

Tuesday 29th April 2014, at 09.00 A.M.



At The Grand Inn Come Hotel, Kingkaew Room (2th Floor)

No. 99 Moo. 6, Kingkaew Road, Kingkaew, Bang Phli,
Samutprakarn 10540

Ref. NUSA 025/2014

Date: 18 March 2014

Dear : Shareholder

Subject: Invitation to the Annual General Meeting of Shareholders of 2014.

- Enclosure:
1. Copy of the Minutes of the Extraordinary General Meeting No.1/2013 on December, 2013
 2. CD-ROM of the 2013 Annual Report and summary of financial information
 3. Information of the Directors who retire by rotation and have been nominated for reappointment as Directors for another term
 4. Capital Increase Report Form (F53-4)
 5. Documents and Evidence Required for Meeting Attendance, Registration Process, Voting Process and Vote Counting Procedures in the Shareholders' Meeting.
 6. The Company's Articles of Association which relate to shareholders' meeting
 7. Information of the members of audit committee to be shareholders' proxy at the 2014 Annual General Meeting of Shareholders
 8. Proxy Form A. and B.
 9. Map of the Place for Convening the Shareholders' Meeting

The Board of Directors of Nusasiri Public Company Limited resolved to convene the Annual General Meeting of Shareholders of 2014 to be held on Tuesday 29 April 2014 at 09.00 hours, at Grand Inn Come Hotel, Kingkaew Room (2th Floor) No. 99 Moo. 6, Kingkaew Road, Kingkaew, Bang Phli, Samutprakarn 10540 (Map of the meeting place as shown in the attachment with 9) in order to consider the matters in accordance with the following agenda.

1. To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2013 on December 9, 2013
Facts and rationale The Company arranged the Extraordinary General Meeting of Shareholders No. 1/2013 on December 9, 2013 and the copy of the Minutes sent to the Stock Exchange of Thailand and Ministry of Commerce under the timeline specified by law (within 14 days), the copy is shown in (*Enclosure item No. 1*)
Board's opinion The General Meeting of Shareholders should approve the minutes that is recorded correctly and truly.
Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.
2. To acknowledge the report on the Company's operating results and Annual Report 2013
Facts and rationale The details of the Company's operating results for 2013 are shown in the Annual Report 2013 (*Enclosure item No. 2*)

Board's opinion The Board recommends that the report on the Company's operating results in respect of the past year ended as at 31 December 2013, be acknowledged.

3. **To consider and approve the audited balance sheet and profit and loss statements for the year ended as at December 31, 2013**

Facts and rationale Pursuant to the Public Company s' Act requires that the Company must prepare a balance sheet and profit and loss statement at the end of each fiscal year of the Company by validation of the auditor and propose to the Annual General Meeting of Shareholder.

The Company has prepared a financial statement and profit and loss statement for the year ended December 31, 2013 presented in the 2013 Annual Report and summary financial information which have been considered by the Audit Committee and already certified by the authorized auditors. Details appear in the 2013 Annual Report and summary financial information as (*Enclosure item No. 2*)

Board's opinion The General Meeting of Shareholders should approve the audited balance sheet and profit and loss statements in respect of the past year ended as at December 31, 2013 which considered by the Audit Committee and already certified by the authorized auditors.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

4. **To consider and approve the non-allocation of the profit. To the legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at 31 December 2013**

Facts and rationale The operation result of the Company for the year ended December 31, 2013 which have been approved by the Audit Committee and certified by the authorized auditors The company has losses of Baht 54.62 million, and the Company has accumulated losses of Baht 3.07 million. Pursuant to the Public Companies Act B.E. 2535, section 115. That with the payment of dividends of funds other apart from profits shall not be made. In case the company has accumulated losses. Prohibit the paying dividends Hence the need for non-allocation of the profit to the legal reserve and no dividend payment for the fiscal year 2013. Losses because the company And it is necessary to carry out the development projects that have the potential even more.

Board's opinion The General Meeting of Shareholder should approve the non allocation of the profit. To the legal reserve and the non-payment of dividend in respect of the operating results for the fiscal year ended as at 31 December 2013

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

5. **To consider and approve the re-appointment of Directors who retire by rotation for another term**

Facts and rationale According to the Public Company's Articles of Association clause 18, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from the position. There must be a drawing by lots to determine the directors retiring on the first and second years following the conversion into a public company. In subsequent years, the directors who occupy the position for the longest period must retire by rotation. At the 2013 Annual General Meeting of Shareholders, the directors who retire by rotation in this year are as follows:

1. Mr. Narongchai Satanupong Chairman of Audit Committee/Independent Directors.
2. Mr. Surasak Narksawas Audit Committee/Independent Directors.

Information on those 2 directors is set out in (*Enclosure item No. 3*)

Board's opinion The Board, excluded the directors who have conflict of interest, agreed with the Nominating and Remuneration Committee to recommend Mr. Narongchai Satanupong and Mr. Surasak Narksawas, the directors who retire by rotation, be re-appointed as the Company's directors for another term as both directors are suitable and qualified.

Resolution This agenda shall be approved in individual manner and with majority votes by shareholders who attend the meeting and have a voting right.

6. **To consider and approve the Directors' remuneration for year 2014**

Facts and rationale The Nominating and Remuneration Committee considered the Director's Remuneration for the year 2014, comparing to other listed companies in the same industry by size of business, duties and responsibilities, and the appropriateness of economic condition. Therefore, The director's remuneration for 2014, of not more than Bath 5,000,000 and the bonus remuneration at 0.25 percent of net profit but not more than 500,000 Baht/person/year. However, the Board of Directors is authorized to determine conditions, profile and the rate of remuneration of directors and subcommittees, as appropriate. The Detailed scope of authority and responsibilities of the board. The Audit Committee and the Nomination and Remuneration Committee. are set out in the annual report (*Enclosure item No. 2.*)

Board's opinion The General Meeting of Shareholders should approve the Directors' Remuneration for 2014 as the consideration by the Nominating and Remuneration Committee.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

7. **To consider and approve the appointment of the Company's auditors and their remuneration for 2014**

Facts and rationale Pursuant to the Public Companies Act B.E. 2535, section 120, requires that every year the Annual General Meeting of Shareholders appoints the Company's auditors and determines their remuneration. The existing auditors may be reappointed. In order to comply with the specified regulations, the Company has arranged auditor rotation. If such auditors have performed their duties for 5 consecutive accounting years, the Company is not required to engage a new audit firm which means the Company may appoint any auditors in the existing audit firm to replace the existing auditors.

The audit committee recommends that Professor Kesree Narongdej, Certified Public Accountant (Thailand) No. 76 and/or or Mr. Chaiyut Angsuwittaya, certified public accountant no. 3885, and/or Mr. Sumit Khopaiboon, Certified Public Accountant (Thailand) No. 4885 of A.M.T. & Associates Co., Ltd., no relationships or interests exist between the nominated auditors and the Company, its executives, major shareholders and their affiliates.

Thus, the propose audit fee for the year 2014 of Baht 1,430,000 subsidiaries , not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment as follows;

The Remuneration of the Auditor	The year 2014	The year 2013
The audit of the Annual Financial Statement		
Nusasiri Plc.	730,000	700,000
Financial Statement Consolidated	40,000	20,000
The Financial Statement of Interim/Quarter		
Nusasiri Plc.	585,000	570,000
Financial Statement Consolidated	75,000	45,000
Total	1,430,000	1,335,000

Board's opinion The General Meeting of Shareholders should approve the appointment of Professor Kesree Narongdej, Certified Public Accountant (Thailand) No. 76 and/or Mr. Chaiyut Angsuwittaya, certified public accountant no. 3885 and/or Mr. Sumit Khaopaiboon, Certified Public Accountant (Thailand) No. 4885 of A.M.T. & Associates Co., Ltd. The propose audit fee for the year 2014 of Baht 1,430,000 subsidiaries , not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

8. **To consider and approve cancellation of the allotment of ordinary shares of 50,000,000 shares to the private placement.**

Facts and rationale According to the Extraordinary General Meeting of Shareholders of the Company No. 1/2013 held on December 9, 2013, approve the share allotment to the private placement of 400,000,000 shares par value of baht 1.00. Currently the company has been paid shares are 350,000,000 shares at par value of Baht 1 per share and no paid shares and 50,000,000 shares at par value of Baht 1 per share. The company is planning to increase its registered capital of Baht 400,000,000. The law requires it require a reduction in capital of the unpaid to complete order to add new capital the company intends to cancel the allocation of existing shares of 50,000,000 shares to the private placement.

Board's opinion The General Meeting of Shareholders should approval for cancellation of allotment of the previous increased ordinary shares in a sum of 50,000,000 shares for private placement.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

9. **To consider approval of capital reduction from the previous registered amount of Baht 3,968,280,852 to the registered capital of Baht 3,918,280,852 by deleting of registered ordinary shares which are reserved for capital increase for private placement issuance in a sum of 50,000,000 shares at par value of Baht 1.00 per share, totalling Baht 50,000,000.**

Facts and rationale In connection to Agenda 8, once the approval of cancellation of allotment of the previous increased ordinary shares in a sum of 50,000,000 shares for private placement has been obtained, the Meeting must consider capital reduction from the previous registered amount of Baht 3,968,280,852 to the registered capital of Baht 3,918,280,852 by deleting of registered ordinary shares which are reserved for capital increase for private placement issuance in a sum of 50,000,000 shares

Board's opinion The General Meeting of Shareholders should approval for capital reduction from the previous registered amount of Baht 3,968,280,852 to the registered capital of Baht 3,918,280,852 by deleting of registered ordinary shares which are reserved for capital increase for private placement issuance in a sum of 50,000,000 shares at par value of Baht 1.00 per share, totalling Baht 50,000,000.

Resolution A resolution on this agenda item must be approved by three-quarters or more of the total votes cast by the shareholders present and eligible to vote.

10. **To consider approval of amendment of Clause 4 of the Memorandum of Association in order to be in line with the capital reduction of the Company.**

Facts and rationale In connection with the approval of capital reduction in Agenda 9, the Meeting must consider approval of amendment of Clause 4 of the Memorandum of Association in order to be in line with the capital reduction by adopting the following terms:

'No. 4	Registered capital	Baht 3,918,280,852	(Three Thousand Nine Hundred and Eighteen Million and Two Hundred Eighty Thousand Eight Hundred Fifty-Two Baht)
	Divided into	3,918,280,852 shares	(Three Thousand Nine Hundred and Eighteen Million and Two Hundred Eighty Thousand Eight Hundred Fifty-Two Shares)
	With par value of	Baht 1.00	(One Baht)
	Divided into		
	Ordinary shares	3,918,280,852 shares	(Three Thousand Nine Hundred and Eighteen Million and Two Hundred Eighty Thousand Eight Hundred Fifty-Two Shares)
	Preferred shares	None	-

Board's opinion The General Meeting of Shareholders should approve the amendment to Clause 4. of the Company to comply with the reduction of the shares capital. As detailed above.

Resolution A resolution on this agenda item must be approved by three-quarters or more of the total votes cast by the shareholders present and eligible to vote.

11. **To consider the approve the increase in the Company's registered capital of Baht 400,000,000 a par value of Baht 1.00**

Facts and rationale The increase of registered capital at this time is for reservation for use of capital increase for specific investor private placement in a sum of not exceeding of Baht 400,000,000 a par value of Baht 1.00 (*Enclosure item No. 4*)

Board's opinion The General Meeting of Shareholders should approval for capital increase in the sum of 400,000,000 shares from the registered capital after reduction of capital in a sum of Baht 3,918,280,852 to Baht 4,318,280,852 by increasing of ordinary shares in a sum of 4,318,280,852 shares at par value of Baht 1.00 per share.

Resolution A resolution on this agenda item must be approved by three-quarters or more of the total votes cast by the shareholders present and eligible to vote.

12. **To consider approval of amendment of Clause 4 of the Memorandum of Association in order to be in line with the capital increased of the Company.**

Facts and rationale In connection with the approval of capital reduction in Agenda 11, the Meeting must consider approval of amendment of Clause 4 of the Memorandum of Association in order to be in line with the capital increase by adopting the following terms:

“No. 4	Registered capital	Baht 4,318,280,852	(Four Thousand Three Hundred and Eighteen Million and Two Hundred Eighty Thousand Eight Hundred Fifty-Two Baht)
	Divided into	4,318,280,852 shares	(Four Thousand Three Hundred and Eighteen Million and Two Hundred Eighty Thousand Eight Hundred Fifty-Two Shares)
	With par value of	Baht 1.00	(One Baht)
	Divided into		
	Ordinary shares	4,318,280,852 shares	(Four Thousand Three Hundred and Eighteen Million and Two Hundred Eighty Thousand Eight Hundred Fifty-Two Shares)
	Preferred shares	None	-”

Board's opinion: The General Meeting of Shareholders should approve the amendment to Clause 4. of the Company to comply with the capital increased of the Company. As detailed above.

Resolution: A resolution on this agenda item must be approved by three-quarters or more of the total votes cast by the shareholders present and eligible to vote.

13. **To consider approval of allotment of the newly increased ordinary shares in the sum of 400,000,000 shares at par value of Baht 1.00 per share for private placement**

Facts and rationale Allotment of increased ordinary shares of 400,000,000 shares (Four Hundred Million shares) at par value of Baht 1.00 for proposing to specific investor by private placement according to the Notification of Capital Market Supervisory Board No. TorChor 28/2551 Re: Request for Permission and Permission for Sale of Newly Issued Shares provided that such persons shall not be a connected persons of the Company, and consider authorize the Board of Directors and/or the authorized directors and/or Chief Executive Officer and/or the Board of Directors or the authorized directors delegated to consider to have power to offer for sale of increased ordinary shares at one time or several times, and to offer for sale to any group of persons before others, or to all groups of persons together at the same time (provided that once authorization is given, the Company shall later notify the detail) by fixing the price for sale to investors having specific characteristics at this time, of which the proposed sale price shall not be lower than 90 percent of market price of the Company's shares, and of which the market price shall be calculated from the average closing prices weighted average prices of the Company's shares in the past period of not less than consecutive 7 days but shall not

exceeding consecutive 15 days before the date of offering for sales; provided that the offered sale price shall not less than the Company's par value of Baht 1.00 per share and the call for paying up of increased shares shall be 1 year after an approval is resolved by the shareholders' meeting.

Board's opinion The General Meeting of Shareholders should approval for allotment of the newly increased ordinary shares in the sum of 400,000,000 shares at par value of Baht 1.00 per share for private placement as detailed above.

Resolution This agenda shall be approved with majority votes by shareholders who attend the meeting and have a voting right.

13. To consider any other business (if any)

You are invited to attend the meeting at the date, time and place stated above. Any shareholder who wishes to appoint a proxy to vote on his/her behalf at the meeting is kindly requested to complete the attached proxy form and submit the completed form to the Chairman before attending the meeting.

Yours faithfully,



(Mr. Somjitr Chaichana)

Directors/Secretary of the Company

- Remarks**
1. The shareholder who cannot attend the meeting may grant the proxy to Mr. Narongchai Satanupong and Mr. Surasak Narkswas the Company's directors and the members of Audit Committee, to act as proxy holder to attend and vote on his/her behalf in respect of the 2014 Annual General Meeting of Shareholders Information of the Audit Committee who shareholder can grant the proxy for the 2014 Annual General Meeting of Shareholders (Enclosure item No. 8)
***** The abstentions proxy voting agenda 5, To consider and approve the appointment of Directors who retire by rotation for another term. Due the entire board 2 person was the stakeholders, reserves the right not to appoint a proxy to vote on this agenda, or consider to carefully, or clearly specified in the proxy statement. (The proxy form B. or enclosure item No. 8)**
 2. Any shareholders wishing to receive *the 2013 Annual Report in publication form* may contact Miss. Kannapat Vatcharapanyaporn and Miss. Siriporn at telephone no. 02-714-4555.

Minutes of Extraordinary General Meeting of Shareholders No.1/2013

Attachment 1

of Nusasiri Public Company Limited

held on December 9, 2013

At Rachada Ball Room (6th Floor) of S.C. Park Hotel

474 Soi Ramkhamhaeng 39, Plubpla, wangthonglang, Bangkok.

Directors attending the Meeting

1.	Mr. Preecha	Phukham	Chairman of the Board
2.	Mr. Visanu	Thepcharoen	Vice Chairman of the Board
3.	Mr. Somjittr	Chaichana	Director/Company Secretary
4.	Mrs. Siriya	Thepcharoen	Director
5.	Mr. Narongchai	Satanupong	Chairman of the Audit Committee and Independent
6.	Mr. Surasak	Narksawas	Audit Committee and Independent Director

Directors who were absent from the meeting

1.	Mr. Amnuay	Preemonwong	Audit Committee and Independent Director
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Participants attending the Meeting

1.	Mr. Sawin	Laosethakul	Star Asia Capital Company Limited (Financial Advisor)
2.	Mr. Nitat	Wattanakul	The Unified Council Company Limited (Legal Advisory)

Beginning of Meeting: 9:15 a.m.

Mr. Somjittr Chaichana, Director and Company Secretary, informed that there were 48 shareholders attending in person and 44 shareholders by proxies at the Meeting totalling 92 persons, representing 1,293,608,307 shares or 52.27 percent of the Company's total paid-up shares of 2,473,567,377 shares, thus constituting a quorum in accordance with the Company's Articles of Association No. 35 and 38, those standard required that the Chairman of the Board of Directors was the Chairman of the Meeting. Mr. Somjittr Chaichana invited Mr.Preecha Phukham, the Chairman of the Board of Directors to conduct the Meeting.

Mr. Preecha Phukham, the Chairman of the Board of Directors welcomed the shareholders present at the Extraordinary Annual General Meeting of Shareholders No.1/2013 and introduced the Meeting the Company's Director and the participants attending the meeting were Mr. Sawin Laosethakul, Financial Advisor - Star Asia Capital Company Limited and Mr. Nitat Wattanakul, Legal Advisory - The Unified Co.Ltd.

The Chairman informed the procedures regarding voting, counting of votes and reporting of the voting result on each agenda were explained as follows:

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

2. In voting on each agenda, the Chairman of the Meeting shall inquire whether any shareholder wishes to disagree or incline from voting. In the event a shareholder wishes to disagree or incline from voting, such shareholder is requested to identify oneself, to indicate their vote on the ballot received during registration, to sign the ballot and hand them to the officers for the counting of votes.
3. In counting the votes, only the objection and abstention votes will be counted. The total of such objection votes, abstentions and invalid ballots (if any) will be subtracted from the total number of shares of those shareholders attending the Meeting and the remaining number of votes will be considered as voting for the approval of such agenda.
4. The results of the voting for every agenda for which voting was required shall be announced prior to the close of the Meeting.

If any shareholders wish to share any questions or comments can ask questions or comment on the agenda directly and if the shareholders wish to suggest other ideas that are not on the agenda can comment on other agenda. However, the questions or comments please let shareholders nominate, minutes to be recorded accurately and completely. The Chairman conducted the Meeting regarding the following agendas:

Agenda 1 : To consider and certify the Minutes of Annual General Meeting of shareholders No.1/2013.

The Chairman invited Mr.Somjitr Chaichana, Director and Company Secretary clarify in this matter.

Mr.Somjitr Chaichana informed the meeting that the company held the Annual General Meeting of Shareholder No.1/2013 on April 29, 2013 and has prepared the Company's Minutes as mentioned submitted to the Stock Exchange of Thailand and the Ministry of Commerce at the time as the Law requires within 14 days (The copy appears enclosed as Attachment 1)

To adopt such Minutes had to be approved by a majority vote of the shareholders at the Meeting and entitled to vote.

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

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting's Resolution The Meeting had its resolution to unanimously certify the Minutes of the Annual General Meeting of Shareholders No.1/2013 held on 29 April 2013 with the following votes:

Agreed	1,293,608,307	votes or	100.0000	% of total votes
Disagreed	-	votes or	-	% of total votes
Declined	-	votes or	-	% of total votes

Agenda 2 : To consider approval of cancellation of allotment of the previous increased ordinary shares in a sum of 400,000,000 shares to private placement.

The Chairman invited Mr. Somjitr Chaichana, Director and Company Secretary to explain the Meeting in this matter.

Mr. Somjitr Chaichana informed the Meeting that in fact that the approval of the shareholders at the Annual General Meeting of Shareholders No. 1/2013 on April 29, 2013, after approval of the shareholders. The Company currently No paid up shares capital increased, the Company plans to increase the registered capital of Baht 1,000,000,000. According to

the Public Company Act BE 2535, Section 136, 140, if the company will increase its registered capital need to reduce the existing amount of the unpaid share capital before increasing a new capital.

Thus, the Company therefore wished to cancel the allotment of ordinary shares of 400,000,000 shares to the private placement. The Board has approved the allotment was canceled and to propose to the AGM for approval.

By voting on this agenda must be approved by a majority vote of the shareholders present and voting.

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

Mr. Sathaporn Phungnirund, a shareholder had suggested that the Committee had to explain of the capital increase Baht 1,000,000,000 before considering the next agenda to enable shareholders to know the precise details of the capital increase even more.

The Chairman asked permission to shareholders for details to meet that agenda and proposed Mr.Somjittr Chaichana, Director and Company Secretary summary details to the shareholders.

Mr. Somjittr Chaichana clarified that after the Company previously name "Thailand Durable Group Public Company Limited" has approved a capital increase Baht 6,500,000,000 to repay and clear statements of the Company. Then the Company had new registered 3,368,280,852 shares at the Annual General Meeting of Shareholders No. 1/ 2013 on 29 April 2013 , has issued new ordinary shares to support the right to buy the shares of Company no. 1 (NUSA-W1) " Warrants" amount to 494,713,475 shares and allocated to investors in the private placement of 400,000,000 shares was approved by the Company not being offered for sale.

There were 10 projects of Company has conducted in currently, worth Baht 21,676 million. Due to the current economic and political situation, in the management, the Company need for working capital amounts, attributed to the bank's commercial loans are more stringent, funding available is not enough makes it difficult to manage liquidity. Executives Team has obtained funds from other sources where it is proposed to issue convertible debentures, it was loans without collateral by Funds which will be detailed in the next session.

The Chairman thanked Mr. Sathapon Phungnirund shareholders that proposed to explain the details and make the shareholders an overview of the company and thank you Mr. Somjittr Chaichana, Directors and the Company Secretary to clarify to make a statement to shareholders.

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting's Resolution The Meeting had its resolution to approve the cancellation of the previous increased ordinary shares in a sum of 400,000,000 shares to Private Placement.

Agreed	1,316,362,346	votes or	100.0000	% of total votes
Disagreed	-	votes or	-	% of total votes
Declined	-	votes or	-	% of total votes

Agenda 3 : To consider approval of capital reduction from the previous registered amount of Baht 3,368,280,852 to the registered capital of Baht 2,968,280,852 by deleting of registered ordinary shares which are reserved for capital increase for private placement issuance in a sum of 4,000,000 shares at par value of Baht 1.00 per share, totalling Baht 400,000,000.

The Chairman invited Mr. Somjittr Chaichana, Director and Company Secretary, to explain details of this agenda items.

Mr. Somjittr Chaichana informed the meeting that according to Agenda 2 : The shareholders approved the cancellation of the allotment of 400,000,000 shares to the private placement from the registered capital Baht 3,368,280,852 to

Baht 2,968,280,852 by reduce the share capital by canceling shares reserved for the issuance of shares to the private placement of 400,000,000 shares , pursuant to the Public Company Act BE 2535, Section 136, 140 as discussed above. For this agenda to be passed by a vote of not less than Three-Fourths of the total votes of the shareholders present at the meeting and entitled to vote

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

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting's Resolution The Meeting had its resolution to approve the capital reduction from the previous registered amount of Baht 3,368,280,852 to Baht 2,968,280,852 by deleting of registered ordinary shares which are reserved for capital increase for private placement issuance in a sum of 400,000,000 shares at par value of Baht 1.00 per share, totalling Baht 400,000,000.

Agreed	1,316,406,055	votes or	100.0000	% of total votes
Disagreed	-	votes or	-	% of total votes
Declined	-	votes or	-	% of total votes

Agenda 4 : To consider approval of amendment of Clause 4 if the Memorandum of Association in order to be in line with the capital reduction of the Company

The Chairman invited Mr. Somjitr Chaichana, Director and Company Secretary, to explain details of this agenda items.

Mr. Somjitr Chaichana informed the meeting that pursuant to the resolution in Item 3, after shareholders approved a capital reduction had to consider and approve the amendment to Clause 4 of the Company to comply with the capital reduction. By using the following statement,

"No.4	Registered capital	Baht 2,968,280,852	(Two Thousand Nine Hundred Sixty Eight Million and Two Hundred Eighty Thousand Eight Hundred Fifty Two Baht)
	Divided into	2,968,280,852 shares	(Two Thousand Nine Hundred Sixty Eight Million and Two Hundred Eighty Thousand Eight Hundred Fifty Two Shares)
	With par value of	Baht 1.00	(One Baht)
	Divided into		
	Ordinary shares of	2,968,280,852 shares	(Two Thousand Nine Hundred Sixty Eight Million and Two Hundred Eighty Thousand Eight Hundred Fifty Two Shares),
	Preferred shares	- shares	(-)"

For this agenda to be passed by a vote of not less than Three-Fourths of the total votes of the shareholders present at the meeting and entitled to vote.

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

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting's Resolution The Meeting had its resolution to approve the amendment of Clause 4. of the Memorandum of Association in order to be in line with the capital reduction of the Company as follow:

Agreed	1,316,410,478	votes or	100.0000	% of total votes
Disagreed	-	votes or	-	% of total votes
Declined	-	votes or	-	% of total votes

Agenda 5: To Consider approval of capital increase in the sum of 1,000,000,000 shares from the registered capital after reduction of capital in sum of Baht 2,968,280,852 to Baht 3,368,280,852 by increasing of ordinary shares in a sum of 1,000,000,000 shares at par value of Baht 1 per share.

The Chairman invited Mr. Somjit Chaichana, Directors and Company Secretary to clarify details of this Agenda item.

Mr. Somjit Chaichana informed the Meeting that the reason that the company needed the capital requirements as it was explained to shareholders in the Agenda 2, which this agenda was the need for liquidity management was of the opinion that the proposed capital increase and the approval of the shareholders capital at this time. The increase in authorized capital to accommodate the shares to specific investors (Private Placement) not exceeding 400,000,000 shares and to support the conversion of the convertible bonds issued by foreign investors in particular (Private Placement) not exceeding 600,000,000 shares. It was in the nature of capital increase by the same set of objectives with a par value of Baht 1. The Board of Directors approved the capital increase at this time and to propose to the general meeting of shareholders to consider. For details of the capital increase ,details are set out in Attachment 4 to be delivered to the shareholders.

For this agenda to be passed by a vote of not less than Three-Fourths of the total votes of the shareholders present at the meeting and entitled to vote.

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

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting's Resolution The Meeting had its resolution to approve the capital increased in sum of 1,000,000,000 shares from the registered capital after reduction of capital in sum of Baht 2,968,280,852 to Baht 3,968,280,852 by increasing of ordinary shares in amount of 1,000,000,000 shares at par value of Baht 1.00 per share.

Agreed	1,316,422,756	votes or	100.0000	% of total votes
Disagreed	-	votes or	-	% of total votes
Declined	-	votes or	-	% of total votes

Agenda 6: To consider approval amendment of Clause 4 of the Memorandum of Association in order to be in line with the capital increase of the Company.

The Chairman invited Mr. Somjit Chaichana, Director and Company Secretary, explained details of this agenda to the Meeting that due to the capital increase resolved by the Agenda 5 to consider and approve the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital increase of the Company by using the following instead.

"No. 4	Registered capital	Baht 3,968,280,852	(Three Thousand Nine Hundred Sixty Eight Million and Two Hundred Eighty Thousand Eight Hundred Fifty Two Baht)
	Divided into	3,968,280,852 shares	(Three Thousand Nine Hundred Sixty Eight Million and Two Hundred Eighty Thousand Eight Hundred Fifty Two Shares)
	With par value of	Baht 1.00	(One Baht)
	Divided into		
	Ordinary shares of	3,968,280,852 shares	(Three Thousand Nine Hundred Sixty Eight Million and Two Hundred Eighty Thousand Eight Hundred Fifty Two Shares),

Preferred shares - shares (-) "

For this agenda to be passed by a vote of not less than Three-Fourths of the total votes of the shareholders present at the meeting and entitled to vote.

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

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting's Resolution The Meeting had its resolution to approve the amendment of Clause 4 of the Memorandum of Association in order to be in line with the capital increase of the Company with the following vote:

Agreed	1,316,422,756	votes or	100.0000	% of total votes
Disagreed	-	votes or	-	% of total votes
Declined	-	votes or	-	% of total votes

Agenda 7: To consider approval of allotment of the newly increased ordinary shares in the sum of 400,000,000 shares at par value of Baht 1.00 per share for private placement

The Chairman invited Mr. Somjit Chaichana, Director and Company Secretary, to explain details of this agenda items.

Mr. Somjit Chaichana informed the Meeting that the share capital allotment of 400,000,000 shares at par value of Baht 1 to be offered to the investors in the private placement. The selling price to the investors in this private placement offering price of such shares price will not be less than 90 percent of the market price of the company. The market price is calculated from the weighted average closing price of its shares after a period of not less than 7 consecutive days, but not more than 15 days prior to the offer date.

The offer price shall not be less than the par value of Baht 1.00 per share to be paid for such shares within a period of one year after approval by the general meeting of shareholders. And to be announced by the Capital Market Supervisory Board No. TorChor.28/2551 Re: Request for permission and permission for sale of newly issued shares provide that such persons shall not be a connected persons of the Company, and consider authorize the Board of Directors and / or the authority and / or the Chief Executive Officer and / or the Board of Directors, or the delegated authority to consider to have power to offer for sale of increased ordinary shares at one time, or several occasions and will be offered to any party before others, or to all groups of persons together at the same time. Provided that once authorization is given, the Company shall later notify the details.

By the Board approved the allotment of new ordinary shares of 400,000,000 shares to the private placement at par value of Baht 1 per share, as detailed above and to propose to the AGM for approval.

By voting on this agenda must be approved by a majority vote of the shareholders present and voting.

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

Mr. Sakchai Sakulsrimontri , a shareholder, queried that the period of the Company approved the issuance of shares to the private placement (PP) was a collective term for more than eight months, but the company has not paid the shares and the Company proposed into the agenda of the meeting of shareholders to consider at this. We wanted to know about the company will offer shares in any period and will be used to finance, in what areas.

The Chairman thanked Mr. Sakchai Sakulsrimontri, a shareholders to ask questions and comment. The Chairman invited Mr. Somjit Chaichana, Directors and Company Secretary to explain information to Shareholders

Mr. Somjitr Chaichana explained to the meeting that the capital increase approved on the last Annual General Meeting of Shareholders No. 1/2013 held on April 29, 2013, the Company has not paid up share capital due to unfavorable market conditions, therefore, the Company failed to find a purchase shares . In applying this capital increase, the Company will determine the price to be announced by the TorChor. 28/2551 would be issued when such a request, the management has been delegated authority from shareholders to management again.

Mr. Sakchai Sakulsrimontri , a shareholders queried that in a share offering, the company would be offered to the private placement or AO Fund first.

The Chairman explained that the management team had to plan and thinking of the Company benefit before offering to any groups and the company receives maximum benefit also. Therefore, the answer was not to be offered to the private placement or AO Fund before or after. It confirmed that the company executive management team would need to get the maximum benefit.

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

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting's Resolution The Meeting had its resolution to approve the allotment of 400,000,000 new ordinary shares at par value of Baht 1 per share to the Private Placement by the vote:

Agreed	1,316,559,512	votes or	100.0000	%of total votes
Disagreed	-	votes or	-	%of total votes
Declined	-	votes or	-	%of total votes

Agenda 8: To consider approval of the issuance and offering for sale of convertible debentures (convertible to ordinary shares) to a foreign specific investor in the amount of not exceeding of SGD 28,000,000.

The Chairman invited Mr. Somjitr Chaichana, Director and Company Secretary, to explain details of this agenda items.

Mr. Somjitr Chaichana informed the meeting that as above Mr. Sathaporn Phungnirund, a shareholder had questioned whether it was necessary to the company had to issue convertible bonds. It was necessary for the administration, expansion of the company. The issuance of debentures, the Company would be allocated to the new shares in a private placement (PP) of 400,000,000 shares and convertible bonds to the exercise of convertible debentures of 600,000,000 shares.

The Company wished to issue and sell bonds issued to investors abroad specifically (Private Placement) the amount of SGD 28 million (Singapore dollars), or equivalent to Baht 700,000,000 to Advance Opportunities Fund ("AO Fund") was intended proceeds from the issuance of convertible debentures were used as follows.

1. Working capital for real estate development projects at present. The projects that are currently under development and are sold in a total of 10 projects worth a total of Baht 21,676 million units.

1.1 A horizontal property 5 projects worth a total of 9,781 million baht, with sales and transfers accumulated more than 17.38 percent.

1.2 A high-rise property development 5 projects worth a total of 11,895 million baht, with sales and transfers accumulated more than 25.18 percent.

Currently, policies and conditions of drawdown of the banks are strict as the company would need to progress in the development of construction waste and / or the company would be sold on a project before at the rate

set by the Bank then the bank would allow the company to withdraw the bank loan . Therefore, the company needs additional capital for project development. Thus, the Company has considered carefully whether to issue convertible bonds to fund overseas only to solve financial problems, flexible way to increase liquidity the Company's financial. The company is likely to increase revenue and profit, which would be good for both the company and the shareholders.

2. Represents investment in real estate development on new projects with potential.
3. Reducing the Company's interest-bearing financial debts to banks, partially or in full at maturity.

Of the purposes above, nowadays, the company had the financial requirements for investment and working capital totalling 700 million baht.

For details as per attachment 2, according to the Notice of Meeting of the Company mailed to shareholders the details of issuing convertible bonds, and it needed financial advisor explained to the shareholders of details elements relating to the issuance of convertible debentures.

The Chairman invited Mr. Sawin Laosethakul, financial advisors to explain the details of the convertible debentures.

Mr. Sawin Laosethakul, introduced himself and Fund representatives and teams travelling from Singapore to the meeting that the AO Fund , a fund established by the Cayman Islands Category Open-ended Fund of operations since the date of June 8, 2006 by Advance Capital Partners Limited ("ACP") was the investment manager. The objective was to invest in listed companies in Singapore and overseas. The AO Fund invests most of the Asian investors and AO Fund's policy to invest in stocks, bonds, debt securities and convertible bonds.

The purpose of the AO Fund was to invest in public companies in the Singapore Exchange and the Stock Exchange in foreign countries (Australia, Malaysia, and Thailand). The demand for investment and working capital requirements, which those companies had the potential to make a profit and/or a good project in hand. The AO Fund was investment in public companies listed on the Stock Exchange of Thailand since 2011 onwards had invested in 3 public companies. Ago, the companies to raise funds by issuing convertible bonds to the 3 adjustable AO Fund Performance from loss to profit success after receiving funding, terms and conditions of the AO Fund.

Now AO Fund had to pay attention to subscribe to convertible debentures of the Company, it could be converted into common stock at the right to withdraw the money belongs to the company and do not require collateral.

In addition, the issuance of convertible bonds overseas to fund only the AO Fund were detailed in the issuance of convertible debentures to fund international following.

Convertible Debentures Tranche 1: Vale of not exceeding Singapore Dollar 10 million or its equivalent amount of Baht 250 million, separated into 10 sub-tranches, which each sub-tranche will not exceed Singapore Dollar 1 million

Convertible Debentures Tranche 2: Value of not exceeding Singapore Dollar 10 million or its equivalent amount of Baht 250 million, separated into 10 sub-tranches, which each sub-tranche will not exceed Singapore Dollar 1 million

Convertible Debentures Tranche 3: Value of not exceeding Singapore Dollar 8 million or its equivalent amount of Baht 200 million, separated into 8 sub-tranches, which each sub-tranche will not exceeding Singapore Dollar 1 million

Conversion Ratio

Conversion ratio is the principal amount of convertible debenture divides conversion price : provide that holder of convertible debentures is entitled to choose is one of the followings:

1. Fixed conversion price at 130% of the average trading prices weight average prices per share for 45 business days preceding the relevant fixed date, for example, the agreement date and the date of issuance of convertible debentures Tranche 2 and Tranche 3, respectively;
2. Floating conversion price at 90% of the average closing prices per shares on any 3 consecutive business days during 45 business days preceding the date of the convertible debentures;

Provided that the conversion price shall not lower than the Company's par value of Baht 1.00 and if the amount of ordinary shares are not sufficient for conversion, both parties agree to cease the issuance of convertible debentures for the portion which has not been drawn down, **and/or** in case where there are remaining shares after the issue and offer for sales of convertible debentures of SGD 28 million or its equivalent sum of Baht 700 million was made in full, the company's Board of Directors will propose to the shareholders to consider capital reduction at the next step **and/or** will agree with the Fund to accept the return in cash together with the interest of 2% per year for the portion of being exercised of the conversion right of which no shares are reserved for. (As detailed in Attachment 2 – and Revised)

Impact on equity could be considered as follows:

1. Price Dilution
2. Control Dilution

To set all assumptions and calculated results of the hypothesis, it met the criteria for making the information as intended the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand. (As detailed in Attachment 2 - Revised and submitted by 4 - first edition) for consideration and for the issuance of convertible debentures to shareholders.

It was determined on the assumption of conversion of convertible bonds in the 3-year period by an amount equal to the issuance of convertible bonds at this time, which is subject to regulatory approval and authority of Securities and Exchange Commission , a period of 6 months and **expanded over the next 6 months (under the approval of the SEC. According to the announcement, TorChor. 16/2552)** only. The Funds had the right to convert the convertible debentures at any time in the period of 3 years, the company will guarantee the share price risk, foreign funds whatsoever

The Chairman thanked Mr. Sawin Laosethakul, Financial Advisor, and invited Mr. Nitat Wattanakul, legal counsel to explain in detail on equity convertible bonds litigation.

Mr. Nitat Wattanakul, legal counsel, explained to the meeting this agenda as a matter of law by proposing shareholders **to be acknowledged** the issuance of convertible bonds issued to investors by private placement abroad the amount of SGD 28 million. (Or equivalent amount of Baht 700 million) to Advance Opportunities Fund ("AO Fund") and explained the details issuance debentures divided into three sub-sets, and details of conversion rate again as Mr. Sawin Laosethakul, Financial Advisor, explained to basics to reassure shareholders in the law.

Mr. Nitat Wattanakul, legal counsel, **proposed the meeting to be acknowledged** the offering for sale of convertible debentures to specific foreign investor (Private Placement) at this time may cause the determination method

of the conversion price possibly to result the conversion price lower than 90% of the market price (conditional on the fluctuation of the market price during the period used for calculation). This may deemed as an offer for sale of convertible debentures a low price (i.e. its conversion price lower than 90% of the market price). The Board of Director had its resolution **approved for complying** with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Request for permission and permission for sale of newly issued shares and the Notification of the Capital Market Supervisory Board No. TorChor. 16/2552 Re: Criteria, Conditions and Procedures for Application and Approval of the Offer for Sale of Newly Issued Debentures to Investors in Foreign Countries, in relation to the offer for sale of the convertible debentures at low price (i.e. its conversion price lower than 90% of the market price) to specific persons.

Proposed to shareholders to authorize the Board of Directors and /or authorized directors and /or Chief Executive Director and /or person(s) authorized by the Board of Directors to consider the market conditions at the time of the issuance of convertible debentures for the maximum benefits to the shareholders and approved the Board of Directors and/or person(s) authorized by the Board of Directors with the authority to proceed with the followings:

1. To determine and amend the details, method and other conditions in connection with the issuance of convertible debentures as appropriate such as the issue date of convertible debentures, the number of convertible debentures to be issued and offered on this occasion and on each occasion where the convertible debentures are separately sold for several times, the number of ordinary shares to reserve for the exercise of right of convertible debentures, the par value of the convertible debentures, the offering price, the interest rate, the calculation and payment of interest, the conversion ratio, the exercise period, the final exercise date, the conditions of the adjustment of rights et.,
2. To enter into, negotiate, and execute in documents and relevant agreements including taking other actions which are in connection with such issuance and offering of convertible debentures; and
3. To execute the application, requests for waiver, reports, supporting documents, and evidences in connection with the issuance of convertible debentures, sale report, information disclosure including liaising with and submission of such application, requests for waiver, reports, supporting documents, and evidences to government agencies or relevant entities and proceed with the registration and listing of the Company's newly issued shares on the Stock Exchange of Thailand including having the authority to take any other actions which are deemed necessary and appropriate for the aforementioned matters.

Provided that under the value amount and the terms as described above. However, under the prescribed limits. And essence defined above.

The Chairman thanked Mr. Nitat Wattanakul, legal counsel, and gave an opportunity for shareholders to comment.

Mr. Sathapon Phungnirund, a shareholders queried that how much the convertible bonds affect the ratio and debt, and the criteria for the issuance of the convertible debentures as a shareholder when would be received the dividend.

Mr. Somjitr Chaichana, Director and Company Secretary explained to the meeting the details on the impact on shareholders , which will have an impact in two areas: the decline of stock prices and its impact on the voting rights of existing shareholders as detailed in Attachment 2 and Attachment with 4 in the notice of the first meeting and has invited Mr. Sawin Laosethakul, Financial Advisor to explain the details to the shareholders.

Mr. Sawin Laosethakul, Financial Advisor explained the meeting that as detailed in Attachment 2, which affects the shareholders of the Company would consider two cases:

1. Cases investors to buy convertible bonds and warrants convertible ordinary shares for each convertible bond offering and.

2. Cases investors to buy convertible bonds and warrants convertible ordinary shares for the convertible debentures in full.

By the increasing of stock prices (Price Dilution) had no effect on the Fund's share price and the conversion price higher than the market price. For the reduction of shareholding (Control Dilution) an investor buys and rights convertible into common stock by the issuance of convertible bonds each. Shareholders holding a share was reduced gradually because of the issue of new shares to foreign investors amounts of money each time convertible debentures at a time. This will affect the holding of the shareholders' equity decreased from the current 0.74 percent, according to the hypothesis in Attachment 2, all assumptions and calculations of these assumptions are based on information in the preparation of its objectives Securities and Exchange Commission To the consideration for the issuance of convertible debentures of the Company's shareholders at this time.

Mr. Sakchai Sakulsrimontri, a shareholder had suggested that the information contained in Attachment 2 Page 9, the message that to be an informed decision of the shareholders of the Company to issue convertible bonds to foreign funds at this time. It is determined on the assumption of conversion of convertible bonds in the same 3-year period may be just a reference, but cannot be used in calculating the rates was real. If not given in the information and the AO Fund no money lenders. The Company would be responsible or the Fund would be responsible, so this information should not be used. Price to earnings ratio and the P/E was 14.00, why each year the same amount every year from year 0 to year 3 due to increased earnings each year and was not, so why the P/E was the same every year.

The Chairman invited Mr. Sawin Laosethakul, Financial Advisor, to explain the shareholders.

Mr. Sawin Laosethakul, Financial Advisor explained to the meeting that in the matter of an informed decision accordance with Attachment 2 of the shareholders to ask questions which was subject to regulatory approval and authority Securities and Exchange Commission in the past 6 months and I grew up in the next 6 months at the discretion of the SEC. Purposes only The Funds had the right to convert the convertible debentures at any time in the period of 3 years , the company will guarantee the share price of the Fund's risks abroad. According to the hypothesis learned from shareholders that the earnings and profits would rise, because the Company borrowed the money to fund investment to all 10 projects of the Company. The stock prices tend to average higher. In terms of price-to-earnings ratio P/E to calculate the company and fund changes and sent it to the SEC examine it. The SEC had the assumption P/E was 14.00, which was in accordance with the requirements of the Securities and Exchange Commission (SEC).

The Chairman invited Mr. Somjit Chaichana, Directors and Company Secretary to explain more information to the shareholders.

Mr. Somjit Chaichana explained that regarding to the FA had proposed a hypothesis that FA presenting shareholders to this meeting and presented the funds to the company for the loan, if the number was calculated, this was going to be much basis of calculation shall be calculated according to the criteria, Notification of the Capital Market No. TorJor. 16/2552 Re: Rules, Conditions and Procedures for Application for and Permission to sell newly issued bonds to investors abroad. Calculated which affect shareholders second side that Mr. Sawin Laosethakul, Financial Advisor said. The issuance of a maximum of SGD 28 million, the exercise was divided into 2 types, fixed 130%, and floating 90%. In the case of the exercise, the shareholders would be entitled to a gradual reduction each year and in the event of the

exercise price fixed convertible to affect the voting rights of existing, less than the proportion of cases with the use of a floating exercise price. The conclusions based on what assumptions Attachment 2, pages 14 as follows.

1. In the event of the exercise price of the convertible static by investors for conversion of the Bonds will affect the voting rights of existing shareholders diluted up to 4 percent of the total paid up capital after the capital increase.

2. In case the price for conversion of floating investors exercise the convertible bond would all affect voting shares fell less than 6 percent of the paid up capital after capital increasing.

The impact on existing shareholders would be approximately 25.20% as (attachment 4) in capital increased form F53-4 so that the company can perform existing shareholders would have sufficient impact rate above specifically, major shareholders had greater impact.

For calculating the P/E as predicted by the hypothesis according to the market price. This figure was calculated to calculate as close to reality as possible. This was according to the SEC had given advice on how to calculate the numbers and come out with the people who would buy convertible bonds of the Company had been carefully consider the hypothesis that this number was going to be one. If the Company had been approved this loan for the management to profit even more. The market price may be changed actually, the P/E was not static and may change from what was offered, and the assumptions for the shareholders to understood this more.

Mr. Sathaporn Pungnirund, a shareholder had questioned whether the D/E in which the company has the burden of this recovery, The Company was keeping the ratio of debt to equity of the company as much and how was a policy of issuing convertible debentures. If the company was looking to borrow two sides, if the company did not borrow money and if the AO Fund has no money issuance to the Company by agreement, how the Company to resolve.

Mr. Somjitr Chaichana, Director and Company Secretary clarified that the D/E policy, the Board of Director shall not exceed 2.5 - 3.0 double , Financial institutions specified for the Company at 2.0 double. At present, the company had a D/E of 1.82 double, convertible into ordinary shares, if the D/E this section was decreased.

Mr. Sawin Laosethakul, financial advisor, clarified that regarding to the inquiries of shareholders that if the AO Fund no issuance by the Company and how to resolve? Mr. Sawin Laosethakul had said that If approved by the shareholders at the Extraordinary General Meeting No. 1/2013, the funds would proceed with the contract signed with the company and had the money ready. As for punishment by law if the funds did not have money for the Company as the contract were not specified in the contract. But in doing other funds to the company of the past, Flood crisis the Fund may lend the full amount requested by all and operating results of the Company's share price to recover the funds, it tends to rise. The Fund adheres to a contract that had to be paid by the Company.

The Chairman explained that as experience in the financial institution. I would like to confirm that the loan to the bank, if the contract but the banks were not lending the Company, it could be sued like many funds, but the contract was not into it to have legal effect. If the Company want to use money and to loan money from the fund and the fund had no money for the Company to borrow, the Company's ability to claim damages as well. But to claim damages, however, it had to be proven by a court again.

Mr. Sakchai Sakulsrimontri, a shareholders queried to a financial advisor that in case of issuance, why was a subset, and AO Fund as proposed to the Company to borrow or company asked to borrow the AO Fund.

Mr. Sawin Laosethakul, Financial Advisor clarified that in case the issuance was a subset to facilitate the issuance and sale of the Company. The right to the issuance of the Company was entitled to issue debentures, for this issuance the Company requested to borrow the funds. However, the fund also had to consider other factors, many

aspects of the Company that there was a growing trend in business. The Company was interested by the AO Fund which now had to pay attention to subscribe to convertible debentures of the Company.

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

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting's Resolution The Meeting had its resolution to approve the issuance and offering for sale of convertible debentures (convertible to ordinary shares) to a foreign specific investor in the amount of not exceeding Singapore Dollar 28,000,000 as proposed.

Resolution: Acknowledge the offer for sale of convertible debentures to specific foreign investor (Private Placement) at this time may cause the determination method of the conversion price possibly to result the conversion price lower than 90% of the market price (conditional on the fluctuation of the market price during the period used for calculation). This may deemed as an offer for sale of convertible debentures a low price (i.e. its conversion price lower than 90% of the market price).

And resolution: Approval for complying with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application of and Approval of Offer for Sale of Newly Issued Shares and the Notification of the Capital Market Supervisory Board No. TorChor. 16/2552 Re: Criteria, Conditions and Procedures for Application and Approval of the Offer for Sale of Newly Issued Debentures to Investors in Foreign Countries, in relation to the offer for sale of the convertible debentures at low price (i.e. its conversion price lower than 90% of the market price) to specific person with material information and relevant opinion of the Board of Directors.

Approved by the Board of Directors and /or authorized directors and /or Chief Executive Director and /or person(s) authorized by the Board of Directors to consider the market conditions at the time of the issuance of convertible debentures for the maximum benefits to the shareholders and approved the Board of Directors and/or person(s) authorized by the Board of Directors with the authority to proceed with the followings:

1. To determine and amend the details, method and other conditions in connection with the issuance of convertible debentures as appropriate such as the issue date of convertible debentures, the number of convertible debentures to be issued and offered on this occasion and on each occasion where the convertible debentures are separately sold for several times, the number of ordinary shares to reserve for the exercise of right of convertible debentures, the par value of the convertible debentures, the offering price, the interest rate, the calculation and payment of interest, the conversion ratio, the exercise period, the final exercise date, the conditions of the adjustment of rights.

2. To enter into, negotiate, and execute in documents and relevant agreements including taking other actions which are in connection with such issuance and offering of convertible debentures; and To execute the application, requests for waiver, reports, supporting documents, and evidences in connection with the issuance of convertible debentures, sale report, information disclosure including liaising with and submission of such application, requests for waiver, reports, supporting documents, and evidences to government agencies or relevant entities and proceed with the registration and listing of the Company's newly issued shares on the Stock Exchange of Thailand including having the authority to take any other actions which are deemed necessary and appropriate for the aforementioned matters.

Provided that under the value amount and the terms as described above. By the vote.

Agreed	1,316,368,590	votes or	99.9849	% of total votes
Disagreed	198,297	votes or	0.0151	% of total votes
Declined	-	votes or	-	% of total votes

Agenda 9: To consider approval allotment of 600,000,000 shares at the par value of Baht 1.00 per share in order to reserve them for exercise of conversion right of convertible debentures.

The Chairman assigned Mr. Somjitr Chaichana, Director and Company Secretary, to explain details of this agenda items.

Mr. Somjitr Chaichana informed the Meeting that pursuant to the resolution in Agenda 8: To consider and approve the capital increase to support the conversion of the convertible bonds. The Board of Directors and / or the authority and / or the Chief Executive Officer and / or the Board or committee delegated authority to determine any other details related to the allocation of shares for capital increase as detailed in Agenda 8 as shareholders have approved it.

The Board of Directors has approved allotment of shares 600,000,000 shares at par value of Baht 1 per share for the exercise of such Convertible Debentures and to propose to the General Meeting of Shareholders.

For the vote on this agenda will be approved by a vote of not less than three-fourth of the total votes of shareholders attending the meeting and entitled to vote and no shareholders include 10 percent of the total votes of shareholders attending the meeting voiced opposition.

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

When there was no opinion from the Meeting, the Chairman asked the Meeting to vote on the agenda items.

Meeting's Resolution The Meeting had its resolution to approve the allotment of 600,000,000 shares at the par value of Baht 1.00 per share in order to reserve them for exercise of conversion right of convertible debentures. By the vote:

Agreed	1,316,566,887	votes or	100.0000	% of total votes
Disagreed	-	votes or	-	% of total votes
Declined	-	votes or	-	% of total votes

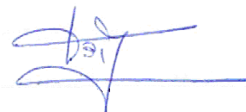
Agenda 10: To consider other matters (if there are any)

When there was no other matters presented to the meeting. The Chairman thanked the shareholders for their valuable time to attend this meeting and closed the meeting.

Ending of Meeting : 11.00 a.m.

Certified True Copy

(Signature)



(Mr. Preecha Phukam)

Chairman of the Meeting

(Signature)



(Mr. Somjitr Chaichana)

Meeting Recorder

The Details of the person who has been nominated for appointment to
the Board of Director

Attachment 3

Name	: Mr. Narongchai Satanupong	
Director Type	: Independent Director and Chairman of Audit Committee	
Age	: 73 Years	
Education	: MBA , Thammasat University : B.B.A., Thammasat University	
Training relating to role and	: Director Certification Program (DCP), Thai Institute of Director (IOD)	
Duties of Director	: Audit Committee Program (ACP), Thai Institute of Director (IOD) : Role of the Compensation Committee Program (RCC), Thai Institute of Director (IOD)	
Current Position	: Chairman of Audit Committee , Independent Director, Nominating and Remuneration Committee, Nusasiri Plc.	
Professional Experience	: Director/ Audit Committee, Samart Telecom Plc.	
Position in other Public Company	: Chairman of Advisor, Peerapat Technology Plc.	
Position in other company (Excluding Public Company)	: Managing Director , Siam Appraisal and Service Co.,Ltd.	
Being Director/Executive in other Other Companies which may have Conflict of interest with the Company	: -Non-	
Relationship with executives or major Shareholders of the Company or its Subsidiaries	: -Non-	
Shareholding in the company	: -None-	
Legal Dispute in past years	: -None-	
Meeting Attendance in 2013	: Board of Director 9/9 times : Audit Committee 4/4 times : Nominating and Remuneration Committee 2/2 times	

**The Details of the person who has been nominated for appointment to
 the Board of Director**

Name	: Mr. Surasak Narkswas	
Director Type	: Independent Director and Audit Committee	
Age	: 67 Years	
Education	: MBA , in Social Development, National Institute of Development Administration (NIDA) : L.L.B , Thammasat University : B.A in Economic, Thammasat University : Diploma in Public Administration and Public Law, King Prajadhipok's Institute : Diploma in Public Law, Thammasat University : Diploma in Management course, Office of the Civil Service. : Diploma in Surveying	
Training relating to role and Duties of Director	: -Non-	
Professional Experience	: Deputy Director , Cooperative Promotion Department : Expert of the Administration and Management of Cooperative, Cooperative Promotion Department. : Vice President, Cooperative Promotion Department : Secretary of Department, Cooperative Promotion Department : Academic of Cooperative , Cooperative Promotion Department : Credit Loan Officer , Krung Thai Bank Plc. : Surveyor of Department of Lands, Ministry of Interior	
Current Position	: Independent Director, Audit Committee, Nominating and Remuneration Committee, Angpao Assets Plc.	
Position in other Public Company	: -Non-	
Position in other company (Excluding Public Company)	: Legal Counsel / Director, Cooperative Official : Director , Cooperative Promotion Department : Director , Dusit Rice Mill Co.,Ltd.	
Being Director/Executive in other	: -Non-	

Other Companies which may have

Conflict of interest with the Company

Relationship with executives or major : -Non-

Shareholders of the Company or its
Subsidiaries

Legal Dispute in past 10 years : -Non-

Meeting Attendance in 2013 : Board of Director 9/9 times
: Audit Committee 4/4 times
: Nominating and Remuneration Committee 2/2 times

(F 53-4)

Attachment 4

Capital Increase Reporting Form
Nusasiri Public Company Limited.
March 18, 2014

Nusasiri Public Company Limited hereby report the resolutions of the Board of Directors Meeting No.2/2014 on March 18, 2014. From 10.30 a.m. in to 14.00 p.m. in respect of a capital increase and share allotment as follow:

1. Registered capital and Paid up capital

Currently, the Company has the registered capital of 3,968,280,852 shares at par value Baht 1.00 per share, and registered for its paid up capital of 2,823,567,377 shares. The rest of 1,144,713,475 shares a par value of Baht 1 Which was divided as follows:

- 1.1 Ordinary shares of 50,000,000 shares at par value of Baht 1 per share, to accommodate the allocation of shares to the private placement.
- 1.2 Ordinary shares for accommodate the exercise the purchase of shares of Company No. 1. (NUSA-W1) "Warrant" amount not exceeding 494,713,475 shares at par value of Baht 1 per share.
- 1.3 Ordinary shares of 600,000,000 shares at par value of Baht 1 per share to accommodate the exercise of convertible debenture.

Resolutions of the Extraordinary General Meeting of Shareholders No. 1/2013 on December 9, 2013. Resolved to allotment of ordinary shares of 400,000,000 shares at par value of Baht 1 per share to the private placement, the Company has allotted additional shares to the private placement pursuant to such two times on December 23, 2013. The first allocation of ordinary shares 150,000,000 shares at par value of Baht 1.00 per share, to a person and No. 2 On January 28, 2014 has approved the allotment of Ordinary shares of 200,000,000 shares at par value of Baht 1.00 per share. To a person.

The Company's liquidity and the need to invest in a business plan, expected to shares to the original private placement of 50,000,000 shares Unappropriated not enough. Therefore cancel requests the allotment of shares to the private placement and And sought new increased capital listed in Section 3.

2. Decreasing the Company's registered capital which has not been allocated

The allocation of Ordinary shares to the private placement under 1. balances ordinary shares of 50,000,000 shares, the Company's liquidity and the need to invest in a business plan the balances ordinary shares are not sufficient for run the business. Intends to raise funds to support such investments and working capital, consistent and appropriate to the value of the investment. Policy. Companies Act 2535 Section 136 requires that includes 140 company. Will be cancelling the shares which have not been issued prior to the capital increase. The Company would decrease the Unappropriated registered capital of 50,000,000 shares the remaining registered capital of 3,918,280,852 shares.

3. Allotment of new shares

The Board of Director's meeting No. 2/2014 , held on March 18, 2014 passed the resolution approving the allotment of not exceeding 400,000,000 shares a par value of Baht 1 each (One Baht), not exceeding totalling Baht 400,000,000 to allocate to the private placement. with the following details :

3.1 Detail of allotment

Allotted to	Number of shares	Ratio (Old:new)	Price/share	Date and time of subscription and share payment	Remark
1. Private Placement	Not more than 400,000,000		Not less than 90% of market price of shares of the Company, of which is calculated from the average closing price weighted average prices of Company's share in the past of not less than seven consecutive business days but not less than consecutive fifteen business days preceding the offering date for sale	Will be informed afterward	Please see Remark 1)

Remark

- 1) Allotment of increased ordinary shares of 400,000,000 shares (Four Hundred Million shares) at par value of Baht 1.00 for proposing to specific investor by private placement according to the Notification of Capital Market Supervisory Board No. TorChor 28/2551 Re: Request for Permission and Permission for Sale of Newly Issued Shares provided that such persons shall not be a connected persons of the Company, and granting the Board of Directors or persons granted power by the Board of Directors to have power to offer for sale of increased ordinary shares at one time or several times, and to offer for sale to any group of persons before others, or to all groups of persons together at the same time (provided that once authorization is given, the Company shall later notify the detail) by fixing the price for sale to investors having specific characteristics at this time, of which the proposed sale price shall not be lower than 90 percent of market price of the Company's shares, and of which the market price shall be calculated from the average closing prices weighted average prices of the Company's shares in the past period of not less than consecutive 7 days but shall not exceeding consecutive 15 days before the date of offering for sales; provided that the offered sale price shall not less than the Company's par value of Baht 1.00 per share and the call for paying up of increased shares shall be 1 year after an approval is resolved by the shareholders' meeting. Currently, it is not clear about a person who will subscribe the shares at this time while the coordination and invitation have been preceded. It is expected for clarity before the date of the Annual General Meeting of Shareholders for the year 2014, of which will be further notified by the Company.

3.2 The number of shares remaining from the allotment

- Non -

4. Schedule for shareholders meeting to approve the capital increase and the allocation of shares

The Annual General Meeting of Shareholders for the year 2014 of the Company will be held on April 29, 2014 at 09.00 a.m. at Grand Inn Come Hotel, Kingkaew Room, No. 99, Moo. 6, Kingkaew Road, Rachathewa, Bang Phli, Samutprakarn. The record date for listing eligible shareholders

to attend the shareholder meeting and be able to vote is on April 2, 2014. The company will compile a list of securities holders as section 225 of Securities and Exchange Act B.E. 2535 (1992) (Amendment B.E. 2551 (2008)) by closing the share register book on April 3, 2014.

5. Approval of the capital increase/share allotment by relevant governmental agency and related conditions

The Company will submit for registration of registered capital and paid-up capital with the Department of Business Promotion, Ministry of Commerce, and bring the newly issued ordinary shares to be listed on the Stock Exchange of Thailand.

6. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

- 6.1 Working capital for the company and subsidiaries.
- 6.2 Expansion of capital for investing in project of company to Investment in real estate development projects.

Period time	Subscription	Amount (Million Baht)
The year 2014	Operating working capital	100.00
The year 2014	The development of land and buildings.	150.00
The year 2014	The Development of condominium projects	150.00
	Total	400.00
	This capital increase by the PP.	400.00
	Additional Money is provided by the Company	-

7. Benefits which the company will receive from the capital increase/allotment

- 7.1 The Company's capital increase, result in higher liquidity.
- 7.2 Investment in new projects to generate income for the company. And enhance the competitiveness of the company in the long run.
- 7.3 Expand the capital base of the company.
- 7.4 Opportunity for business partners to promote each other's business.

8. Benefits which the shareholders will receive from the capital increase/share allotment.

- 8.1 The Company's capital increased, result in higher liquidity to be used in the operation of the Company to give better result.
- 8.2 The subscribers of such capital increase will be entitled to receive the dividend from the Company's operational result, when the Company declares dividend payment same as the existing shareholders of Company since the day the subscribers are registered as the shareholders of the Company.

9. Other details necessary to support shareholder's decision to approve the capital increase/share allotment

- 9.1 The offer for sale of capital increase for specific investor has a faster step with complied terms and conditions to match with strategic investor group as required by the Company such as investor with potential of investment, experience or expert in business that can increase the Company's effectiveness. Another matter is to determine the amount of investment which will bring utmost benefits in terms of both improved performance and better operations for the highest benefits to the Company and existing shareholders. The mobilization of capital from existing shareholders requires more procedure and time, of which may cause the risk that the Company will be unable to increase its target capital.

9.2 The Company has rules for consideration for allocation of shares to specific investor besides the capital increase money by consideration of investor with potential of investment, experience or expert in business that can increase the Company's effectiveness, which will result to highest benefits to the Company,

9.3 Impacts to shareholders

Due to the shares offered to private placement impact to the shareholders can be classified Summarized as follows:

1. Control Dilution

Control dilution can be calculated by the following formula

$$\text{Control Dilution} = 1 - [\text{Qo} / (\text{Qo} + \text{Qp})]$$

By

Qo can be separated into 2 case as follows:

Case 1) Qo = The number of existing paid-up shares (Par Value THB 1 per share) equal 2,823,567,377 shares

Case 2) Qo = The existing number of existing paid-up capital (Par Value THB 1 per share) and the number shares reserved for warrants and convertible debenture equals to 3,918,280,852 shares

Qp = The number of newly issued shares to private placement (PP) totally 400,000,000 shares;

Control Dilution

Case 1 = 12.41%

Case 2 = 9.26%

In case that the Company issues new shares to investor via private placement (PP) at this time at 400,000,000 shares

A) The number of existing paid-up shares excluding the number of shares reserved for warrants and convertible debenture will have control dilution impact to existing shareholders at 12.41 %

B) The number of existing paid-up shares including the number of shares reserved for warrants and convertible debenture will have control dilution impact to existing shareholders at 9.26 %

2. Price Dilution

Price Dilution Formula for calculating shareholding ratio:

$$\text{Price Dilution: } (\text{Po} - \text{PE}) / \text{Po}$$

$$\text{PE} = (\text{PoQo} + \text{PpQp}) / (\text{Qo} + \text{Qp})$$

Po = Existing share price which is equivalent to Thai Baht 0.77 per share (average closing price of 7 days during 7 March - 17 March 2014 preceding the date of the Board of Director's meeting on March 18, 2014)

Pp = Share price offering to investor via private placement at THB 1.00 per share.

Qo can be separated into 2 case as follows:

Case 1) Qo = The number of existing paid-up shares (Par Value THB 1 per share) equal 2,823,567,377 shares

Case 2)	Qo =	The existing number of existing paid-up capital (Par Value THB 1 per share) and the number shares reserved for warrants and convertible debenture equals to 3,918,280,852 shares
	Qp	= Newly issued shares offering to investor via private placement at 400,000,000 shares
	Price Dilution	
Case 1	=	-3.66%
Case 2	=	-2.73%

In case that the Company issues new shares to investor via private placement (PP) at 400,000,000 shares, THB 1.00 per share,

- A) The number of existing paid-up shares excluding the number of shares reserved for warrants and convertible debenture the existing shareholder will be diluted from price ratio at (3.66) percent or will have no dilution affect to existing shareholders.
- B) The number of existing paid-up shares including the number of shares reserved for warrants and convertible debenture the existing shareholder will be diluted from price ratio at (2.73) percent or will have no dilution affect to existing shareholders.

3. Earnings Dilution

Earnings Dilution can be calculated by the following formula

$$\begin{aligned} \text{Earning Dilution} &= (\text{EPS}_o - \text{EPS}_n) / \text{EPS}_o \\ \text{By} \\ \text{EPS}_o &= \text{Net profit} / Q_o \\ \text{EPS}_n &= \text{Net profit} / (Q_o + Q_n) \\ \text{and} \\ \text{Net profit (Loss)} &= \text{Net profit's year 2013} = \text{Baht (54,621,914.46)} \end{aligned}$$

Qo can be separated into 2 case as follows:

Case 1)	Qo =	The number of existing paid-up shares (Par Value THB 1 per share) equal 2,823,567,377 shares
Case 2)	Qo =	The existing number of existing paid-up capital (Par Value THB 1 per share) and the number shares reserved for warrants and convertible debenture equals to 3,918,280,852 shares

Earnings Dilution		
Case 1	=	12.41%
Case 2	=	9.26%

In case that the Company issues new shares to investor via private placement (PP) at 400,000,000 shares, THB 1.00 per share,

- A) The number of existing paid-up shares excluding the number of shares reserved for warrants and convertible debenture will have earnings dilution impact to existing shareholders at 12.41 %

- B) The number of existing paid-up shares including the number of shares reserved for warrants and convertible debenture will have earnings dilution impact to existing shareholders at 9.26 %

10. Schedule of action where the Company's Board of Directors pass the resolution to approve the shares allotment

Action Plan	Date
1. The Meeting of the Board of Directors No. 2/2014.	March 18, 2014.
2. Record Date to determine the eligible shareholders to attend the Annual General Meeting No. 1/2014.	April 2, 2014.
3. Book-Closing date in compliance with Section 225 of the Securities and Exchange Act.	April 3, 2014.
4. Date of Annual General Meeting No. 1/2014	April 29, 2014.
5. Register the increase of the Company's registered capital and the amendment to Company's memorandum of association with Ministry of Commerce.	Within 14 days from the date of the shareholders' approval.
7. Date of offering for Private Placement.	Within 1 year after AGM 2014 approval.

The Company hereby certifies that the information of memorandum of this report is accurate and complete in all respects.



Signed Authorized Directors

(Mr. Visanu Thepcharoen)

Vice Chairman of The Board



Signed Authorized Directors

(Mr. Somjit Chaichana)

Director/Company Secretary

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

Attachment 5

1. Identification Documents required for Meeting Attendance.

1.1 For Individual Shareholders

(1) In case of attendance in person.

- a. A valid document which has been attached the photo issued by the government authorities.

For example, ID Card, Officer's ID Card, Driving License, or Passport (Foreigner). Please prepare the additional documents if there have been any previous name and surname changes.

(2) In case of appointment of proxy.

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

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

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

1.2 For Juristic Shareholders

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

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

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

(2) In case of appointment of Proxy.

a. The proxy form, per attached to the notice of the Meeting, completely filled in and signed and sealed

by the authorized person of the juristic shareholder, and signed by the proxy.

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

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

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

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

2. The Method of Giving Power of Attorney

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

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

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

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

(3) Please send the above Power of Attorney form back to the company before the 25th April 2014, or at least 30 minutes before the beginning of meeting. Therefore, the officer will be able to proof check the documents in time to hand it to the Proxy Holder and bring it to the company on the meeting date.

3 Registration Process

The company will allow all shareholders or the proxy holders to register for the shareholders' at least 1 hour before the meeting begins, or from 08.00 a.m. at Grand Inn Come Hotel, Kingkaew Room (2th Floor) No. 99 Moo. 6, Kingkaew Road, Kingkaew, Bang Phli, Samutprakarn 10540 (see enclosed map). After all shareholders or proxy holders have completed their registration, the officer will give a set vote card for each person detailed as follows.

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

(2) A proxy holder:

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

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

4. Voting Process and Vote Counting Procedures

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

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

4.3 In counting the votes, only the objection and abstention votes will be counted. The total of such objection votes, abstentions and invalid ballots (If any) will be subtracted from the total number of shares of those shareholders attending the Meeting and remaining number of votes will be considered as voting for the approval of such agenda.

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

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

(1) Each shareholder has one vote.

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

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

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

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

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

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

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

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

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

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

Attachment 6

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

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

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

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

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

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

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

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

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

- a. the total number of shares holding at present
- b. the name of proxy grantor
- c. the time and date of meeting (for each authorized representation and vote on shareholders' behalf.

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

37. In the case of unfinished voting or meeting or the total number of shareholders attending no less than three of the total sold out shares which needs to be held again, the meeting shall agreed with time, date, place, and the issues discussed of the meeting and

informed all shareholders no less than 7 days prior the meeting date. However, the notice shall be published on the newspaper no less than 3 days prior the meeting date.

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

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

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

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

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


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

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

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

Information of the members of Audit Committee to be shareholders Proxy at
the Annual General Meeting of Shareholders No. 1/2014.

Attachment 7

Name	: Mr. Narongchai Satanupong	
Director Type	: Independent Director and Chairman of Audit Committee	
Age	: 73 Years	
Education	: MBA , Thammasat University : B.B.A., Thammasat University	
Training relating to role and Duties of Director	: Director Certification Program (DCP), Thai Institute of Director (IOD) : Audit Committee Program (ACP), Thai Institute of Director (IOD) : Role of the Compensation Committee Program (RCC), Thai Institute of Director (IOD)	
Current Position	: Chairman of Audit Committee , Independent Director, Nominating and Remuneration Committee, Nusasiri Plc.	
Professional Experience	: Director/ Audit Committee, Samart Telecom Plc.	
Position in other Public Company	: Chairman of Advisor, Peerapat Technology Plc.	
Position in other company (Excluding Public Company)	: Managing Director , Siam Appraisal and Service Co.,Ltd.	
Being Director/Executive in other Other Companies which may have Conflict of interest with the Company	: -Non-	
Relationship with executives or major Shareholders of the Company or its Subsidiaries	: -Non- : -Non-	
Shareholding in the company	: -None-	
Legal Dispute in past years	: -None-	
Meeting Attendance in 2013	: Board of Director 9/9 times : Audit Committee 4/4 times : Nominating and Remuneration Committee 2/2 times	

**Information of the members of Audit Committee to be shareholders Proxy at
the Annual General Meeting of Shareholders No. 1/2014.**

Name	: Mr. Surasak Narkswas	
Director Type	: Independent Director and Audit Committee	
Age	: 67 Years	
Education	: MBA, in Social Development, National Institute of Development Administration (NIDA) : L.L.B , Thammasat University : B.A in Economic, Thammasat University : Diploma in Public Administration and Public Law, King Prajadhipok's Institute : Diploma in Public Law, Thammasat University : Diploma in Management course, Office of the Civil Service. : Diploma in Surveying	
Training relating to role and Duties of Director	: -Non-	
Professional Experience	: Deputy Director , Cooperative Promotion Department : Expert of the Administration and Management of Cooperative, Cooperative Promotion Department. : Vice President, Cooperative Promotion Department : Secretary of Department, Cooperative Promotion Department : Academic of Cooperative , Cooperative Promotion Department : Credit Loan Officer , Krung Thai Bank Plc. : Surveyor of Department of Lands, Ministry of Interior	
Current Position	: Independent Director, Audit Committee, Nominating and Remuneration Committee, Angpao Assets Plc.	
Position in other Public Company	: -Non-	
Position in other company (Excluding Public Company)	: Legal Counsel / Director, Cooperative Official : Director , Cooperative Promotion Department : Director , Dusit Rice Mill Co.,Ltd.	
Being Director/Executive in other	: -Non-	

Other Companies which may have

Conflict of interest with the Company

Relationship with executives or major : -Non-

Shareholders of the Company or its
Subsidiaries

Legal Dispute in past 10 years : -Non-

Meeting Attendance in 2013 : Board of Director 9/9 times
: Audit Committee 4/4 times
: Nominating and Remuneration Committee 2/2 times

MAP



GRAND INN COME HOTEL

Address:

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No. 99 Moo. 6, Kingkaew Road, Rachathewa, Bang Phli, Samutprakarn 10540

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