



N U S A S I R I

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

NUSASIRI PUBLIC COMPANY LIMITED

Notice of the Extraordinary General Meeting

of Shareholders No.1/2017

Monday, December 18, 2017 at 14.00 hours.

At Maple Hotel

Tiara Room (3rd floor)

9 Srinakarin Road Bang Na Sub district, Bang Na District. Bangkok

10250

Contents

	Page
Notice of the Extraordinary Shareholder Meeting No1/2017.	1-5
Attachment to Notice of the Extraordinary Shareholder Meeting No1/2017.	
<u>Attachment 1</u> Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2017 on April 28, 2017.	6-19
<u>Attachment 2</u> Report of Capital Increase (F 53-4)	20-23
<u>Attachment 3</u> Information Memorandum regarding the allocation of the newly-issued ordinary shares to the existing shareholders and the newly-issued underlying shares to accommodate the exercise of NUSA Warrant 3 (NUSA -W3)	24-27
<u>Attachment 4</u> Preliminary information of the Warrant to purchase share support No. 3 (NUSA-W3)	28-32
<u>Attachment 5</u> Documents and Evidence Required for Meeting Attendance, Registration Process, Voting Process and Vote Counting Procedures in the Shareholders' Meeting.	33-35
<u>Attachment 6</u> The Company's Articles of Association which relate to shareholders' meeting.	36-37
<u>Attachment 7</u> Information of the members of audit committee to be shareholders' proxy at the Extraordinary Shareholder Meeting No1/2017.	38-40
<u>Attachment 8</u> Map of the Place for Convening the Shareholders' Meeting.	41
<u>Attachment 9</u> Proxy Form A. and B.	Attached (1-7)



N U S A S I R I

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Ref. NUSA 072/2017

Date: 6 November 2017.

Subject: Invitation to the Extraordinary Shareholder Meeting No1/2017.

Dear: Shareholder.

The Company of Nusasiri Public Company Limited of scheduled the Extraordinary Shareholder Meeting No.1/2017 held on Monday, December 18,2017, at 2.00 P.M, at Maple Hotel, Tiara Room (3rd floor), No. 9 Srinakarin Road. Bangna Sub-district, Bangna District, Bangkok 10250 (*Map of the meeting place as shown in the Attachments No.8*) in order to consider the matters in accordance with the following agenda.

Agenda 1: To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2017, on April 28, 2017.

Facts and rationale: The Company arranged the Annual General Meeting of Shareholders for the year 2017 on April 28, 2017 and sent the Minutes to the Stock Exchange of Thailand and Ministry of Commerce under the timeline specified by law within 14 days and the copy of the minutes (*is shown in Attachments No. 1*)

Board's opinion: Comments of the Boards for the Minutes is correctly and truly and The Board agreed of the minutes of Annual General Meeting of shareholder for year 2017

Resolution: This agenda shall be approved with majority votes by shareholders who attend the meeting and entitled to vote

Agenda 2: To consider and approve of the cancellation on exist allotment of ordinary shares to support the capital increase by General Mandate method for 690,000,000 shares, representing 690,000,000 THB, Par value 1 THB per share.

Facts and rationale: The Company's is planning to increase capital newly list but has to follow the law state that is the company need to reduce the unpaid shares capital or shares remaining from the issuance of warrant to be complete before increase capital. The company desire to cancel the allotment ordinary shares for support the capital increase by General Mandate method for 690,000,000 shares, representing 690,000,000 THB, Par value 1 THB per share.

Board's opinion: The Board agreed to present to shareholder meeting to consider and approve of the cancellation on exist allotment of ordinary shares to support the capital increase by General Mandate method for 690,000,000 shares, representing 690,000,000 THB, Par value 1 THB per share.

Resolution: This agenda shall be approved with majority votes by shareholders who attend the meeting and entitled to vote.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Agenda 3: To consider and approve of the reduction of the Company's registered capital from the original capital of 9,773,962,775 THB to remaining shares capital to be 9,083,962,775 THB by way of cut ordinary shares, reserved to support the capital increase by General Mandate method for 690,000,000 shares, representing 690,000,000 THB of Par value 1 THB per share and approve the amendment to clause 4 of the Company's memorandum of association to reflect the capital decrease.

Facts and rationale: Pursuant to Agenda 2, the approval of the cancellation on existing allotment of the ordinary shares, should be consider of approval on the reduction of the Company's registered capital from the existing capital of 9,773,962,775 THB to remaining shares capital of 9,083,962,775 THB by way of cut ordinary shares, reserved to support the issuance of new shares by General Mandate method for 690,000,000 shares, representing 690,000,000 THB of Par value 1 THB per share and approve

The amendment to clause 4 of the Company's memorandum of association by section 18(4) of Public Limited Companies Act, B.E. 2535(1992), The Board Committee has assigned the person to propose to amendment of the memorandum of association at Department of Business Development, The ministry of Commerce. The person has authority on the amendment and addition by following the requirement of the registrar by performed within 14 days from the date on which the resolution was approve by shareholder on the meeting. The amendment Company's memorandum of association is accord with the reduction of the registered capital.

	"No.4 Registered capital representing 9,083,962,775 THB	(Nine thousand eighty-three million, nine hundred and sixty two thousand, seven hundred and seventy-five Baht only)
Divided to	9,083,962,775 Share	(Nine thousand eighty-three million, nine hundred and sixty two thousand, seven hundred and seventy-five Shares)
Par value	1 THB	(One baht only)
Divided to ordinary shares	9,083,962,775 Shares	(Nine thousand eighty-three million, nine hundred and sixty two thousand, seven hundred and seventy-five Shares)
Preferred shares	- Share	(- Share)

Board's opinion: The Board agreed to present to shareholder meeting to consider and approve of the reduction of the Company's registered capital from the original capital of 9,773,962,775 THB to remaining shares capital to be 9,083,962,775 THB by way of cut ordinary shares, reserved to support the capital increase by General Mandate method for 690,000,000 shares, representing 690,000,000 THB of Par value 1 THB per share and approve the amendment to clause 4 of the Company's memorandum of association to reflect the Capital decrease.

Resolution: This agenda must be approved by vote of not less three- fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote.

Agenda 4: To consider and approve of the capital increase of the company's registered capital after the shares capital reduction as 9,083,962,775 THB to new registered capital representing 10,488,054,292 THB by issuing new ordinary shares of 1,404,091,517 shares of Par value 1 THB per share and approve the amendment to clause 4 of the Company's memorandum of association to reflect the capital increase.

Facts and rationale: The Company need to use the capital for operating to follow projects planned and the company need to boost liquidity for expanding the project by planned, not only domestic investment but also international investment. The main reason of increasing capital is for wellness business the company need to be efficiently for capital and financial liquidity to expanding the project plan in the future for domestic and international. This also gains on benefits and profits of the Company as well as helping create more value for the shareholder of the Company. Regard to the shareholder consider and



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

approve on the increase in the company's registered capital new ordinary shares from authorized capital of the company after the shares capital reduction as 9,083,962,775 THB to new registered capital representing 10,488,054,292 THB by issuing new ordinary shares of 1,404,091,517 shares of Par value 1 THB per share (*Detail of Capital Increase Report Form (F53-4) Attachments No.2*) and approve the amendment to clause 4 of the Company's memorandum of association to reflect the capital increase by section 18(4) of Public Limited Companies Act, B.E. 2535(1992), The Board Committee has assigned on person to propose to amendment of the memorandum of association at Department of Business Development, The ministry of Commerce. The person has authority on the amendment and addition by following the requirement of the registrar by performed within 14 days from the date on which the resolution was approve by shareholder on the meeting. The amendment Company's memorandum of association is accord with the increment of the registered capital.

"No.4 Registered capital representing 10,488,054,292 THB (Ten thousand four hundred eighty-eight million, fifty-four thousand, and two hundred ninety-two Baht only)

Divided to	10,488,054,292 Shares	(Ten thousand four hundred eighty-eight million, fifty-four thousand, and two hundred ninety-two Shares)
Par value	1 THB	(One baht only)
Divided to ordinary shares	10,488,054,292 Shares	(Ten thousand four hundred eighty-eight million, fifty-four thousand, and two hundred ninety-two Baht)
Preferred shares	- Share	(- Share)

Board's opinion: The Board agreed to present to shareholder meeting to consider and approve of the capital increase of the company's registered capital after the shares capital reduction as 9,083,962,775 THB to new registered capital representing 10,488,054,292 THB by issuing new ordinary shares of 1,404,091,517 shares of Par value 1 THB per share and approve the amendment to clause 4 of the Company's memorandum of association to reflect the capital increase.

Resolution: This agenda must be approved by vote of not less three- fourths (3/4) of total votes of shareholders present at the meeting and entitled to vote.

Agenda 5: To consider and approve the allotment of the ordinary shares increase of 1,404,091,517 shares, representing 1,404,091,517 THB of Par value 1 THB.

Facts and rationale: According to the capital increased by issuant the new ordinary shares for 1,404,091,517 shares of Par value 1 THB. The purpose of increased capital for the existing shareholder (Right Offering) is for supporting on the right to attend to reserve on shares support of warrant 3rd (NUSA-W3) which is reserve for existing shareholder by proportion of the exiting shareholder and support on adjustment of warrant of the company.

Board's opinion: The Board has agreed to present to shareholder meeting to consider and approve the allotment of the ordinary shares increase of 1,404,091,517 shares, representing 1,404,091,517 THB of Par value 1 THB. By the allotment detail;

1. Allotment of the ordinary shares increase of 1,404,091,517 shares, representing 1,404,091,517 THB of Par value 1 THB to existing shareholder (Right Offering : RO) by the detail(*Detail of Capital Increase Report Form (F53-4) Attachments No.2*)

(1) The proportion of the existing shares by new shares (RO) 10:1 (Force any number to round down). Offering price is 0.50 THB per share.

(2) In the allotment of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, if there are newly-issued ordinary shares remaining after the first allotment to the existing



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

shareholders proportionate to their respective shareholdings, the remaining shares shall be allotted to the oversubscribing shareholders, based on their existing shareholding and at the same offering price. If there are remaining shares after such allotment, the Company shall again allot the remaining shares to shareholders until there is no share remaining or until there is no shareholder express their intention to subscribe the newly-issued ordinary shares.

If there are remaining shares after such allotment, The Board of Director and /or Executive Committee and / or the CEO and/ or executive Committee and/or a person who is The Board of Director or Executive Committee assigned shall again allot the remaining shares assigned for offering to private placement

(3) In case of number of share still remaining form allotment of newly-issued ordinary shares to the existing shareholders proportionate including offering to private placement, the company will approve to reduce from the registered ordinary shares in The Board of Directors Annual Meeting 2018

(4) The Company has approved the date for determination of shareholders' entitlement to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) to be on December 26, 2017.

(5) However the settings of the right attend on booking and allotment of the issuant the ordinary shares including the record date can be change until approve on the convening of the 1/2017 extraordinary shareholder meeting.

2. Allotment of issuant ordinary shares divided into 694,713,412 shares, par value 1 THB to support The Company's registered issuance of share support of warrant 3rd (NUSA-W3) for exist shareholder who are purchase RO and offering Nusa-W3 by proportion (*Attachment Information memorandum regarding the allocation of the newly-issued ordinary shares to existing shareholders and the newly-issued underlying shares to accommodate the exercise of NUSA Warrant 3(NUSA-3) The Attachments No.3*)

3. Allotment of issuant ordinary shares divided into 2,219,319 shares for adjustment the right of NUSA-W2, allocate increase ordinary share for 3,866,838 share, for adjustment the right of NUSA -WA and increase ordinary share for 8,578,536 share for adjustment the right of NUSA -WB by offering NUSA -W3. The total of adjustment will be 14,664,693 share, par value 1 THB

Resolution: This agenda must be approved by vote of not less three- fourths (3/4) of total votes of shareholders present at the meeting and entitled to vote.

Agenda 6: To consider and approve the issuant and offering on The Company's registered issuance of share support of warrant 3rd (NUSA-W3) not exceeding 694,713,412 shares offering price per unit 0.00 THB to the existing shareholders who using their right on RO.

Facts and rationale: The issuant and offering on The Company's registered issuance of share support of warrant 3rd (NUSA-W3) to the existing shareholders who purchase newly-issued ordinary share by proportionate to their respective shareholdings at the ratio of 1 newly ordinary shares to 1 share support of warrant exercise price at 1 THB per share. With the offering price 0.00 THB to propose the existing shareholder to attend their right on the ordinary shares by proportion (Right Offering). For the benefit of fundraising of the company, following capital increase planed.

Board's opinion: The Board agreed to present to shareholder meeting to consider and approve the issuant and offering on The Company's registered issuance of share support of warrant 3rd (NUSA-W3) not exceeding 694,713,412 shares offering price per unit 0.00 THB to the existing shareholders who offering rights and offering to exist shareholder by division.

The Board of Director and /or Executive Committee and / or the CEO and/ or executive Committee and/or a person who is The Board of Director or Executive Committee assigned. To conduct on (1) set or change the detail of



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

processing and conditioning that involve with the issuant of share support of warrant including other part from policy and permission, record date, and timeline of attend on booking or set on schedule to support the issuant of share support of warrant t and (2) The negotiation, assigned agreement and adjustment on document, sales report, disclose information, the exceptional our of working, report, permission and necessary document of The allotment of the issuant share support of warrant. Compose of contact and summited on the permission proceedings and / or every proceedings to the board of Securities and Exchange Commission, Thailand, government and / or every office that involve with the allotment of the issuant share support of warrant.

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

Agenda 7: To consider other issues (if any).

The company would like to invite shareholding to 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 sincerely,

(Mr. Visanu Thepcharoen)
Chairman of the Board

Remarks: The shareholder who cannot attend the meeting may grant the proxy to Mr. Pradit Sawattananon and Mr. Manop Thanonkitti who is the Independent Director and the members of Audit Committee, to act as proxy holder to attend and vote on his/her behalf in respect of the 1/2017 Extraordinary Shareholder Meeting (*The Attachments No.7*)

Please complete the registration book and send to Nusasiri Public Company Limited No.2922/209 Cham Isara Tower 2 Floor 13 (12A) New Phechburi Road. Bangkapi Sub-District Huakwang District Bangkok 10310 Tel.0 2030 1399 Ext.117

Minutes of the Annual General Meeting of Shareholders 2017
Nusasiri Public Company Limited
On 28 April, 2017
The Maple Hotel, Ballroom A room, 15th Floor,
9 Srinakarin Rd., Bangna Road 10260 Bangna, Thailand

Directors attending the Meeting

1. Mr. Visanu	Thepcharoen	Chairman of the Board
2. Mr. Somkid	Sari	Vice Chairman of the Board (represent to Chairman of the Board)
3. Mr. Pradit	Sawattananond	Chairman of the Audit Committee and Independent
4. Mr. Manop	Thanomkitti	Audit Committee and Independent Director
5. Mr. Sakrapee	Peawpanit	Audit Committee and Independent Director
6. Mr. Somjittr	Chaychana	Director/Company Secretary
7. Mrs. Siriya	Thepcharoen	Director

Directors who were absent from the meeting

- None -

Participants attending the Meeting

1. Mrs. Natsarak	Sarochahunjeen	A representative office of auditor A.M.T Associates
1. Ms. Jarunee	Nuammae	A representative office of auditor A.M.T Associates
3. Mr. Anucha	Sangraruay	Legal Advisory
3. Mr. Tanakrit	Thammashanothai	Legal Advisory

Beginning of Meeting 13.05 P.M.

Mr. Somjittr Chaychana, Director and Company Secretary, informed the meeting that there are currently 70 registered shareholders with 24 shareholders attending in person and 46 shareholders by proxies, representing 3,905,162,386 shares or 56.2126 percent of the Company's total paid-up shares of 6,947,134,128 shares, thus constituting a quorum in accordance with the Company's Articles of Association No. 35 and 38 that requires that the Chairman of the Board of Directors to be the Chairman of the Meeting in case of The Chairman of the Board is absent from the meeting or unable to perform on duties, If the meeting has a Vice Chairman of the Board, he could be represent to Chairman of the Board.

Accordingly, For Annual General Meeting of Shareholders 2017 on 28 April, 2017 Mr. Visanu Thepcharoen, the Chairman of the Board of Directors is attending the meeting but Mr. Visanu Thepcharoen have a fever so he is unable to perform on duties, then he represent to Vice Chairman of the Board to be Chairman of the Board.

To invite Mr. Somkid Sari, the Vice Chairman of the Board represent to Chairman of the Board to opening speech and continue do the progress of the Annual General Meeting of Shareholders 2017

Chairman of the Board welcomed the shareholders present at the Annual General Meeting of Shareholders 2017 and introduced the Meeting the Company's Director and Auditors from A.M.T. & Associates Co., Ltd. and Legal Advisory, to the Meeting.

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 adopt the minutes of the Annual General Meeting of Shareholders for the year 2016 on April 29, 2016.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that the company held the Annual General Meeting of Shareholders for the year 2016 on April 29, 2016 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 has its resolution to unanimously certify the Minutes of the Annual General Meeting of Shareholders for the year 2016 held on April 29, 2016 with the following votes:

Agree	3,914,661,386	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 2: To acknowledge the report on the Company's operating results and Annual Report for the year 2016

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that the Company reported operating results for the past and the significant changes that occurred in the year 2016, which appeared in annual report 2016 (Attachment 2). According to the annual report which has been sent to all shareholders, In summary, significant information about the operations of the Company as at 31 December 2016,

Operations of the Company as of 31 December 2016 the company had income amount 1,042.21 million baht, for the consolidated statement revenue of 1,012.25 million baht, cost of sales is amount of 676.33 million baht, financing costs is amount of 88.30 million baht, cost of sale and operation is amount of 459.45 million baht , gross profit of sales is amount of 335.92 million baht. Compared with the year 2015, the Company had loss (194.36) million baht or profit decreased amount of (257.49) million baht. Earnings (loss) per share (0.0291) decreased from year 2015 (0.0392) (the year 2015 is 0.0101)

From the financial statement, as of 31 December 2016, the Company had total current assets of 7,577.52 million baht, total fixed assets of 4,767.85 million baht, total assets of 12,345.38 million baht, total current liabilities of 3,073.42 million baht, total non-current liabilities of 1,912.12 million baht, total liabilities of 4,985.45 million baht, shareholders' equity of 7,359.83 million baht, total liabilities and shareholders' equity of 12,345.38 million baht and D/E Ratio for year 2016 is 0.68, increased in 0.16 (D/E Ratio in year 2015 are 0.52).

In the year 2016, the Company join with Collective Action Coalition Against Corruption (CAC) and had commitment with Collective Action Coalition against Corruption (CAC) on 9 February, 2016 and the Company is the 558th who join the program.

The Board recommends shareholders to acknowledge the report on the Company's operating results and Annual Report 2016.

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

Mr. Visut Ararmruang, the shareholder, asked for clarification, which according to the financial statement of company had loss by the decreasing of revenue but an increasing of expense.

Mr. Somjit Chaychana explained to the meeting that the decreasing of revenue but the cost of goods sold is increase because of the economic, by decelerate sales and transferring. And the goods were pre-built house that cannot record with low cost especially in cost of financial. Interest from a loan of financial institution is an expense which is not record in cost of goods sold. The increasing of cost of goods sold was record in cost of sales and administration which is follows the plan of the company. Also the raised of expense in company's branding can cause it as well. In the year 2017, The Board of Directors and executive Committee are planning on building company's branding and expanding on future project. Accompany with control on budget cost of sales and marketing, expense must be in the same way with sales. And the releasing of inventory can cause on the increasing expense.

Mr. Visut Ararmruang, the shareholder, asked, that according to the financial statement of company had loss by the economics but other real estate developer able to afford on profit. Also have another question on how much on cost of marketing that the company spending on branding for the year 2016.

Mr. Somjit Chaychana further explained to the meeting. The examination of cost of marketing is 30 million baht and gave Mrs. Siriya Thepcharoen as Deputy CEO, Marketing explained for more clarification.

Mrs. Siriya Thepcharoen explained to the meeting that the Company can recognize revenue from 3 projects, if compare with new launching project even if project in Phuket, Chaing mai or Pattaya Chonburi. At present Cost of marketing cannot record in cost of goods sold but have to record in expense. And those entire project cannot recognize on revenue yet made the expense increasing. Because cost of marketing must be recorded in cost of goods sold until started on sale project and would average in cost of goods sold later. Thence the financial statement is only record in cost of construction and cost of land.

Mr. Visut Ararmruang, a shareholder, asked if marketing expense must record immediately in the record of year 2017 exclude cost of construction and cost of land, does gross profit in this year would be increase? And what is the percentage of target? Would be continue on branding this year? How much for branding?

Mr. Somjit Chaychana explained to the meeting that from the company's operation plan, the company has aim on gross profit for 35-42% by growth from last year 2-5%

Mrs. Siriya Thepcharoen explained to the meeting that in the year of 2017 the company has anticipated an expense on cost of branding not exceeding 15 million baht. For the reason the company expect to continue on development for closed sales as soon as possible. The company will emphasize development on travel and wellness business in new project. The adjustment of operation plan is from the transferring postponed and the financial institution not approve on properties loan for the customer of the company. That can cause of the decreasing of sale target and transfer target. But customer in tourism and wellness business is new target group including domestic and international customer, will able to make the company's revenue and expanding more occasional in business.

Mr. Sumet Wattanarangsun a shareholder suggested the company should rectify on an annual report by compared on financial statement by year and more clarifying on the company operation plan. And asked, Does the company have dividend policy? And what is the main revenue of the company?

Mr. Somjit Chaychana said appreciate to Mr. Sumet Wattanarangsun a shareholder and explained to the meeting that the company will take an advice and make and improvement. For the dividend policy, the company has a dividend policy by 40% but in the situation, lack of liquidity and profit loss. Also the company has a necessary on develop and expand business. However the main revenue of the company is from real estate development business, leasing and hospitality revenue is willing increased.

The Chairman gave an opportunity for the shareholders to express their opinion 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 resolved acknowledged the report results of operations of the Company and Annual Report 2016.

Agenda 3: To consider and approve the audited statement of financial for the fiscal year ended as at 31 December, 2016.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the meeting that Pursuant to the Public Limited Companies Act, B.E.2535 (1992) CHAPTER 8 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 approval. The Company has prepared the financial statements for the year ended 31 December, 2016 presented in the 2016 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 2016 Annual Report and summary financial information as *(Annual Report for year 2016 and summarized of financial attachment 2)*

Annual Report for year ended 31 December 2016 can be summarized as follows,

Financial Statement – Assets, Liabilities, and Equity for year 2016 The Company's total current assets are 7,577.52 million baht, total fixed assets of 4,767.85 million baht, total assets were 12,345.38 million baht, total current liabilities of 3,073.42 million baht, total non-current liabilities of 1,912.12 million baht, total liabilities were 4,985.45 million baht, shareholders' equity of 7,359.83 million baht, total liabilities and shareholders' equity of 12,345.38 million baht. An increase of 843.21 million baht from the year 2015 (Totaling Baht 11,502.17 million in 2015)

Profit and Loss Statement – Income and Expenses for year 2016 The Company has revenue from sales and services 1,012.24 million baht, other income was 29.96 million baht, Total revenues were 1,042.21 million baht, Cost of goods sold and services 676.32 million baht, sales and operation expenses 549.40 million baht. Total costs and expenses were 1,225.73 million baht. Profit (Loss) before tax (183.51) million baht, Income tax of 10.84 million baht, Profit (loss) from operation of (194.36) million baht, Decreased from the year 2015 in the amount of (257.49) million baht (In the year 2015, operating profit was 63.13 million baht).

The committee agrees that its time that the shareholders meeting consider the approval of Company's financial statements for fiscal year ended as at December 31, 2016 which has passed the inspection of the audit committee and been verified by financial auditors.

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

The Chairman gave an opportunity for the shareholders to express their opinion 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 approved the financial statements of the Company for the financial year ended December 31, 2016 which have been approved by licensed auditor with the following votes,

Agree	3,914,583,886	votes or	99.9770	of total votes
Disagree	899,000	votes or	0.0230	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 4: To consider and approve the 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 December 31, 2016.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that that the company's operating results for the fiscal year ended as at 31 December 2016 that has been approved by internal board of audits and approved by licensed auditor The Company's loss for the year was 118.76 million baht or 15.77%. According to Section 115 of the Public Companies Act 2535, the Company is prohibited to pay dividends from other sources of funds other than profits. Since the Company has accumulated losses, the Company cannot allocate profit into legal reserve and pay dividends for fiscal year 2016 Because the company still loss and needs funds for ongoing project implementation, therefore, it is not possible to pay dividends to shareholders and to maintain liquidity, the company approve of not pay dividend this year.

The Board approves of recommends the shareholders meeting to approve the allocation of profits as reserves, according to the legal, and no dividend payment for the company's performance. For the fiscal year ended December 31,2016.

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

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 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 December 31, 2016, resulting votes are as follow;

Agree	3,914,483,886	votes or	99,9745	of total votes
Disagree	999,000	votes or	0.0255	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 5: To consider and approve the appointment of directors replacing those who retire by rotation.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that 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. The directors who retire by rotation in this year are as follows:

1. Mr. Pradit Sawattananond Chairman of Audit Committee and Independent Director
2. Mr. Manop Thanomkitti Audit Committee and Independent Director

Mr. Pradit Sawattananond: Chairman of Audit Committee and Independent Director, 68 year old

Education:

- Master Degree in Master of Public Administration, Central State University, Oklahoma
- B.A. in Commerce, Chulalongkorn University.

Professional Experience:

- Academic of Committee on Monetary Finance, Banking and Financial Institutions
- Committee of thailand securities depository
- The performance consultant of Committee on Economic Development Commission

Mr. Manop Thanomkitti: Audit Committee and Independent Director, 65 year old

Education:

- Master Degree in Public Administration,Sukhothai Thammathirat Open University
- B.A. in Engineering, Chulalongkorn University.

Professional Experience:

- Deputy Governor of Provincial Electricity Authority

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

The Board of Directors recommends that shareholders approve the appointment Mr. Pradit Sawattananond and Mr. Pradit Sawattananond the directors who retire by rotation, be re-appointed as the Company's directors for another term as 2 directors are suitable and qualified.

This agenda the resolution shall be voted on individually and shall be approved with majority votes by shareholders who attend the meeting and have a voting right

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 re-appointment Details are as follows:

1) Appointment of Mr. Pradit Sawattananond as the Committee of The Board for another term, resulting votes are as follow;

Agree	3,914,682,986	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

2) Appointment of Mr. Manop Thanomkitti as the Committee / Independent Director for another term, resulting votes are as follow;

Agree	3,914,682,986	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 6: To consider the directors' remuneration for 2017.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that by the Board Nomination and Remuneration Committee has considered the remuneration of directors year 2017. The Remuneration of Directors by comparison with the company in the same industry by turnover, size of business, duties and responsibilities and appropriate for current economic conditions. Therefore the directors' remuneration for the year 2017, not exceeding 5.0 million baht as last year and the remunerations as bonus rate of 0.25% of total assets increased and the company is profitable But limited to a maximum of 500,000 baht / person / year. The Board of Directors 'remuneration, which has been approved by the shareholders' meeting for the past 3 years, can be summarized as follows:

1. In the year 2014, the amount of 5.0 million (actual use 3.34 million) or 66.80 %
2. In the year 2015, the amount of 5.0 million (actual use 4.20 million) or 84.00%
3. In the year 2016, the amount of 5.0 million (actual use 3.55 million) or 71.10%

The Board of Directors is authorized to determine the rate, details, and conditions of the directors' and subcommittees' remuneration as deemed appropriate. The details on the scope of authority and responsibilities of the board and the Nomination and Remuneration Committee are set out in the annual report (*Enclosure item No. 2*).

The Board of Directors agreed to the the shareholders meeting for approval the directors' remuneration for 2017, not exceeding 5.0 million baht and the remunerations bonus rate as last year. According to the Board Nomination and Compensation Committee proposes.

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

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 remuneration of directors for the year 2017 in the amount not exceeding Baht 5,000,000 and the remunerations as bonus rate of 0.25% of total assets increased and the company profitable but limited to a maximum of Baht 500,000 / person / annum, resulting votes are as follow;

Agree	3,914,967,986	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 7: To consider and approve the appointment of the Company's auditors and their remuneration for 2017.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that 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 the auditor of A.M.T. & Associates Co., Ltd., Thus, the propose audit fee for the year 2017, represent 2.10 million baht, not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment. The audit committee recommend Professor Kesree Narongdej, Certified Public Accountant (Thailand) No.76 and/or Mr.Chaiyut Angsuwittaya Certified Public Accountant (Thailand) No.3885 and/or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant (Thailand) No.4563.,no relationships or interests exist between the nominated auditors and the Company, its executives, major shareholders and their affiliates.

In order that Professor Kesree Narongdej, Certified Public Accountant (Thailand) No.76 was pass away last 17 April, 2017. The audit committee appointed the other auditor, that approved by the committee of Securities and Exchange Commission of A.M.T. & Associates Co., Ltd.

The propose audit fee for the year 2017 of 2,100,000 baht subsidiaries, not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment, resulting votes are as follow;

The Remuneration of the Auditor	The year 2016	The year 2015
The audit of the Annual Financial Statement		
Nusasiri Plc.	850,000	780,000
Financial Statement Consolidated	200,000	150,000
The Financial Statement of Interim/Quarter		
Nusasiri Plc.	750,000	720,000
Financial Statement Consolidated	300,000	270,000
Total	2,100,000	1,920,000

The Committee agreed to the meeting of shareholder for approval the appointment of Mr. Chaiyut Angsuwittaya, Certified Public Accountant (Thailand) No. 3885 and/or Mrs. Natsarak Sarochanunjeen, certified public accountant no. 4563 and/or others, that approved by the committee of Securities and Exchange Commission of A.M.T. & Associates Co., Ltd. The propose audit fee for the year 2017 of 2,100,000 baht subsidiaries, not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment.

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

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 appointment of Mr. Chaiyut Angsuwittaya, Certified Public Accountant (Thailand) No. 3885 and/or Mrs. Natsarak Sarochanunjeen, certified public accountant no. 4563 and/or others that approved by the committee of Securities and Exchange Commission of A.M.T. & Associates Co., Ltd. The propose audit fee for the year 2017 of 2,100,000 baht subsidiaries, not including other expenses, for example, transportation, postage fee, facsimile, overtime which are charged as actual payment, resulting votes are as follow;

Agree	3,914,967,986	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 8: To consider and approve cancellation of the allotment of ordinary shares of 1,296,754,989 shares, to support the capital increase of General mandate by 690,000,000 shares and the cancellation of allotment ordinary shares to support The Company's registered issuance of share support of warrant 1st (NUSA-W1) 606,754,989 shares. Totaling 1,296,754,989 shares.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that the company is planning to raise capital newly listed This law states that Need to reduce the unpaid share capital or shares remaining from the issuance of warrants to purchase common shares of the Company to be completed before. The company wants to cancellation of the allotment of ordinary shares of 1,296,754,989 shares, to support the capital increase of General mandate by 690,000,000 shares and the cancellation of allotment ordinary shares to support The Company's registered issuance of share support of warrant 1st (NUSA-W1) 606,754,989 shares. Total 1,296,754,989 shares

The Board of Directors agreed to the meeting of shareholders approve to the cancellation of the allotment of ordinary shares of 1,296,754,989 shares.

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

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 cancellation of the allotment of ordinary shares of 1,296,754,989 shares. To support the capital increase of General mandate by 690,000,000 shares and the cancellation of allotment ordinary shares to support The Company's registered issuance of share support of warrant 1st (NUSA-W1) 606,754,989 shares. Total 1,296,754,989 shares, resulting votes are as follow;

Agree	3,914,987,827	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 9: To consider and approve that the reduction of the Company's registered capital from the original capital of 10,380,717,764 shares the remaining share capital of 9,083,962,775 shares by way of cut ordinary shares, reserved. To support the capital increase by General Mandate 690,000,000 shares. By way of cut ordinary shares reserved to support The Company's registered issuance of share support of warrant 1st (NUSA-W1) 606,754,989 shares, totaling 1,296,754,989 shares.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that pursuant to Agenda 8 when approved cancellation of the allotment of ordinary shares of 1,296,754,989 shares will have to approve the reduction share capital of 10,380,717,764 share to new remaining share capital of 9,083,962,775 shares by way of cut ordinary shares, reserved. To support the capital increase by General Mandate 690,000,000 shares. By way of cut ordinary shares reserved to support The Company's registered issuance of share support of warrant 1st (NUSA-W1) 606,754,989 shares, totaling 1,296,754,989 shares.

The Board of Directors agreed to the meeting of shareholders approve that the reduction share capital of 10,380,717,764 share to new remaining share capital of 9,083,962,775 shares

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 reduction share capital of 10,380,717,764 share to new remaining share capital of 9,083,962,775 shares by way of cut ordinary shares, reserved. To support the capital increase by General Mandate 690,000,000 shares. By way of cut ordinary shares reserved to support The Company's registered issuance of share support of warrant 1st (NUSA-W1) 606,754,989 shares, totaling 1,296,754,989 shares, resulting votes are as follow;

Agree	3,914,987,827	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 10: To consider the amendment to clause 4. of the Company's memorandum of association to reflect the Capital decrease.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that pursuant to the resolution in Agenda no. 9, after shareholders approved a capital reduction, the Meeting had to consider and approve the amendment to Clause 4 for the Company's Memorandum of Association to reflect the capital reduction. By using the following statement;

" No.4 Registered Capital representing 9,083,962,775 Baht (Nine thousand eighty-three million, nine hundred and sixty-two thousand, seven hundred and seventy-five Baht)

Divided to	9,083,962,775 Shares	(Nine thousand eighty-three million, nine hundred and sixty-two thousand, seven hundred and seventy-five shares)
Par value	1 Baht	(One baht only)
Divided to ordinary shares	9,083,962,775 Shares	(Nine thousand eighty-three million, nine hundred and sixty-two thousand, seven hundred and seventy-five shares)
Divided to Preferred shares	- Share	(- Share)

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 to clause 4. of the Company's memorandum of association to reflect the Capital decrease, resulting votes are as follow;

Agree	3,914,987,827	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 11: To consider and approve the capital increase of 690,000,000 shares new shares from the authorized capital of the company after the share capital reduction in the number of 9,083,962,775 shares to 9,773,962,775 shares by issuing new ordinary shares of 690,000,000 shares at par value of 1.00 baht per share. To support the capital increase by General Mandate.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that the company needed to boost liquidity and expansion plans therefore there is necessary to increase the share capital to finance the operation the purpose of the capital increase by General Mandate, the allocation of new ordinary shares to the private placement of 690,000,000 shares at par value of 1.00 baht per share. According to the Notification of Capital Market Supervisory Board notice No. TorChor 28/2551 Re: Request for Permission and Permission for Sale of Newly Issued Shares and notice No. TorChor 72/2558 Re: Permitting the listed companies to offer new shares in a private placement.

The Board of Directors agreed to the meeting of shareholder for approval the capital increase of 690,000,000 new shares from the authorized capital of the company after the share capital reduction in the number of 9,083,962,775 shares to 9,773,962,775 shares.

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.

Mr. Sumet Wattanarangsun a shareholder asked that according to the capital increase of the company, How much of offering price? And What's operation planed after fundraising?

Mr. Somjit Chaychana explained to the meeting that the capital increase of the company is the capital increase by General Mandate, the allocation of new ordinary shares to the private placement of 690,000,000 shares at par value of 1.00 baht per share. The purpose is for operated business and expanded business in the future.

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 capital increase of 690,000,000 new shares from the authorized capital of the company after the share capital reduction in the number of 9,083,962,775 shares to 9,773,962,775 shares by issuing new ordinary shares of 690,000,000 shares at par value of 1.00 baht per share, to support the capital increase by General Mandate, resulting votes are as follow;

Agree	3,914,888,787	votes or	99.9770	of total votes
Disagree	899,040	votes or	0.0230	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 12: To consider the amendment to clause 4. of the Company's memorandum of association to reflect the Capital increased.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that due to the capital increase in Agenda 11 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 with the following statement,

" No.4 Registered Capital representing 9,773,962,775 Baht (Nine thousand seven hundred and seventy-three million, nine hundred and sixty-two thousand, seven hundred and seventy-five Baht)

Divided to 9,773,962,775 Shares (Nine thousand seven hundred and seventy-three million, nine hundred and sixty-two thousand, seven hundred and seventy-five Shares)

Par value 1 Baht (One baht only)

Divided to ordinary shares 9,773,962,775 Shares (Nine thousand seven hundred and seventy-three million, nine hundred and sixty-two thousand, seven hundred and seventy-five Shares)

Divided to Preferred shares - Share (- Share)

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 to clause 4. of the Company's memorandum of association to reflect the Capital increased, resulting votes are as follow;

Agree	3,914,987,827	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 13: To consider and approve the allotment of 690,000,000 new ordinary shares at par value of 1.00 baht to support the capital increase the General Mandate.

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that due to the increase of registered share capital under Agenda 12, The Company's objective allocate new ordinary shares capital of the private placement of 690,000,000 shares, to support the capital increase the General Mandate. The Board of Directors agreed to the the meeting of shareholder for approval the allotment of 690,000,000 new ordinary shares at par value of 1.00 baht to support the capital increase the General Mandate.

The reasons and the need for capital increase to improve liquidity for the company, use as working capital, currently of financial institutions, credit approval is relatively difficult. It held that the capital increase is streamlined, fast in each occasion funding, as appropriate, keep pace with a rapidly changing environment.

The feasibility of the plans to use the proceeds from the sale of shares. The company will be used as working capital in the business.

The reasonableness of a capital increase for the company. There is additional funding for the venture, The availability of funding to support the expansion plans of the company, future bring the benefits and earnings per Company as well as adding value to the shareholders of the Company.

The impact is expected to occur on the business of the Company. The financial position and results of operations of the Company, due to the capital increase and the implementation of plans to use the money. Is expected to have no impact on the Company's business, due to the sale of shares to the private placement there are steps and duration operation quickly and the can target group of investors, according to the company requirements. This is a potential investment capital, experience or expertise in the business, which can strengthen the company. This will result in maximum benefit, financial results and operations of the Company and shareholders.

In the event that the Company's directors. Do not act with integrity and careful safeguard the interests of the Company, matters relating to recapitalization, if no such duties, causing damage to the Company, Shareholders can sue to claim damages from the directors of the Company, accordance with Section 85 of the Public Companies Act BE 2535 and if the directors neglect of duty Make person related parties to benefit wrongfully, Shareholders can sue restore the advantage of the directors of represent the Company, accordance with Section 89/18 of the Public Companies Act BE 2535.

- Allocation of new ordinary shares the private placement of 690 million shares par value of 1.00 baht per share to support the capital increase the General Mandate.

By The Board of Directors and / or Executive Committee and / or the CEO and / or Board of Directors or Executive Committee assigned. To consider offering of new shares in one or several occasions and will be offered to any person or group of people every time before a group of people together in the same time, provided that such persons is not a connected person of the company. It will be implemented within the Company's Annual General Meeting of Shareholders in the next time or within the law, the company must provide an annual general meeting of shareholders in the next time. (Whichever is earlier). Including a detailed set of criteria for allocation of such terms or other details of the allocation of shares. The determination of the "market price" of not less than 90 percent of the market price of its shares. The market price is calculated based on the weighted average price of its shares after a period of not less than 7consecutive days, but no more than 15 consecutive days before the date of the offering and no less than the par value of the company the weighted average price shall be the average price of shares traded on a daily basis and not less than par value Baht 1 per share, according to the capital market supervisory board notification associated Shares above accounted for about 10 percent of the paid-up capital of the Company, after the reduction the share capital and paid-up capital of the company by reducing the number of shares. This is equal 6,947,134,128 shares in addition, the allocation of new shares above shall not exceed a total of 6,947,713,412 shares or 10 percent of the paid-up capital of the Company. 6,947,134,128 shares (*More details are shown in the Attachments No. 4*) 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.

Mr. Thongkum Piyateerawong a shareholder asked that according If one of the committee is corruption and fails to perform his duty with honesty, about the capital increase of the company, Does the entire of the committee take responsibility or only one?

Mr. Somjitr Chaychana explained to the meeting that the responsibility is the committee who is attends in the meeting. Also considerate by case as following the Public Limited Companies Act.

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 690,000,000 new ordinary shares at par value of 1.00 baht to support the capital increase the General Mandate, resulting votes are as follow;

Agree	3,914,987,827	votes or	99.9796	of total votes
Disagree	800,000	votes or	0.0204	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 14: To consider and approve the issuance and offering bill of exchange to the national of 3,000,000,000 baht, total 6,000,000,000 baht

The Chairman invited Mr. Somjit Chaychana, Director and Company Secretary clarify in this matter.

Mr. Somjit Chaychana informed the Meeting that presently, the company There is a need for funding for administration and construction of the project, if applying for a loan from a financial institution in only one size may not be enough to invest in new projects, at the same time, the company it is necessary to use more working capital to support future business expansion.

Therefore wishes to request an increase in the issuance and offering bill of exchange of 3,000,000,000 baht, more from the Extraordinary General Meeting of Shareholders No. 1/2015 held on October 22, 2015. Of 3,000,000,000 baht, total 6,000,000,000 baht, the detail are as follow;

Issuance	Nusasiri Public Company Limited
Type	Bill of exchange/debenture, specified or unspecified names of the holders, subordinated or unsubordinated, secured or unsecured and with or without representative of the debenture holders
Total Offering Size	Not exceeding 6,000,000,000 baht
Currency	Thai Baht
Term	Not exceeding 3 years
Offering	The bill of exchanges will be offered to institutional investors and/or high net worth investors and/or specific investors and/or the public. Such offering may be offered in one or several offerings and/or on a revolving basis. In this regards, the Company will comply with laws, rules, regulations and any other related notification.
Principal Repayment	Repayment in installments or in one installment upon maturity in accordance with the terms and conditions of the debt instruments
Early Redemption	The holders of the bill of exchanges and/or debentures shall or shall not be entitled to request the Company to redeem, and/or the Company shall or shall not be entitled to redeem the debentures prior to the maturity, subject to the terms and conditions of each issuance in accordance with laws, rules, regulations and any other related notifications
Registration of Debt Instrument	The Company may register the bill of exchanges and/or debentures with The Thai Bond Market Association and/or other debt instrument exchange(s).
Objectives	1. To utilize as the Company's working capital and long term loan for development of the existing and new projects and for business expansion 2. To repay the existing debts which helps reducing the Company financial costs
Interest Rate	Interest rate will depend on the market condition at such time of the bill of exchanges and/or debentures are offered or under terms and conditions of the bill of exchanges and/or debentures issued at such time. This shall be subject to notification of the SEC and/or other related notifications, rules and regulation in force at such time the bill of exchanges and/or debenture are issued and offered.
Special Condition	If the Company redeems or repays the principal of the bill of exchanges and/or debentures issued under the total offering amount authorized above, the Company may issue and offer additional debentures in substitution of the debentures so redeemed or repaid.

The Board of Directors of the Company and/or the Executive Committee and/or the Executive Chairman and/or the Chief Executive Officer and/or the person granted the authorization by the Board of Directors of the Company and/or the Executive Committee to determine details and other conditions relating to the issuance and offering of the

debentures such as its name, offering amount of each issuance, type of bill of exchange and/or debenture, security, offering price per unit, conditions, term of maturity, period of redemption, early redemption, interest rate, method of principal and interest repayment, allocation process and other details of offering, including to list the debentures as listed securities on the Stock Exchange of Thailand or The Thai Bond Market Association or other secondary market(s), to appoint financial advisors and/or underwriters and/or credit rating agencies and/or relevant persons with respect to the issuance and offering of the bill of exchanges and/or debentures, and to enter into, execute any relevant documents and agreements, and disclose information to and submit documents to the SEC or other relevant authorities regarding the issuance and offering of the bill of exchanges and/or debentures.

The Meeting of Shareholder should approve the consider the issuance and offering bill of exchange 3,000,000,000 baht, total 6,000,000,000 baht.

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.

Ms. Sumat Wattanarungsun, the shareholder, asked that How far of the company spending on the loan? How much for the interest rate that the company paid on? Does the company have any guarantee? If have, what is it? And what is spending for?

Mr. Somjittr Chaychana informed the meeting that at present the company used the loan about 2,000,000,000 baht. And this time will be more approval 3,000,000,000 baht total 6,000,000,000 baht. The company used for support the business. The rate of interest was 5.5-5.756 % rate can be change. And for the first released of bill of exchange did not propose on any guarantee. But after that the company used the guarantee which is encumbrance-free property. According to financial statement is shown the encumbrance-free of company property. If they request on the guarantee next time the company would be find more option to handle on. For the first of bill of exchange the company was investing on land and current capital also reducing on interest burden.

Mr. Thongkum Piyateerawong a shareholder asked that, For the increase bill of exchange, Does the company have any policy on rate of D/E? Exceeding rate of D/E?

Mr. Sompijit Chaychana informed the meeting that D/E at present is very low, is 0.68. The company have 2 directions. Which is short direction by long direction. The company will control on D/E by 2:1 as Krungthai bank prescribe. Another direction is short direction by long direction will control on D/E by 1:1, it can be change by time for the next increase bill of exchange to revolve in first lot.

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 increase in the issuance and offering bill of exchange of 3,000,000,000 baht, more from the Extraordinary General Meeting of Shareholders No. 1/2015 held on October 22, 2015. Of 3,000,000,000 baht, total 6,000,000,000 baht, resulting votes are as follow;

Agree	3,914,888,827	votes or	99.9796	of total votes
Disagree	899,000	votes or	0.0230	of total votes
Abstain from voting	-	votes or	-	of total votes

Agenda 15: To consider other issues (if any).

Shareholder gave suggestion and asked as follow;

Mr. Visut Aramruang, the shareholder, asked, what is target of the year 2017 by growth from last year? What is the target of net profit margin in percentage by quarter? In case of the company cannot reach the goal, How the company have prepared on the risk?

Mr. Somjittr Chaychana informed the meeting that in the year of 2017 the company set the target highly. And the company want to distribute more inventories which is ready to transfer. According to uncertain financial and record the company cannot answer the shareholder for the question. But for the operation planed on 1st quarter was accordance with the goal. The company excepted that in 4th quarter could be growth rapidly. Goal of net profit margin is 14%. For the risk management in case of revenue and profit is not by the goal, the company may unable to reach the profit as others

real estate developer but the company have divided on expanding of alternative way in real estate business. By operated on tourism and wellness real estate business. Including expanding on target not only national but also international which market planed on guarantee and guarantee return. Which make the company gain more revenue and profit.

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: 02.40 p.m.

Certified True Copy



(Signature).....

(Mr. Visanu Thepcharoen)

Chairman of the Meeting



(Signature).....

(Mr. Somjit Chaychana)

Meeting Recorder

Capital Increase Reporting Form
Nusasiri Public Company Limited.
November 6, 2017

We, Nusasiri Public Company Limited (the Company), hereby report of the resolution of the Board of Directors no.10/2017 held on November 06, 2017 during 17.30 – 20.00 in respect of the share allotment as follows;

1. Capital decrease / increase

1.1 Capital decrease

The Board of Directors has resolved to approve the reduction of the registered capital of the Company from the existing registered capital of 9,773,962,775 THB to 9,083,962,775 THB, by cancelling 690,000,000 shares authorized but unissued for increasing capital 690,000,000 THB by General Mandate method, at a par value of 1 THB per share and approve the amendment to Clause 4 of Memorandum of Association of the Company to be in line with the capital reduction.

1.2 Capital increase

The Board of Directors has resolved to approve the increase of registered capital of the Company from 9,083,962,775 THB to 10,488,054,292 THB by issuing 1,404,091,517 share newly-issued ordinary shares with the par value of 1 THB each, the details of the capital increase are as follows:

Capital Increase	Type of Share	No. of Share	Par Value (THB/Share)	Total (THB)
Specifying the purpose of utilizing proceeds	Ordinary shares	1,404,091,517	1.00	1,404,091,517
	Preferred shares	-	-	-
General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allocation of newly issued shares

The Board of Directors has resolved to approve the allotment of 1,404,091,517 ordinary shares with par value of 1.00 THB each, totaling 1,404,091,517 THB the details of which are as follows;

2.1 Details of allocation for the specific purpose of utilizing proceeds

Allotment	Number of shares	Ratio	Selling price (THB per share)	Subscription and payment for the shares	Remark
1.To the existing shareholders proportionate to their respective Shareholdings (Rights Offering)	694,713,412	10 existing ordinary share to 1 newly issued ordinary share	0.50	January 15-19 2018 (5 business day)	Remarks 1)
2.To accommodate the exercise of share support of warrant to purchase ordinary shares of the Company No. 3 (NUSA-W3)	694,713,412	1 newly issued ordinary share to 1 warrants (NUSA-W3)			Remarks 2)

3) For adjustment of NUSA-W2	Not exceeding 2,219,319	-	-	-	Remarks 3)
4) For adjustment of NUSA-WA	Not exceeding 3,866,838	-	-	-	Remarks 3)
5) For adjustment of NUSA-WB	Not exceed 8,578,536	-	-	-	Remarks 3)

Remark: 1) The allotment of 694,713,412 ordinary shares with par value of THB 1.00 each to the existing shareholder by proportion (Right Offering) with offering price 0.50 THB per ordinary shares. And the allotment of issuant ordinary share proportion is 10 existing ordinary shares to 1 new ordinary share (Force any number to round down) and the subscription period is January 15-19, 2018 (a total of 5 business days). In this regard, the Company has approved the date for determination of shareholders' entitlement to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) to be on December 26, 2017.

However Determination of Subscription Rights and Allotment of Newly Issued Shares increasing the subscription period. There is no certainty until approved by the shareholders.

In the allotment of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, if there are newly-issued ordinary shares remaining after the first allotment to the existing shareholders proportionate to their respective shareholdings, the remaining shares shall be allotted to the oversubscribing shareholders, based on their existing shareholding and at the same offering price. If there are remaining shares after such allotment, the Company shall again allot the remaining shares to shareholders until there is no share remaining or until there is no shareholder express their intention to subscribe the newly-issued ordinary shares.

If there are remaining shares after such allotment, The Board of Director and /or Executive Committee and / or the CEO and/ or a person who is The Board of Director or Executive Committee assigned shall again allot the remaining shares assigned for offering to private placement.

In case of number of share still remaining form allotment of newly-issued ordinary shares to the existing shareholders proportionate including offering to private placement, the company will approve to decrease from the registered ordinary capital in The Board of Directors annual Meeting 2018

The Board of Director and /or Executive Committee and / or the CEO and/ or a person who is The Board of Director or Executive Committee assigned. To consider set and / or change in other detail that involve with the allotment of the issuant ordinary shares to shareholder by proportion (right offering) following 1) Under law and policy, also other part by (1) The allotment of issuant ordinary shareholder in once or several times, offering time for sale, The allotment of issuant ordinary share, set of the sale price (for the allotment on 1) setting record date, capital reimburse including others condition that involve with The allotment of the issuant ordinary shares. (2) The accreditation of FA and assigned on agreement that is involve with The allotment of the issuant ordinary shares and (3) assigned on permission, the allowance, document of The allotment of the issuant ordinary shares, including on permission management and allowance management also The government document requesting to assigned and proceed on The allotment issuant.

2) Allotment of issuant ordinary capital share divided not over 694,713,412 ordinary shares, par value of 1 THB per share, offering price per unit 0.00 THB to support The Company's registered issuance of share support of warrant 3rd (NUSA-W3), The allotment will be by shareholder proportion of existing ordinary capital by new share support of warrant 1:1. As exercised price on share support of warrant 1.00 THB per share

The Board of Director and /or Executive Committee and / or the CEO and/ or a person who is The Board of Director or Executive Committee assigned. To conduct on (1) set or change the detail of processing and conditioning that involve with the issuant of share support of warrant including other part from policy and permission, record date, and timeline of attend on booking or set on schedule to support the issuant of share support of warrant and (2) The negotiation, assigned agreement and adjustment on document, sales report, disclose information, the exceptional our of working, report, permission and necessary document of The allotment of the issuant share support of warrant. Compose of contact and summited on the permission proceedings and / or every proceedings to the board of Securities

and Exchange Commission, Thailand, government and / or every office that involve with the allotment of the issuant share support of warrant.

3) The amendment to Clause 4 of Memorandum of NUSA share support of warrant of the Company requirements of NUSA – W2, NUSA – WA and NUSA – WB about condition of right adjustment by the company have to adjust price and ratio when the company rights offering or public offering or private placement by the average of price that calculate the price under 90% of market price by force immediacy from the first date that set show XR sign, However Number of holder NUSA-W2 Number of holder NUSA-WA and Number of holder NUSA-WB are just estimate for all of shareholder but have to confirm by shareholder meeting 1/2017. The company will inform how to calculate later. (the adjustment have to calculate by 7 day continue before set show XR sign)

2.2 The operation of The Company Any Fraction of shares

If the share has any fraction must be round down.

2.3 The remaining of the allotment share issuant

-None-

3. The setting record date the convening of the annual general meeting and extraordinary general meeting of shareholder to approve on the issuant and allotment of ordinary share.

Extraordinary General Meeting of Shareholders No.1/2017 on December 18, 2017, at 2.00 p.m. Maple Hotel, Tiara Room, No.9 Srinakarin Road Bang Na sub district, Bang Na District. Bangkok 10250. The company set the record date for the shareholder to attend the EGM on November 22, 2017

4. The permission of the issuant and allotment of ordinary share to involved office and the conditional of permission

The company will have submitted on the requesting of the issuant and allotment of ordinary share to register the increase of registered capital and paid up capital at The ministry of Commerce. And to request approval for the newly issues ordinary shares to be listed on The stock exchange Thailand.

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

Amount received in this time will come from Rights offering for 347,356,706 THB and NUSA -W3 for 694,713,412 THB. The company will operate on working capital at current and wellness business in Hong Kong, China, other countries and for investment domestic & international for the future time.

Period Time	Detail	Amount (THB)
Within 2017-2020	Operating working capital	500,000,000.00
	Investment domestic & international	542,070,118.00
	Total	1,042,070,118.00

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

The proceed from the issuance and offering of newly-issued ordinary shares will be an important for investment in business of wellness. The availability of capital and liquidity to finance expansion project that have potential in order to expand its business in the future. This will cause the benefits and profits of the company. As well as helping create more value for the shareholder of the Company.

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

7.1. Dividend Payment Policy

The Company's policy is to pay its dividend to shareholders at a rate not lower than 40 percent of its net profit based in the Company's financial statements after deducted corporate income tax and after deducted statutory reserves each year, in case there is no need to use proceed in any other situation and the dividend payment meanwhile

must not materially affect the Company's normal operations by the authority of the Board of Directors to consider the appropriateness for the maximize of benefits to the shareholders.

7.2. The subscriber of the newly-issued ordinary shares will be entitled to receive dividends from the Company's business operation after the subscriber's registration as a shareholder of the Company

7.3 Other

-None-


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


-None-

9. Schedule of action where the company's Board of Director pass the resolution to approve the share allotment

No.	Action Plan	Date
1	Date of Meeting No. 10/2017 on capital increase and shares allotment by the Board of Directors'	6 November 2017
2	The record date to the shareholder who entitled to attend in the Extraordinary General meeting No.1/2017 (Record Date)	22 November 2017
3	Extraordinary General meeting No.1/2017	18 December 2017
4	Shareholders' entitlement to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date)	26 December 2017
5	Subscription period	15-19 January 2018
6	Date of registered with The ministry of Commerce	Within 14 day of last date of Booking

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


 Sign.....Authorized Director
 (Mr.Visanu Thepcharoen)
 Chairman


 Sign.....Authorized Director
 (Mr.Sompijitr Chaichanajaruk)
 Director

Information Memorandum regarding the allocation of the newly-issued ordinary shares to the existing shareholders and the newly-issued underlying shares to accommodate the exercise of NUSA Warrant 3 (NUSA -W3)

The Board of Directors of Nusasiri Public Company Limited (“the company” or “NUSA”) Meeting No. 10/2017 held on November 6, 2017. The Board of Directors had approved increasing ordinary share 1,404,091,517 THB by increase newly ordinary share 1,404,091,517 share, Par values 1 THB per share, to support the issuance by following:

(1) To offering ordinary shares to existing shareholder of the company by proportion (Right Offering) not exceeding to 694,713,412 shares

(2) Increase register capital reserved to share support of warrant accommodate the exercise of the NUSA - W3 not exceeding 694,713,412 shares by offering and allot of proportion of exiting share holder.

(3) The issuant of ordinary capital share divided into 2,219,319 shares, For adjustment of support share NUSA -W2 of the company. Allocate the increase of ordinary share for 3,866,838 shares, For adjustment of support share NUSA -WA. And the increase of ordinary share for 8,578,536 share, For adjustment of support share NUSA-WB by offering support share NUSA -W3. The total of adjustment will be 14,664,693 share, par value 1 THB

Details of allocation of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings are enclosed in Capital Increase Report Form (F53-4) (Attach 1), details of preliminary information of the Warrant No. 3 (NUSA -W3) (Attachment 3) and Information Memorandum regarding the allotment of newly-issued ordinary shares offering to the existing shareholders together with the share support of warrant No. 3 (NUSA-W3).

1. Details of the issuance and offering

1.1. To allot the newly-issued ordinary shares not exceeding 694,713,412 shares with the par value at 1 THB to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the ratio of 10 existing ordinary shares to 1 newly-issued ordinary shares with the offering price at 0.50 THB per share. The subscription period of the offering newly-issued ordinary shares is 15 - 19 January 2018 (a total of 5 business days). In this regard, the Company has approved the date for determination of shareholders' entitled to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) on 26 December 2017

However Determination of Subscription Rights and Allotment of Newly Issued Shares increasing the subscription period. There is no certainty until approved by the shareholders.

In the allotment of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, if there are newly-issued ordinary shares remaining after the first allotment to the existing shareholders proportionate to their respective shareholdings, the remaining shares shall be allotted to the oversubscribing shareholders, based on their existing shareholding and at the same offering price. If there are remaining shares after such allotment, the Company shall again allot the remaining shares to shareholders until there is no share remaining or until there is no shareholder express their intention to subscribe the newly-issued ordinary shares.

If there are remaining shares after such allotment, The Board of Director and /or Executive Committee and / or the CEO and/ or executive Committee shall again allot the remaining shares assigned for offering to private placement.

In case of number of share still remaining form allotment of newly-issued ordinary shares to the existing shareholders proportionate including offering to private placement, the company will approve to decrease from the registered ordinary capital in The Board of Directors annual Meeting 2018

The Board of Director and /or Executive Committee and / or the CEO and/ or Board of Directors or executive Committee assigned. To consider set and / or change in other detail that involve with the allotment of the issuant ordinary shares to shareholder by proportion (right offering) following 1) Under law and policy, also other part by (1) The

allotment of issuant ordinary shareholder in once or several times, offering time for sale, The allotment of issuant ordinary share, set of the sale price (for the allotment on 1) setting record date, capital reimburse including others condition that involve with The allotment of the issuant ordinary shares. (2) The accreditation of FA and assigned on agreement that is involve with The allotment of the issuant ordinary shares and (3) assigned on permission, the allowance, document of The allotment of the issuant ordinary shares, including on permission management and allowance management also The government document requesting to assigned and proceed on The allotment issuant.

1.2 Allotment of issuant ordinary capital share divided not exceeding 694,713,412 shares, Par value 1 THB per share for shares. For Adjustment the right of share support of warrant 3rd (NUSA-W3), The allotment and offering to existing shareholder of the company by proportion (Right Offering)

The Board of Director and /or Executive Committee and / or the CEO and/ or Board of Directors or executive Committee assigned. To conduct on (1) set or change the detail of processing and conditioning that involve with the issuant of share support of warrant including other part from policy and permission, record date, and timeline of attend on booking or set on schedule to support the issuant of share support of warrant t and (2) The negotiation, assigned agreement and adjustment on document, sales report, disclose information, the exceptional our of working, report, permission and necessary document of The allotment of the issuant share support of warrant. Compose of contact and summited on the permission proceedings and / or every proceedings to the board of Securities and Exchange Commission, Thailand, government and / or every office that involve with the allotment of the issuant share support of warrant.

1.3 Allotment of issuant ordinary capital share divided into 2,219,319 shares, for Adjustment the right of NUSA -W2, allocate increase ordinary share for 3,866,838 share, for Adjustment the right of NUSA -WA and increase ordinary share for 8,578,536 share, for Adjustment the right of NUSA -WB by offering NUSA -W3. The total of adjustment will be 14,664,693 share, par value 1 THB

The issuance and offering of new ordinary shares to existing shareholders and the issuance of share support of warrant to purchase ordinary shares of the Company (NUSA-W3) of the Company is still uncertain until it is approved by the Extraordinary General Meeting of Shareholders No. 1/2017

2. Objectives of the capital increase and use of funds in capital increase

Amount received in this time will come from Rights offering for 347,356,706 THB and share support of NUSA -W3 for 694,713,412 THB. The company will take it for operating working capital the current and wellness business in Hong Kong. China and other countries and investment domestic & international for the future time

Period Time	Detail	Amount (THB)
Within 2017-2020	Operating working capital	500,000,000.00
	Investment domestic & international	542,070,118.00
	Total	1,042,070,118.00

3. Impact of the existing shareholder from issuant the ordinary capital and offering the share support of warrant

3.1 Control Dilution

Case 1: Existing shareholders of the Company in proportion to their respective shareholdings exercise the whole amount of the issuance and offering of shares and share support of warrant (NUSA-W3). The shareholders will not be affected.

Case 2: Existing shareholders of the Company in proportion to their respective shareholdings exercise the whole amount of the issuance and offering of shares. And non-existing shareholders exercise the share support of NUSA-W3 can be determined as follows:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number share supported of NUSA-W3}}{(\text{Number of Paid-up share +Share Number of issuant RO} + \text{Number share supported of NUSA-W3})} \\
 &= \frac{694,713,412}{(6,947,134,128 + 694,713,412 + 694,713,412)} \\
 &= 8.33\%
 \end{aligned}$$

Conclusion Impact the existing shareholder from issuant the ordinary capital and offering the share support of warrant on control dilute by 8.33 %

3.2 Price Dilution

$$\text{Price Dilution} = \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

Case 1) Existing shareholders of the Company in proportion to their respective shareholdings exercise the whole amount of the issuance and offering of shares and share support of warrant (NUSA-W3). The price will affected,

Market Price = Weight average market price of 7 days prior of the Board of Directors Meeting No.10/2017 on 06 November 2017 (during 25 October - 03 November 2017) (Par value of 1 THB per share)

$$\begin{aligned}
 \text{Market price after offering} &= \frac{(\text{Market Price} \times \text{Number of Paid-up share}) + (\text{Price of RO} \times \text{Share Number of RO}) + (\text{Price of NUSA-W3} \times \text{Number of NUSA-W3})}{(\text{Number of Paid-up share} + \text{Number RO} + \text{Number of NUSA-W3})} \\
 &= \frac{(0.51 \times 6,947,134,128) + (0.50 \times 694,713,412) + (1.00 \times 694,713,412)}{(6,947,134,128 + 694,713,412 + 694,713,412)} \\
 &= 0.5500 \text{ THB per share} \\
 &= 7.84\%
 \end{aligned}$$

Case 2) Existing shareholders of the Company in proportion to their respective shareholdings exercise the whole amount of the issuance and offering of shares. And non-existing shareholders exercise the share support of NUSA-W3,

Market Price = Weight average market price for 7 days prior to the Board of Directors Meeting No.10/ on 06 November 2017 (during 25 October - 03 November 2017) which is equal to 1THB (Par value of 1 THB per share)

$$\begin{aligned}
 \text{Market price after offering} &= \frac{(\text{Market Price} \times \text{Number of Paid-up share}) + (\text{Price of RO} \times \text{Share Number of RO})}{(\text{Number of Paid-up share} + \text{Share Number of RO})} \\
 &= \frac{(0.51 \times 6,947,134,128) + (0.50 \times 694,713,412)}{(6,947,134,128 + 694,713,412)}
 \end{aligned}$$

= 0.5091 THB per share

= -0.18%

3.3 Earnings Dilution (ESP)

ESP can't calculate because the company doesn't have operating profit.

4. Opinion of the Board Directors

The Board of Directors have an opinion on issuing the capital, purpose increase the capability operation which use as working capital. That will make the Company increase on funding enough for the Company operation.

Reason and necessary on the capital increase liquidity for the company to use as working capital. Currently of financial institution, credit approval is relatively difficult. It held that the capital increase is streamlined, fast in each occasion funding.


The feasibility of the plans to use the proceeds from sale of shares. The company will be used as working capital in the business.


The reasonableness of a capital increase for the company. There is additional funding for the venture, The availability of funding to support the expansion plans of the company, future bring the benefits and earnings for the company as well as adding value to the shareholders of the company.

The impact is expected to occur on the business of the company. The financial position and result of operations of the company, due to capital increase and the implementation of plans to use the money. Is expected to have no effect to business of the company. Due to the sale of new shares to the existing shareholders. The Company will exercise the right to subscribe for 10 existing shares to 1 new share which the shareholders will receive according to their rights.

In the event that the company's directors. Do not act with integrity and careful safeguard the interest of the company, matter relating to recapitalization, if no such duties, causing damage to the company, shareholders can sue to claim damage from the directors of the company, accordance with Section 85 of the Public Company Act BE 2535 and if the directors neglect of duty make person related parties to benefits wrongfully, shareholders can sue restore the advantage of the directors of represent the company, accordance with Section 89/18 of the Public Companies Act BE 2012.

For your information


 Sign.....Authorize Director
 (Mr.Visanu Thepcharoen)
 Chairman


 Sign.....Authorize Director
 (Mr.Sompijitr Chaichanajaruk)
 Director

Preliminary information of the Warrant to purchase share support No. 3 (NUSA-W3)

Name	Nusasiri Public Company Limited
Name of Warrant	Warrants of Nusasiri Public Company Limited No. 3 (NUSA-W3)
Type of Securities	Specified warrant holders and transferable
Number of warrants issued	Not exceeding 694,713,412 Unit
Number of ordinary shares reserved to accommodate the exercise of the share support NUSA-W3	Not exceeding 694,713,412 shares (at the par value of 1 Baht per share), equivalent to not exceeding 10 percent of the total paid-up shares (proportion after offering of new ordinary shares to existing shareholder)
Allocation method	Allocate and offering to existing shareholders who purchase Newly-Issued Ordinary Shares by proportion of 1 ordinary share : 1 warrant however who using Warrant don't have to be the company shareholder (In that time)
Offering price per unit	Baht 0 per unit (zero baht)
Term of the Warrants	2 years from the issue date of the Warrant, whereas, after the issuance of the Warrant, the Company shall not extend the term of the Warrant.
Issuance date	The date that shall be determined by the Executive Committee and/or Chief Executive Officer and/or a person delegated by the Executive Committee to be authorized to determine the issuance date but within 1 years after approve from shareholders' meeting and offering warrant when allocate increase ordinary shares.
Exercise Ratio	1 warrant : 1 newly ordinary share
Exercise Price	1.00 per share (Except Price will change by condition of Adjustment of rights)
Exercise period	The warrant holders shall be entitled to exercise their rights on the last business day of May and November every year during 9.00 AM – 3.30 PM throughout the term of the share support NUSA-W3. The last exercise date will be in two years after the issuance date. In the event that any exercise date does not fall on a business day of the Company, the exercise date will be the business day preceding such date.
Period for giving a notice of intention to exercise share support of NUSA- W3	The warrant holders of share support of NUSA-W3 who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intention within the period of five business days prior to each exercise date and they shall notify their intention to exercise share support NUSA-W3 not exceeding 15 days before exercise date.
Period of offering	Within 1 year from the first day which shareholder meeting approve.
Warrant registrar	Thailand Securities Depository Company Limited for Depositors
Secondary Market of Warrant	Nusasiri Public Company Limited will listed Warrant on the Stock Exchange of Thailand
Secondary Market of exercise ordinary share	Nusasiri Public Company Limited will listed ordinary share supported the warrant on the Stock Exchange of Thailand
Other rights and benefit	The ordinary shares issued from this exercise of NUSA -W3 will have the same rights and conditions as those which have been issued by the Company, in all respects
Effects on the shareholders	Effect to the Existing Shareholders from the Issuance of Right Offering Shares and Warrants (NUSA-W3)

1. Control Dilution

Case 1: Existing shareholders of the Company in proportion to their respective shareholdings exercise the whole amount of the issuance and offering of shares and warrants (NUSA-W3). The shareholders will not be affected.

Case 2: Existing shareholders of the Company in proportion to their respective shareholdings exercise the whole amount of the issuance and offering of shares. And non-existing shareholders exercise the share support of NUSA-W3 can be determined as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{(\text{Number share supported of NUSA-W3})}{(\text{Number of Paid-up share} + \text{Share Number of issuant RO} + \text{Number share supported of NUSA-W3})} \\ &= \frac{694,713,412}{(6,947,134,128 + 694,713,412 + 694,713,412)} \\ &= 8.33\% \end{aligned}$$

Conclusion Impact the existing shareholder from issuant the ordinary capital and offering the warrant on control dilute by 8.33 %

2. Price Dilution

$$\text{Price Dilution} = \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

Case 1) Existing shareholders of the Company in proportion to their respective shareholdings exercise the whole amount of the issuance and offering of shares and warrants (NUSA-W3). The price will affected,

Market Price = Weight average market price of 7 days prior of the Board of Directors Meeting No.10/2017 on 06 November 2017 (during 25 October - 03 November 2017) (Par value of 1 THB per share)

$$\begin{aligned} \text{Market price after offering} &= \frac{(\text{Market Price} \times \text{Number of Paid-up share}) + (\text{Price of RO} \times \text{Share Number of RO}) + (\text{Price of NUSA-W3} \times \text{Number of NUSA-W3})}{(\text{Number of Paid-up share} + \text{Number RO} + \text{Number of NUSA-W3})} \\ &= \frac{(0.51 \times 6,947,134,128) + (0.50 \times 694,713,412) + (1.00 \times 694,713,412)}{(6,947,134,128 + 694,713,412 + 694,713,412)} \\ &= 0.5500 \text{ THB per share} \end{aligned}$$

	<p style="text-align: center;">= 7.84%</p> <p><u>Case 2)</u> Existing shareholders of the Company in proportion to their respective shareholdings exercise the whole amount of the issuance and offering of shares. And non-existing shareholders exercise the share support of NUSA-W3. The price will be affected,</p> <p>Market Price = Weight average market price for 7 days prior to the Board of Directors Meeting No.10/ on 06 November 2017 (during 25 October - 03 November 2017) which is equal to 1THB (Par value of 1 THB per share)</p> <p>Market price after offering = $\frac{(\text{Market Price} \times \text{Number of Paid-up share}) + (\text{Price of RO} \times \text{Share Number of RO})}{(\text{Number of Paid-up share} + \text{Share Number of RO})}$</p> <p style="text-align: center;">= $\frac{(0.51 \times 6,947,134,128) + (0.50 \times 694,713,412)}{(6,947,134,128 + 694,713,412)}$</p> <p style="text-align: center;">= 0.5091 THB per share</p> <p style="text-align: center;">= -0.18%</p> <p>3.3 Earnings Dilution (ESP) ESP can't calculate because the company doesn't have operating profit.</p>
Adjustment of Warrant Right	<p>The Company may adjust the exercise price and/or the exercise ratio upon the incurrence of one or more of the following events, with the objective to protect the benefits of the holders of the Warrant:</p> <ol style="list-style-type: none"> 1. When there are changes to the par value as a result of any reverse stock split or stock split 2. The company offers any newly issued ordinary shares for the offering price lower than 90% of the price calculated based on the market price at the time of the offering or the market price prior to the offering and the calculation method as specified in terms and conditions of warrants; 3. The company offers convertible bonds or newly issued warrants by fix the price or calculate the price of new shares for convertible bonds or such warrants lower than 90% of the price calculated based on the market price at the time of offering convertible bonds or warrants or market price before offering convertible debentures or such warrants and calculated as specified in term of rights; 4. When the Company fully or partially pays dividend by issuing new shares to the shareholders; 5. When the Company pays dividend in excess of the rate as specified in the terms and conditions 6. Any other events that are similar to the events noted in numbers 1 to 5 above

	<p>rendering that any benefits the Warrant holders are entitled to, upon the exercise of the Warrant, will be prejudiced.</p> <p>In this regards, the Board of Directors and/or Chief Executive Officer, and/or authorized directors of the Company according to the Company's Affidavit or any person entrusted by the Board of Directors or authorized directors of the Company according to the Company's Affidavit shall be authorized to determine other conditions and details</p>
In case of remaining warrants	The company will cancel for all remaining warrant
Other Conditions	<p>The Board and/or Chief Executive Officer and/or a person whom assigned by the Board of Directors are authorized to determine; Define conditions and other necessary details the issuance of warrants to allocate the warrants, Right offering, Signing a permission document, evidence needed and involves the issuance and offering of warrant, communication, apply for permission and requesting issuance and offering this warrant.</p> <p>For the purpose that the company will not extend term of warrants and no amendment price and ratio of exercise right unless an adjustment according to the conditions of right.</p>

Calculate number of ordinary share

Number of paid up ordinary share	6,947,134,128
Number of rights offering	<u>694,713,412</u>
Total of number of ordinary share after rights offering	<u>7,641,847,540</u>

Share Number of NUSA-W2	286,948,854
Rights adjustment Share Number of NUSA -W2	36,433,076
Share Number of NUSA -WA	500,000,000
Rights adjustment Share Number of NUSA -WA	63,446,717
Share Number of NUSA -WB	1,250,000,000
Share Number of NUSA -W3	694,713,412
Rights adjustment Share Number of NUSA - W2	2,219,319
Rights adjustment Share Number of NUSA -WA	3,866,838
Rights adjustment Share Number of NUSA -WB	8,578,536
Total of warrant	<u>2,846,206,752</u>

Calculate number of warrant

$$\begin{aligned} \text{Proportion of increase register capital by warrant} &= \frac{\text{Share Number of warrant}}{\text{Share Number total after right offering}} \\ &= \frac{2,846,206,752}{7,641,847,540} \\ &= 37.25\% \end{aligned}$$

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

1. Identification Documents required for Meeting Attendance.

1.1 For Individual Shareholders

(1) In case of attendance in person.

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

(2) In case of appointment of proxy.

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

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

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

1.2 For Juristic Shareholders

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

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

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

(2) In case of appointment of Proxy.

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

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

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

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

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

2. The Method of Giving Power of Attorney

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

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

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

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

(3) Please send the above Power of Attorney form back to the company before the April 26, 2017, 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 13.00 p.m. at at Maple Hotel, Tiara Room (3rd floor), No. 9 Srinakarin Road, Bangna Sub-district, Bangna District, Bangkok 10250 (see enclosed map). After all shareholders or proxy holders have completed their registration, the officer will give a set vote card for each person detailed as follows.

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

(2) A proxy holder:

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

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

4. Voting Process and Vote Counting Procedures

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

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

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

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

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

(1) Each shareholder has one vote.

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

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

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

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

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

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

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

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

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

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

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

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

33. The general company's annual meeting shall be held at least once a year. Such a meeting shall be called "**Annual 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 Extraordinary Shareholder Meeting No1/2017**

Name	Mr.Pradit Sawattananond	
Director Type	Independent Director/ Chairman of the Audit Committee	
Age	69 years old	
Nationality	Thai	
Address	No. 353/5 See Phraya Sub district, Bang Rak District, Bangkok 10500	
Education	<ul style="list-style-type: none"> - MBA, Management, Central State University, Oklahoma, U.S.A - Bachelor Degree, Faculty of Commerce, Chulalongkorn University 	
Training relating to role and Duties of Director	<ul style="list-style-type: none"> - Training Courses, DCP Class 3/2000 (IOD) - Training Courses, AUDIT COMMITTEE PROGRAM Class 3/2004 (IOD) - Training Courses, DAP 2004 (IOD) - Training Courses, AUDIT COMMITTEE PROGRAM Class 3/2004 (IOD) - Training Courses, Improving the Quality of Financial Reporting Class 4/2006 (IOD) - Training Courses, Monitoring the Quality of Financial Reporting Class 5/2007 (IOD) - Training Courses, Monitoring the Internal Audit Function Class 5/2008 (IOD) - Training Courses, Monitoring the System of internal Control and Risk Management Class 2/2008 (IOD) - Training Courses, Role of The Compensation Committee Class 6/2008 (IOD) - Training Courses, Advanced Audit Committee Program Class 13/2013(IOD) - Training Courses, How to Develop a Risk Management Plan (HRP) Class 4/2013 (IOD) - Training Courses, Corporate Governance for Capital Market Intermediaries Class 1/2014 (IOD) 	
Current Position	<ul style="list-style-type: none"> - Director, Nusasiri Public Company Limited - Chairman of the Audit Committee, Nusasiri Public Company Limited - Nominating and Remuneration Committee, Nusasiri Public Company Limited 	
Work Experience	<ul style="list-style-type: none"> - Commission scholars Finance, Finance, Banking, House of Representatives. - Director, Thailand Securities Depository Company Limited. - Consultant, Economic Development Commission House of representatives 	

- Position in other Public Company** - Independent Director and Chairman of Audit Committee, Asia Semkij Leasing Public Company Limited. (ASK)
- Independent Director and Audit Committee, KGI Securities (Thailand) Public Company Limited. (KGI)
 - Independent Director and Audit Committee, Thai Film Industries Public Company Limited. (TFI)

- Position in other company (Excluding Public Company)** - No other position.

Being Director/Executive in other - No positions in such business.

Other Companies which may have

Conflict of interest with the Company

Relationship with executives or major - No such relationship.

Shareholders of the Company or its


Subsidiaries

- Shareholding in the company** - Shareholders of the Company (NUSA) 700 share.

- Legal Dispute in past years** - No legal dispute.

- Meeting Attendance in 2017**
- Board of Director 11/11 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 Extraordinary Shareholder Meeting No1/2017**

Name	Mr. Manop Thanomkitti	
Director Type	Independent Director/Audit Committee	
Age	65 years old	
Nationality	Thai	
Address	No. 117/159 Tungsonghong Sub district, Laksi District, Bangkok 10210	
Education	<ul style="list-style-type: none"> - Master Degree, Master of Business Administration, Sukhothai Thammathirat Open University - Bachelor Degree, Bachelor of Engineering (Electric), Chulalongkorn University 	
Training relating to role and Duties of Director	<ul style="list-style-type: none"> - Training Courses, Nation Defence Joint State-Private Class 18, National Defence College - Training Courses, Advanced Senior Executive Program (ASEP) Class 3, Kellogg School of Management, Northwestern University USA. - Training Courses, Director Certification Program (DCP) Class 116 (IOD) - Training Courses, Economic development, Institute of Development Administration - Training Courses, Advanced Audit Committee Program Class 27/2560 (IOD) 	
Current Position	<ul style="list-style-type: none"> - Director, Nusasiri Public Company Limited - Audit Committee, Nusasiri Public Company Limited 	
Work Experience	<ul style="list-style-type: none"> - Deputy Governor (Office of the Governor), Provincial Electricity Authority - Deputy Governor for Distribute and Services Region 3, Provincial Electricity 	
Position in other Public Company	- No other position.	
Position in other company (Excluding Public Company)	- Independent Director and Chairman of the Audit Committee RSS 2016 Company Limited.	
Being Director/Executive in other Other Companies which may have Conflict of interest with the Company	- No positions in such business.	
Relationship with executives or major Shareholders of the Company or its Subsidiaries	- No such relationship.	
Shareholding in the company	- No shareholder of the Company.	
Legal Dispute in past years	- No legal dispute.	
Meeting Attendance in 2017	<ul style="list-style-type: none"> - Board of Director 10/11 times - Audit Committee 4/4 times 	

MAP



At Maple Hotel, Tiara Room (3rd floor)

Address: No. 9 Srinakarin Road. Bangna Sub-district,
Bangna District, Bangkok 10250