



N U S A S I R I

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NUSASIRI PUBLIC COMPANY LIMITED

Notice of the Extraordinary General Meeting of Shareholders

No. 1/2565

Friday, March 4, 2022 at 1:00 PM.

*Through electronic means in compliance with the
Emergency Decree on Electronic Meetings B.E. 2020*

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February 15, 2022

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2565

Attention: Shareholders of Nusasiri Public Company Limited

- Attachment**
1. Copy of Minutes of the 2021 Annual General Meeting of Shareholders
 2. Capital Increase Report Form (F53-4)
 3. Information Memorandum of Nusasiri Public Company Limited Re:
an Acquisition of Assets regarding the Acquisition of Shares in Wind Energy Holding Company Limited
 4. Information Memorandum on the Offering and Allocation of Newly Issued Shares of Nusasiri Public Company Limited to Private Placement
 5. Evidence required to show the right to tend the meeting registration process and voting at the Extraordinary General Meeting of Shareholders
 6. Documents requesting to attend the meeting via electronic media
 7. Articles of Association related to the shareholders' meeting
 8. Information of independent directors which the shareholders can appoint as their representative in the Extraordinary General Meeting of Shareholders No. 1/2565
 9. Proxy form A, B, D

With the Board of Directors of Nusasiri Public Company Limited (the “Company”) No. 1/2522 held on January 20, 2022, it was resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2022 on Friday, March 4, 2022 at 1:00 p.m., which is a meeting via electronic media 2020, which will be broadcast live at the Company's office at No. 2922/209, Charn Issara Tower 2, Floor 12A, New Petchburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok. To consider various matters according agenda as following;

Agenda 1 To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders

facts and reasons

The Company held on the 2021 Annual General Meeting of Shareholders on April 23, 2021 and prepared a minutes of the 2021 Annual General Meeting of Shareholders, submit to the Stock Exchange of Thailand. and the Ministry of Commerce within time specified by law, that within 14 days from a date of general meeting of

shareholders and published on the Company's website with details of a copy of that minutes of meeting as shown in Attachment 1.

Board's opinion

The Board of Directors considered and saw that minutes of the meeting had been properly recorded. Therefore, it should be proposed to the shareholders' meeting to consider and certify minutes of the 2011 Annual General Meeting of Shareholders.

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

Agenda 2 To consider and approve a reduction of registered capital of the Company in amount of 1,600,000,000 baht from registered capital of 12,051,353,263 baht to 10,451,353,263 baht by eliminating unsold ordinary shares 1,600,000,000 shares with a par value of 1.00 baht per share and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

facts and reasons

According to the Public Limited Companies Act B.E. 2535 (and as amended) stipulates that a company can increase its registered capital by issuing more new shares. Only when all shares have been sold and shares have been paid in full or in case that the shares have not yet been fully sold. The remaining shares must be shares issued to support convertible bonds or warrants to purchase shares because the company wishing to increase the registered capital of the Company to issue and allocate newly issued ordinary shares.

To offer for sale to Private Placement (PP) and to support adjustment of rights for (1) Warrants to purchase ordinary shares of the Company No. 4 (NUSA - W4) issued to existing shareholders of the company and (2) warrants to purchase the Company's ordinary shares Issued to Private Placement (PP) (NUSA-WC)

Therefore, the Company has to reduce a registered capital of the Company by 1,600,000,000 baht from registered capital of 12,051,353,263 baht to 10,451,353,263 baht by eliminating unsold ordinary shares 1,600,000,000 shares with a par value of 1.00 baht per share, which is a remaining ordinary shares after the allocation to private placement according to resolution of the 2021 Annual General Meeting of Shareholders.

In order to be consistent with a reduction of the Company's registered capital, the Company must amend Clause 4 of the Company's Memorandum of Association with details as following;

“Clause 4 Registered capital	10,451,353,263 baht	(fourteen hundred and fifty-one million three hundred fifty-three thousand two hundred sixty- three baht)
Divided into	10,451,353,263 shares	million three hundred fifty-three thousand two hundred sixty-three shares)
Par value of	1.00 baht per share	(one baht)
divided into		
Ordinary shares	10,451,353,263 shares	(fourteen hundred fifty-one million three hundred fifty-three thousand two hundred sixty-three shares)
Preferred shares	\- none -	(-)”

In addition, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the authorization of Board of Directors of the Company or Executive Committee or Chief Executive Officer or Director authorized to act on behalf of the Company or a person authorized by the Board of Directors of the Company or Executive Committee or Chief Executive Officer or authorized director on behalf of the company has the authority to take any action related to the registration of amendments to the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order. to complete the registration.

Board's opinion

The Board of Directors has considered deemed appropriate to propose to the shareholders' meeting Consider and approve as following;

- (1) Reduction of registered capital of the Company in the amount of 1,600,000,000 baht from the registered capital of 12,051,353,263 baht to 10,451,353,263 baht by eliminating 1,600,000,000 unsold ordinary shares with a par value of 1.00 baht per share, which are the remaining ordinary shares after the allocation to specific investors (Private Placement) according to the resolution of the meeting. and to consider and approve

the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

(2) The authorization of Board of Directors of the Company or Executive Committee or Chief Executive Officer or Director authorized to act on behalf of the Company or a person authorized by the Board of Directors of the Company or Executive Committee or Chief Executive Officer or authorized director on behalf of the company Has the authority to take any action related to the registration of amendments to the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order. to complete the registration.

Voting: This agenda must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote.

Agenda 3 To consider and approve the increase of the Company's registered capital in the amount of 4,265,132,134 baht from the original registered capital of 10,451,353,263 baht to the registered capital of 14,716,485,397 baht by issuing 4,265,132,134 new ordinary shares with a par value of 1.00 baht per share to be allocated to people in (Private Placement) and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital increase.

facts and reasons

The Company intends to increase the registered capital of the Company in the amount of 4,265,132,134 baht from the original registered capital. (After the reduction of registered capital according to Agenda 2 above) in the amount of 10,451,353,263 baht, a new registered capital of 14,716,485,397 baht by issuing 4,265,132,134 new ordinary shares with a par value of 1.00 baht per share to support as following:

1. Allotment of newly issued shares to specific investors (Private Placement) amounting to 3,939,750,000 shares
2. Adjustment of the warrants to purchase ordinary shares of the Company No. 4 (NUSA – W4) issued to the existing shareholders of the Company. according to the shareholding proportion of 257,883,047 shares and
3. Adjustment of the rights of warrants to purchase the Company's ordinary shares issued to private placement (NUSA-WC) in the amount of 67,499,087 shares

In addition, the Board of Directors meeting It was resolved to propose to the shareholders' meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital. The details are as follows.

“Clause 4 Registered capital	14,716,485,397 baht	fourteen thousand seven hundred sixteen million four hundred eighty-five thousand three hundred ninety-seven baht
divided into	14,716,485,397 shares	(fourteen thousand seven hundred sixteen million four hundred eighty-five thousand three hundred ninety-seven shares)
Par value of	1.00 baht per share	(one baht)
divided into		
Ordinary shares	14,716,485,397 shares	(fourteen thousand seven hundred sixteen million four hundred eighty-five thousand three hundred ninety-seven shares)
Preferred shares	- None -	(-)”

In addition, the Board of Directors meeting approved to propose to the shareholders' meeting to consider and approve the authorization of Board of Directors of the Company or Executive Committee or Chief Executive Officer or Director authorized to act on behalf of the Company or a person authorized by the Board of Directors of the Company or Executive Committee or Chief Executive Officer or authorized director on behalf of the company Has the authority to take any action related to the registration of amendments to the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order to complete a registration.

In addition, details of the Company's registered capital increase Appears according to the capital increase report form (F53-4) (*Attachment 2*)

Board's opinion

The Board of Directors has considered deemed appropriate to propose to the shareholders' meeting Consider and approve the following matters

(1) Increasing the registered capital of the Company in the amount of 4,265,132,134 baht from the original registered capital of 10,451,353,263 baht to the registered capital of 14,716,485,397 baht by issuing 4,265,132,134 new ordinary shares with a par value of 1.00 baht per share to be allocated to specific investors. (Private Placement) and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital increase.

(2) The authorization of Board of Directors of the Company or Executive Committee or Chief Executive Officer or Director authorized to act on behalf of the Company or a person authorized by the Board of Directors of the Company or Executive Committee or Chief Executive Officer or authorized director on behalf of the company Has the authority to take any action related to the registration of amendments to the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order. to complete the registration

Voting: This agenda must be passed by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 4 To consider and approve the issuance and allocation of newly issued ordinary shares not exceeding 4,265,132,134 shares with a par value of 1.00 baht per share for offering to private placement (Private Placement) and to support the adjustment of rights for (1) warrants to purchase the Company's ordinary shares, generation 4 (NUSA - W4) issued to the existing shareholders of the Company. and (2) warrants to purchase the Company's ordinary shares Issued to Private Placement (NUSA-WC)

facts and reasons

due to the fact that the company wishes to increase the Company's registered capital in the amount of 4,265,132,134 baht from the original registered capital of 10,451,353,263 baht to a new registered capital of 14,716,485,397 baht by issuing 4,265,132,134 new ordinary shares with a par value of 1.00 baht per share, as detailed in Agenda 3 above

In this regard, the Board of Directors meeting Therefore, it was resolved to propose to the shareholders' meeting to consider and approve the issuance and allocation of newly issued ordinary shares in the amount not exceeding 4,265,132,134 shares with a par value of 1.00 baht per share to support as following:

1. Allocation of newly issued ordinary shares to specific investors (Private Placement), i.e. minor shareholders of Wind Energy Holding Company Limited ("WEH") ("who sell shares in WEH") 3,939,750,000 shares at the

offering price of 0.90 baht per share or total value. 3,545,775,000 baht by the allocation of newly-issued shares of the Company for the purpose of compensation for WEH's ordinary shares of not more than 8,755,000 shares that the Company bought from the sellers of WEH shares instead of cash. (“WEH Share Purchase Transaction”), whereby the seller of WEH shares will bring not more than 8,755,000 shares of WEH ordinary shares with a par value of 10 baht per share (fully paid) or 8.04% of the total number of issued and paid-up shares of WEH (calculated from the total number of issued and paid-up shares of the Company after entering into the transaction to purchase ordinary shares of WEH) to pay for the newly issued ordinary shares of the Company instead of paying by cash.

However, entering into the transaction to purchase ordinary shares of WEH is not considered a connected transaction of the Company. In accordance with the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure Information and Actions of Listed Companies on Connected Transactions, 2003 dated November 19, 2003 (and as amended) (collectively, the “Notification of Connected Transactions”).

Therefore, the company would like to disclose the name list and details about the shares of the seller of shares in WEH, who is a private placement who will be allocated the newly issued ordinary shares of the Company as compensation for the purchase of WEH's ordinary shares from the seller of the shares in WEH with the following details:

No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (share)	Proportion of WEH shares sold (1) (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH (2) (percent)
1.	THANA POWER HOLDING CO., LTD	3,729,989	42.60	1,678,495,050	14.88
2.	Mr. Kamthorn Kittisranon	1,014,020	11.58	456,309,000	4.05
3.	DD MART HOLDING CO., LTD	1,010,910	11.55	454,909,500	4.03
4.	Mrs. Ampai Hankraiwilai	350,000	4.00	157,500,000	1.40
5.	Ms. Khongkwan Fujitnirand	154,783	1.77	69,652,350	0.62
6.	Mr. Baworn Rungruengnaowarat	154,751	1.77	69,637,950	0.62
7.	Mr. Phuwasit Chetudomlarp	119,500	1.36	53,775,000	0.48

No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (share)	Proportion of WEH shares sold (1) (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH (2) (percent)
8.	Mrs. Thanisorn Thamlikitkul	110,000	1.26	49,500,000	0.44
9.	Mr. Narong Jennarongsak	110,000	1.26	49,500,000	0.44
10.	Mr. Suksan Tosong	110,000	1.26	49,500,000	0.44
11.	Mr. Phichit Pichaiakamol	70,813	0.81	31,865,850	0.28
12.	Miss Khunying Inon	54,510	0.62	24,529,500	0.22
13.	Mr. Janewit Sombatcharoenwong	52,600	0.60	23,670,000	0.21
14.	Mr. Somsak Kitipraphorn	40,000	0.46	18,000,000	0.16
15.	Mr. Pichai Aramcharoen	35,100	0.40	15,795,000	0.14
16.	Ms. Pranisa Atchariyasriphong	25,000	0.29	11,250,000	0.10
17.	Miss Nongluck Sinsartaka	18,000	0.21	8,100,000	0.07
18.	Mr. Pannarut Wachirasithasak	12,000	0.14	5,400,000	0.05
19.	Ms. Jidapha Praditvanich	10,800	0.12	4,860,000	0.04
20.	Mr. Phawadon Suksamran	5,000	0.06	2,250,000	0.02
21.	Mr. Ruangwet Sae-eng	4,000	0.05	1,800,000	0.02
22.	Miss Narumon Suksakulchai	2,000	0.02	900,000	0.01
23.	Mr. Worakarn Chuweera	2,000	0.02	900,000	0.01
Total		7,195,776	82.19	82.19	28.71

This is because the company Accumulated losses appear in the separate financial statements for the accounting period ending December 31, 2020 (audited version) and the latest separate financial statements for the accounting period ending September 30, 2021 (reviewed version). The Company is therefore able to determine the offering price of the Company's newly issued ordinary shares. to offer to the seller of shares in WEH at this time at a price lower than the par value of the Company, whereby the Company must comply

with Section 52 of the Public Limited Companies Act B.E. amended) and was approved by the shareholders' meeting.

The issuance and allocation of newly-issued ordinary shares in return for the purchase of WEH's ordinary shares to the sellers of shares in WEH is a private placement offering. Company shares will have a resolution to clearly determine the offering price at the offering price of 0.90 baht per share or total value 3,545,775,000 baht, which is the offering price that is lower than 90% of the market price of the Company's ordinary shares. According to the rules of Notification TorJor. 72/2558, the "market price" is calculated from the weighted average price of the Company's ordinary shares in the stock market not less than 15 consecutive business days before the date that the Board of Directors' meeting has resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2022 for approval for the Company. The offering of newly issued ordinary shares to sellers of shares in WEH which the company takes at least 15 working days is between December 28, 2021 to January 19, 2022, which is equal to 1.41 baht (information from SETSMART at www.setsmart.com).

Allotment of newly issued shares as detailed above in any case must not cause any seller of shares in WEH to hold the Company's shares in a manner that increases to or crosses the point where a tender offer is required as stipulated in the Notification of the Capital Market Supervisory Board No. TorJor. and procedures for the acquisition of securities for business takeover dated May 13, 2011 (and as amended) or in a manner that violates foreign shareholding restrictions as specified in the Company's Articles of Association, which according to the Company's regulations requiring foreigners to hold shares in the company not more than 49 percent of the total number of shares sold of the Company.

In addition, the issuance of such newly issued ordinary shares must be approved by the shareholders' meeting of the Company and must also be approved by the Office of the SEC as prescribed in the Notification Tor Chor 72/2558 prior to the offering and allocation of the Company's newly issued ordinary shares.

In addition, if the offering price of newly issued ordinary shares to sellers of shares in WEH is lower than 90 percent of the market price of the Company's shares prior to the first day of issuance of newly-issued ordinary shares, the Company has a duty to prohibit the seller of shares in WEH from selling all such newly-issued ordinary shares within one year from the date of the Company's newly-issued ordinary shares. Start trading in the Stock Exchange of Thailand (Silent Period) after the date on which the Company's newly issued ordinary shares started trading on the stock exchange. After a period of 6 months, the seller of shares in WEH will be able to gradually sell the prohibited shares in the amount of 25% of the total shares that are prohibited from selling, in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re:

Criteria, conditions and procedures for considering an application for the acceptance of ordinary shares or preferred shares in respect of capital increase as listed securities 2015, dated 11 May 2015 (and as amended)

The Company expects that the entire trading process will be able to be completed by June 2022 (subject to the completion of the conditions precedent under the share purchase agreement) and after the shareholders' meeting resolves to approve the allocation of the newly issued ordinary shares to for a limited number of people including approval of any necessary matters (and/or in connection with doing so)

In addition, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the delegation of authority to the Board of Directors or the Executive Committee or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee. or Chief Executive Officer Has the authority to take any action in relation to the issuance, offering, allotment and subscription of such newly issued ordinary shares. This includes:

- (1) Determination, amendment and addition of details relating to the issuance, offering, allocation and subscription of newly issued ordinary shares; IPO date and method of payment of newly issued ordinary shares (which may consider determining the allocation and subscription periods one time or several times) as well as carrying out various actions in connection with the issuance, offering, allocation and subscription of such newly issued ordinary shares and supervision of information delivery and disclosure of relevant details to the Stock Exchange of Thailand
- (2) Signing, amending, amending, contacting, or notifying reports of various items in various permission documents and evidences necessary and relevant to the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares. which includes contact and applying for permission such documents and evidence to the Ministry of Commerce Securities and Exchange Commission Stock Exchange of Thailand Government agencies or other relevant agencies and the introduction of the Company's newly issued ordinary shares Listed on the Stock Exchange of Thailand and has the power to take any other actions which are necessary and appropriate for the issuance, offering and allocation of newly issued ordinary shares to specific persons of the Company. Accomplished

According to the announcement TorJor. 7 2 / 2 5 5 8 , the Company The offering of shares must be completed within the period approved by the shareholders' meeting. but not later than 3 months from the date that the shareholders' meeting resolves to approve the offer for sale of newly issued shares or the Company must complete the offering of shares within 12 months from the date the shareholders' meeting has approved offer for sale of shares In the event that the shareholders have clearly

resolved that after the expiration of the said three-month period The Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

However, the issuance and offering of newly issued ordinary shares to the sellers of WEH shares at this time, the offering price is lower than 90 percent of the market price of the Company's ordinary shares. As mentioned above Therefore, it is considered a reason for the adjustment of the rights stipulated in the terms and conditions of rights and obligations of the issuer and the warrant holders to purchase ordinary shares for (1) warrants to purchase ordinary shares of the Company No. 4 (NUSA – W4) issued to the existing shareholders of the Company and (2) warrants to purchase the Company's ordinary shares issued to private placement (NUSA-WC), therefore, the company has a duty to increase the registered capital in the amount of 325,382,134 baht to allocate such capital increase shares in the amount of 325,382,134 shares with a par value of 1.00 baht per share to support the adjustment of warrant rights show the Company's rights as above, details of such rights adjustments appear in Clause 2 and Clause 3 below.

2. Adjustment of the warrants to purchase ordinary shares of the Company No. 4 (NUSA – W4) issued to the existing shareholders of the Company. according to shareholding proportion of 257,883,047 shares
3. Adjustment of the rights of warrants to purchase the Company's ordinary shares issued to private placement (NUSA-WC) in the amount of 67,499,087 shares

The details of the allocation of the newly issued ordinary shares of the Company Appears according to the capital increase report form (F53-4) (*Attachment 2*) and Information Memorandum on the Offering and Allocation of Newly Issued Shares of Nusasiri Public Company Limited to Private Placement (PP) (*Attachment 4*)

Board's opinion

The Board of Directors has considered deemed appropriate to propose to the shareholders' meeting to consider and approve the following matters:

- (1) Issuance and allocation of newly issued ordinary shares not exceeding 4,265,132,134 shares with a par value of 1.00 baht per share for offering to private placement (Private Placement) and to support the adjustment of rights for (1) warrants to purchase the Company's ordinary shares, generation 4 (NUSA - W4) issued to the existing shareholders of the Company. and (2) warrants to purchase the Company's ordinary shares issued to a private placement (NUSA-WC), with details shown above.

(2) Delegation of powers to the Board of Directors or the Executive Committee or the Chief Executive Officer or the person assigned by the Board of Directors or the Executive Committee or Chief Executive Officer Has the authority to take any action in relation to the issuance, offering, allotment and subscription of such newly issued ordinary shares. The details are shown above.

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

Agenda 5 To consider and appoint 2 additional directors

facts and reasons

To strengthen the operation of the company It is strong and continues to grow. that sustainability Under the operation in accordance with the principles of good corporate governance (CG Code) and in accordance with the rules prescribed by the Stock Exchange of Thailand due to properties skills and work experience The Board of Directors therefore invited Mr. Manop Thanomkitti and Mr. Pairoch Sirirat to join as independent directors.

Board's opinion

The Board of Directors has considered deemed appropriate to propose to the Extraordinary General Meeting of Shareholders Consider appointing Mr. Manop Thanomkitti and Mr. Pairoch Sirirat as independent directors.

Agenda 6 Consider other matters (if any)

Therefore, the shareholders are invited to attend the Extraordinary General Meeting of Shareholders No. 1/2022 via electronic media (E-EGM) on date and time mentioned above.

In this regard, the Company asks all shareholders for cooperation to study clarifications regarding an evidence required to show the right to attend the meeting. registration process and voting in the Extraordinary General Meeting of Shareholders as shown in Attachment 5. The Company will conduct the meeting in accordance with the Company's Articles of Association. related to the shareholders' meeting as detailed in Attachment 7.

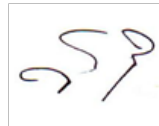
In addition, for the convenience of shareholders who are unable to attend the meeting in person and wish to authorize other persons to attend and vote at this meeting Please complete and sign the attached proxy form as per attachment 9. In case the shareholder is a foreign investor and appoints a custodian in Thailand to be a share depository and keeper. Only Proxy Form C will be used for shareholders who are not foreign investors and have

appointed a custodian in Thailand to be a share depository and keeper. Only one of Proxy Form A or Form B can be used.

However, if any shareholder is unable to attend the meeting in person Please appoint a proxy to attend the meeting. and vote on your behalf which the shareholders can choose to appoint the independent directors of the Company The names and details are shown in Attachment 8.

In this regard, the Company requests cooperation for shareholders to submit the proxy form together with supporting documents of shareholders and proxies in accordance with the rules prescribed by the Company to the Company. By submitting the original document to Nusasiri Public Company Limited, No. 2922/209, Charn Issara Tower 2, 13th Floor (12A), New Petchburi Road, Bangkapi Sub-District, Huai Khwang District, Bangkok 10310, telephone number 0 2030 1399 ext.117 within the date March 2, 2022, when the company receives the proxy form from you, the company will pay the stamp duty in electronic format according to a relevant rules of the Revenue Department

Sincerely yours,



(Mr. Visanu Thepcharoen)

Chairman

Minutes of the 2021 Annual General Meeting of Shareholders
Nusasiri Public Company Limited
23rd April 2021
at Suan Luang 4 Meeting Room, 1st Floor, Novotel Bangna Hotel,
No. 333 Nong Bon, Prawet, Bangkok 10250

Attendance Directors

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

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

Directors who do not attend the meeting

-None-

Executives Attending the meeting

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

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

Legal advisors present at the meeting

-None-

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

The meeting started at 10:01 a.m.

Mr. Sompjit Chaichanajarak Director and Company Secretary stating to meeting that, there are 37 Shareholders, 13 by themselves, 24 with proxies representing a total number of shares. 4,692,089,580 shares, representing 61.4061 percent of total issued shares of the Company. Grand total 7,641,082,611 shares constituted a quorum in accordance with Article 35 of the Company's Articles of Association and Article 38 of the Company's Articles of Association to be the Chairman of meeting, would like to invite Mr. Visanu Thepcharoen, the Chairman of the Board of Directors opening of the Meeting and Conducting the 2021 Annual General Meeting of Shareholders.

The Chairman welcomed the shareholders to the 2021 Annual General Meeting of Shareholders and introduced the Company's directors, executives and auditors. Who attended this shareholders' meeting to the Meeting

The Chairman informed the shareholders' meeting about the voting procedures for each agenda item.

1. Voting shall count 1 share to 1 vote and if any shareholder has any special interest in any matter, that shareholder has no right to vote.

2. Voting for each agenda. The Chairman of meeting will ask if there is any shareholder wishing to vote against or abstain in each agenda. In the event that shareholders wish to vote against or abstain, raise your hand for the officer to walk to receive your ballot.

3. The counting of votes will count only the votes that do not agree with or abstention or invalid cards and deducted from the total number of votes attending the meeting The rest will be considered as the votes for approval in that agenda.

4. Inform of results of vote counting of the Chairman will inform in meeting of all agendas before end of meeting.

5. Before leaving, the meeting room please hand over the signed ballot. To the staff

6. Commenting if any shareholder wishes to inquire or express an opinion Please show opinions that are relevant only to the agenda being consider and please raise your hand. To give the president permission and asks the shareholders to specify their names Along with informing that he came in person or get a proxy in order to record the minutes of the meeting accurately and completely, if the shareholders wish to suggest other opinions that are not on the agenda. Able to express your opinion in the agenda of other matters.

The Chairman proceeded the meeting according to the agenda as follows;

Agenda 1: To consider and approve the minutes of the 2020 Annual General Meeting of Shareholders held on June 2, 2020

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

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

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

The Chairman opened the opportunity for shareholders to comment.

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

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

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

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

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

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

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

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

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

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

The Chairman opened the opportunity for shareholders to comment.

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

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

Agenda 3: To consider and approve the financial statements for the year 2020 for the accounting period ending on December 31, 2020 which has been audited by a certified auditor.

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

Mr. Sompijit Chaichanajarak was inform to the meeting. That due to a second agenda as reported on the Company's operating results, in order to comply with the Public Limited Companies Act B.E. 2535, Section 8, which stipulates that the Company Must prepare a statement of financial position and profit and loss account at the end of the fiscal year of the company. The Company prepared the financial statements for the year ended December 31, 2020 as shown in the 2020 Annual Report and summarized. Financial information Which has been considered by the Audit Committee And examined by a certified public accountant (The 2020 Annual Report and a summary of additional financial information appear in Attachment 2) Therefore, we would like to summarize the important information to the shareholders' meeting as following:

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

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

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

The Board of Directors agreed that the shareholders' meeting should consider approving the Company's financial statements. For the fiscal year, ended December 31, 2020. Which has been review by the Audit Committee and audited by the Certified Public Accountant.

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

The Chairman opened the opportunity for shareholders to comment.

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

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

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

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

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

Mr. Sompjijt Chaichanajarak informed the meeting that according to the Company's policy on the dividend payment, the rate of payment is not less than 40% of the net profit and the statutory legal reserves. Nevertheless, the said payment which may be changed is subject to an operation plan, investment, market

liquidity and necessities of the Company in the future by giving a full authorization to the Board of Directors in careful consideration matters for the highest benefits to shareholders.

The operating results of the company for the fiscal year ending December 31, 2020, which has been considered by the Audit Committee and has been audited by a certified public accountant. The company has accumulated losses of 2,742.37 million baht or 125.27 percent of the total revenue. According to Section 115 of the Public Limited Companies Act BE 2535 (1992) regarding the payment of dividends from other types of money other than profits in the event that the company still have accumulated losses, no dividend shall be paid. Therefore need to refrain from paying dividends and abstain from allocating profits for legal reserves for the operating results of the year 2020 because the company has loss of performance.

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

The Chairman opened the opportunity for shareholders to comment.

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

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

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

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

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

Mr. Somkid Sari, Vice Chairman of the Board acting as Chairman of the Board, ran the meeting and clarified the fact of this agenda that pursuant to Chapter 6 of the Public Limited Company Act B.E. 2535 (1992) and Article 18 of the Company’s Articles of Association defined that;

“at every annual general meeting, one-third of the directors shall vacate in proportion, if the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate the office. The director retiring from the position in the first two years after Company’s registration shall be made by lot. In subsequent years, the director having held office longest shall vacate the office, but a vacating director is eligible for re-election”.

In this year, there will be three directors retiring by rotation as follows;

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

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

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

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

In order to follow the Good Corporate Governance Policy and show how to treat all shareholders fairly and equally, the Company has provided the opportunity for all shareholders to nominate the qualified candidates for directorship from February 15 until February 25, 2021. *It appeared that there was no candidate nominated to serve as directors of the Company.*

This the Board of Directors considered and agreed that the 3 of them who were retired by rotation and nominated to be directors. Through the screening process and carefully considered by the Board of Directors. Have qualifications that are suitable for the company's business operations and is a suitable person Knowledgeable and work experience that is beneficial to the company. And in accordance with the relevant rules. Having enough time to perform duties as a director and fully qualified. According to the Public Limited Companies Act. under the Public Limited Companies Act B.E. 2535 and announcement of the Capital Market Supervisory Board

Voting for this agenda requires a resolution to appoint individual directors and must pass a resolution with a majority vote of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The meeting passed a resolution approving an appointment of two directors to replace those who retired by rotation to return to serve as directors of the Company for another term, number of 3 persons, with a resolution to appoint directors individually. With voting details as follows;

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

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

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

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

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

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

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

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

Mr. Sompijit Chaichanajak informed the meeting that The Nomination and Remuneration Committee considered the directors' remuneration for the year 2021 with criteria for consideration which compared with listed companies in the same industry. According to the operating results Business size, responsibility and suitability for the current economic situation. Therefore, the directors' remuneration for the year 2021 is not exceeding 5.5 million baht, which is equivalent to the year 2020. Health check-up and medical expenses; maximum of 200,000 baht / person / year and when the company has profit, will give a special compensation. The maximum amount is 500,000 baht / person / year and propose to the shareholders' meeting for approval.

The remuneration of the Board of Directors that had been approved by the past 3 years is in 2018, the total amount of Baht 5.5 million (actual expenses Baht 3.71 million), in 2019, the total amount of Baht 5.5 million (actual expenses Baht 4.28 million), in 2020, the total amount of Baht 5.5 million (actual expenses Baht 5.07 million) the payment of remuneration to the Board of Directors. Including those sub-committees the details are as follows:

(1) Monthly remuneration Pay to the chairman of the board 30,000 baht per month / per person And paid to directors in the amount of 25,000 baht per month / per person

(2) Meeting allowance

- Board of Directors Paid to the Chairman of the Board of 25,000 baht per time / person and paid to directors 20,000 per time / per person.

- Audit Committee Paid to the Chairman of the Audit Committee in the amount of 25,000 baht per time / person and to the directors 20,000 per time / per person.

- Nomination and Remuneration Committee Pay to the Chairman of the Nomination and Remuneration Committee in the amount of 12,500 baht per time / person and to the directors 10,000 per time / per person.

(3) Special compensation when the company has the highest profit. Not more than 500,000 baht / person / year

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

(5) Special interest or any other benefit which No committee has any special interest or any other benefit which is different from other board members.

Besides, the Board of Directors was responsible for determining the conditions, details and rates of remuneration for directors and sub-committees as appropriate. Details of authority and responsibilities of the Board of Directors, the Audit Committee, and the Nomination and Remuneration Committee. (as shown on Attachment 2)

The Board agreed to take this agenda to shareholder's meeting into consideration of approval of the remuneration of directors for the year 2021 as monthly remuneration, meeting allowance in the amount not exceeding 5.5 million baht, which is equivalent to the year 2021. Health check-up and medical expenses; maximum of 200,000 baht / person / year and when the company has profit, will give a special compensation. The maximum amount is 500,000 baht / person / year and propose to the shareholders' meeting for approval.

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The resolution to approved the remuneration of directors for the year 2021 as monthly remuneration, meeting allowance in the amount not exceeding 5.5 million baht, which is equivalent to the year 2021. Health check-up and medical expenses; maximum of 200,000 baht / person / year and when the company has profit, will give a special compensation. The maximum amount is 500,000 baht / person / year by the votes as following;

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

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

Remuneration (Unit : Baht)	2020 (Baht)	2021 (Baht)
Nusasiri Public Company Limited	3,200,000.00	2,650,000.00
consolidated financial statements		
Other expenses	-	Charged according to the actual amount paid
The quarterly review of the interim financial Statements		
Nusasiri Public Company Limited	4,300,000.00	1,200,000.00
consolidated financial statements		
Other expenses	1,912,124.75	Charged according to the actual amount paid
Total	9,412,124.75	3,850,000.00

Remarks: - Audit fee (Only NUSA does not include audit fees of subsidiaries and associated companies.)

- Such audit fees do not include other expenses such as travel expenses, postage fees, fax fees, overtime fees which are withdrawn according to the actual amount paid.

This the Board of Directors agreed that the shareholders' meeting should consider approving the appointment of auditors from EY Office Limited ("EY") to help promote independence in auditing and provide the auditor's opinion. Also, create confidence for investors and shareholders of the company in making investment decisions is considered to comply with the criteria for the auditor rotation of the Securities and Exchange Commission (SEC). Also, to make the preparation of financial statements with international standards to support investment with foreigners in the future by appointing Ms. Vathu Kayankannawee, Certified Public Accountant No. 5423 and / or Ms. Supanee Triyanantakul, Certified Public Accountant No. 4498 and / or Mr. Preecha Arunnara, Certified Public Accountant No. 5800 auditing of the company for the year 2021, with the annual remuneration of 2021 not exceeding 3.85 million baht, excluding other expenses such as travel expenses, postage, fax, overtime charges, the amount actually paid.

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The meeting resolved to approve the appointment of an auditor from EY Office Company Limited by appointing Ms. Vathu Kayankannawee, Certified Public Accountant No. 5423 and / or Ms. Supanee Triyanantakul, Certified Public Accountant No. 4498 and / or Mr. Preecha Arunnara, Certified Public Accountant No. 5800 auditing of the company for the year 2021, with the annual remuneration of 2021 not exceeding 3.85 million baht, excluding other expenses such as travel expenses, postage, fax, overtime charges, the amount actually paid with the votes following;

Approved 4,838,700,710 votes, equivalent to 98.0583 of the votes attended and eligible to vote

Disapproved	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote
Abstained	95,811,200	votes, equivalent to	1.9417	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000	of the votes attended and eligible to vote

Agenda 8: To consider and acknowledge the cancellation of the allotment of the newly issued ordinary shares of the company in the amount of 2,000,000,000 shares, par value of 1 baht per share, total 2,000,000,000 baht.

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

Mr. Sompijit Chaichanajarak informed the meeting that for propose to the meeting acknowledge the allocate cancellation of the Company's existing capital increase ordinary shares. In accordance with a law of the company, The Company must complete the cancellation of the unpaid registered capital or remaining shares from issuance of warrants to purchase the Company's ordinary shares. In accordance with the resolution of the 2020 Annual General Meeting of Shareholders, held on 2 June 2020, approved an allocation to capital increase ordinary shares to the Private Placement (PP) in amount of 2,0000,000,000 shares, valued 0.50 baht / share and approval request for capital reduction in further.

This the Board of Directors agreed that the shareholders' meeting should acknowledge the cancellation of the allotment of 2,000,000,000 shares at the par value of 1 baht per share, totaling 2,000,000,000 baht.

Resolution: The meeting resolved to acknowledge the cancellation of the allocation of 2,000,000,000 new ordinary shares of the Company with a par value of 1 baht per share, totaling 2,000,000,000 baht

Agenda 9: To consider and approve the reduction of the Company's registered capital of 2,000,000,000 baht from the original registered capital of 9,641,082,611 baht to the remaining registered capital of 7,641,082,611 baht and approved amendments to the memorandum of association. Clause 4. of the company to be in line with a capital reduction of the Company's registered

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

Mr. Sompijit Chaichanajarak informed the meeting that Here follows Agenda 8 , the meeting has acknowledged the cancellation of the allotment of existing ordinary shares, must be consider and approve reduction of the company's registered capital. By eliminating the registered shares to support the allocation of 2,000,000,000 new ordinary shares to private placement (Private Placement), par value of 1 baht per share, totaling 2,000,000,000 baht.

Therefore, the capital must be reduced from the original registered capital of 9,641,082,611 baht, the capital reduction of 2,000,000,000 baht. The remaining registered capital of 7,641,082,611 baht. And consider approving the amendment to Clause 4 of the Company's Memorandum of Association in accordance with Section 18 (4) of the Public Limited Companies Act BE 2535 by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business

Development Ministry of Commerce have the power to amend and add words to comply with the Registrar's order within 14 days from the date that the shareholders' meeting approves the amendment of the Memorandum of Association Clause 4. of the Company in order to comply with Capital reduction as follows;

“Article 4. Registered capital 7,641,082,611 baht (seven thousand six hundred forty-one million eighty-two thousand six hundred eleven baht only)

Divided into 7,641,082,611 shares (seven thousand six hundred forty-one million eighty-two thousand six hundred eleven shares)

Value of 1 baht per share (one baht only)

Divided into

Ordinary shares 7,641,082,611 shares (seven thousand six hundred forty-one million eighty-two thousand six hundred eleven shares)

Preferred shares - shares (- shares)”

This the Board of Directors agreed that the shareholders' meeting should consider approving the reduction of the company's registered capital Legally Which is the reduction of unsubscribed registered capital or remaining shares from the issuance of warrants to purchase ordinary shares of the company to complete. That said capital reduction is appropriate does not affect the company or rights and benefits of shareholders. Therefore, should reduce the registered capital of the company of 2,000,000,000 baht from the original registered capital of 9,641,082,611 shares to 7,641,082,611 shares and approve amendment to the Article 4 of the memorandum of association of the company. To accordance with reduction of the registered capital of the company as to the said registered capital reduction.

Voting this agenda item must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.

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

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

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

Agenda 10: To consider and approve the issuance of warrants to purchase ordinary shares of the Company in amount of 2,410,270,652 units, divided into warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) in the amount not exceeding 1,910,270,652 units to the existing

shareholders of the Company According to the shareholding proportion And warrants to purchase ordinary shares of the Company (“NUSA-WC”) in the amount of not more than 500,000,000 units to the private placement (Private Placement) who purchase a capital increase ordinary shares capital increase ordinary shares of the Company.

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

Mr. Sompijit Chaichanajarak informed the meeting that The Company wishes to issue warrants to purchase the Company's ordinary shares in the amount of 2,410,270,652 units as follows:

(1) Issue warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) in amount not exceeding 1,910,270,652 units to existing shareholders of the Company. According to the shareholding proportion without charge in the ratio of 4 existing ordinary shares per 1 unit of warrant, not exceeding 1,910,270,652 units. In the event that there is a fraction of warrants remaining from the calculation of that warrants allocation ratio to cut off the whole number of aforementioned (*Preliminary details of issuance of warrants to purchase ordinary shares of Nusasiri Public Company Limited, Series - 4 (“NUSA-W4”) appear in Attachment 4.*)

(2) Issue warrants purchasing ordinary shares of the Company (“NUSA-WC”) in the amount not exceeding 500,000,000 units to private placement (PP) who purchase the Company's ordinary shares offering price determination according to shareholding proportion without charge at ratio of 4 ordinary shares per 1 unit of warrant. In the event that there is a fraction of warrants remaining from a calculation of that warrants allocation ratio to cut off the whole number of the aforementioned (*Preliminary details of the issuance of warrants to purchase ordinary shares of Nusasiri Public Company Limited (“NUSA-WC”) appear in Attachment 5.*)

This the Board of Directors agreed that the shareholders' meeting should consider approving the issuance of warrants to purchase ordinary shares of the Company in amount of 2,410,270,652 units, divided into warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) in the amount not exceeding 1,910,270,652 units to the existing shareholders of the Company According to the shareholding proportion And warrants to purchase ordinary shares of the Company (“NUSA-WC”) in the amount of not more than 500,000,000 units to the Private Placement who purchase a capital increase ordinary shares capital increase ordinary shares of the Company.

Voting this agenda item must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The resolution to approved issue warrants purchasing ordinary shares amount of 2,410,270,652 units of the Company, divided into warrants to purchase ordinary shares of the Company No. 4 (“NUSA-W4”) in amount not exceeding 1,910,270,652 units to the existing shareholders of the Company. Company According to the shareholding proportion and warrants to purchase ordinary shares of the Company (“NUSA-WC”) in amount

of not more than 500,000,000 units to the private placement (PP) who purchase the newly issued ordinary shares of the Company, by the votes as follows;

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

Agenda 11: To consider and approve a capital increase of the Company's registered in amount of 4,410,270,652 baht from registered capital after the capital reduction of 7,641,082,611 baht to new registered capital of 12,051,353,263 baht by issuing new ordinary shares in the amount of 4,410,270,652 shares at the par value of 1 baht per share, total 12,051,353,263 baht and approved amendment of the Company's Memorandum of Association, Clause 4 of the Company to be in line with the increase of the Company's registered capital.

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

Mr. Sompijit Chaichanajarak informed the meeting that Due to the company has necessary to use rotation capital in operation and with the economic conditions including the epidemic situation of coronavirus disease (COVID – 19) that spread widely in country and abroad, in currently, the company has encountered problems in conducting business to increase liquidity and business operations according to plan as much as possible. The company has to increase the registered capital of the company. To be rotation capital in operation. Which will improve the company's performance, help reduce interest burden of loan, Include helping with capital and debt restructuring of the company.

This capital increase It is a capital increase with the purpose of utilizing funds. With details of allocation as follows:

(1) To support the Allocation ordinary shares amount 2,000,000,000 shares at offering price of 0.50 baht to Private Placement with par value of 1 baht per share, totaling 2,000,000,000 baht.

(2) To support the Allocation of capital increase ordinary shares amount 1,910,270,652 shares with a par value of Baht 1.00 per share to accommodate the exercise of warrants to purchase the Company's ordinary shares Series - 4 (“NUSA-W4”), issued to existing shareholders of the Company. Before issuance and offering of capital increase issued ordinary shares to Private Placement according to Clause (1) (the amount not exceeding 7,641,082,611 shares) in the ratio of 4 existing ordinary shares per 1 unit of warrant at the exercise price of the warrant at 1.00 baht per share

(3) To support the Allocation of capital increase ordinary shares amount 500,000,000 shares with a par value of Baht 1.00 per share to accommodate the exercise of warrants to purchase the Company's ordinary shares (“NUSA-WC”), issued to Private Placement (PP). to purchase the Company's capital increase ordinary shares at a ratio of 4 existing ordinary shares per 1 unit of warrant at the exercise price of the warrant at Baht 1.00 per share

(Details of the Capital Increase Report (F53-4) appear in Attachment 6 and Information about the allocation of the newly issued ordinary shares to be offered to Private Placement (PP) and in conjunction with the offering of warrants to purchase the Company's ordinary shares to the existing shareholders Series - 4 ("NUSA-W4") and offering of warrants to purchase the Company's ordinary shares for Private Placement Purchasing a capital increase ordinary shares of the Company ("NUSA-WC") appears in Attachment 7)

This Agreed of the meeting of shareholders consider and approve an increase registered capital of the Company by 4,410,270,652 baht from the registered capital after the reduction amount of 7,641,082,611 baht to be a new registered capital amount 12,051,353,263 baht by issuing new ordinary shares 4,410,270,652 shares with a par value 1 baht per share totaling 4,410,270,652 baht and consider approving the amendment to Clause 4 of the Company's Memorandum of Association in accordance with Section 18 (4) of the Public Limited Companies Act BE 2535 by allowing the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the Registrar's order within 14 days from the date that the shareholders' meeting approves the amendment of the Memorandum of Association Clause 4. of the Company in order to comply with increase registered capital as follows:

“Article 4. Registered capital 12,051,353,263 baht (twelve thousand fifty-one million three hundred fifty-three thousand two hundred sixty-three baht only)
 Divided into 12,051,353,263 shares (twelve thousand fifty-one million three hundred fifty-three thousand two hundred sixty-three shares)
 Value of 1 baht per share (one baht only)
 Divided into
 Ordinary shares 12,051,353,263 shares (twelve thousand fifty-one million three hundred fifty-three thousand two hundred sixty-three shares)
 Preferred shares - shares (- shares)”

Voting this agenda item must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.

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

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

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

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

Agenda 12 : To consider and approve allocation new capital ordinary shares amount 4,410,270,652 shares with a par value of 1 baht per share to Private Placement (PP) and to support the exercise of the warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) and to reserve for exercise of the warrants to purchase ordinary shares of the Company (“NUSA-WC”)

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

Mr. Sompijit Chaichanajarak informed the meeting that the According to Agenda 11 the meeting resolved to approve an increase registered capital of the Company by 4,410,270,652 baht from the registered capital after the reduction amount 7,641,082,611 baht to be a new registered capital amount of 12,051,353,263 baht by issuing new capital ordinary shares 4,410,270,652 shares with a par value 1 baht per share totaling 12,051,353,263 baht

The Company intends to allocate the newly issued ordinary shares for the purpose of utilizing proceeds. With details of allocation as follows :

(1) Additional shares traded 2,000,000,000 Shares at par value of 1.00 baht per share, totaling 2,000,000,000 At the offering price of Baht 0.50 per share to a specific investor (Private Placement)

(1.1) GOBA Company Limited amount 1,000,000,000 shares

(1.2) Thanat Herb Commercial Company Limited 500,000,000 shares

(1.3) CBD Extra Company Limited 400,000,000 shares

(1.4) Mr. Oudom 100,000,000 shares

In which all 4 investors are not connected persons of the Company According to the announcement of the Stock Exchange of Thailand regarding disclosure of information and operations of registered companies in connected transactions and in accordance with announcement of the Capital Market Supervisory Board No. TorChor. 28/ 2551 regarding the request for permission and the permission to offer new shares (And as amended) All 4 investors will not take a position or send a person to take a position as a director and / or management of Nusasiri Public Company Limited, who may take a position or send a person to serve as a director and / or management of a subsidiary operate in wellness bussiness only because the offering of the newly issued ordinary shares of the Company to investors, which is considered as an allocation to the specific investors in this time Is the offering of newly issued shares of the Company to specific investors with the resolution of the shareholders' meeting clearly setting the offering price pursuant to the Notification of the Capital Market Supervisory Board No.TorChor.72/2558 regarding the approval for listed companies to propose Selling newly issued shares to the private placement, in addition to the company having to obtain approval from the shareholders' meeting to offer the newly issued ordinary shares of the company to investors at this time The company must receive approval to offer the newly issued ordinary shares of the company to the specific investors from the Office of the Securities and Exchange Commission in accordance with the announcement Tor Chor. 72/2558 before the offering.

In this regard, when considering the offering price of the newly issued ordinary shares of the company, which will be issued to investors at the offering price of 0.50 baht per share, this time compared to the market price of the company's shares calculated from the weighted average price of the shares of the trading company In the Stock Exchange of Thailand ("Stock Exchange") not less than 7 consecutive business days, but not more than 15 consecutive business days before the date the Board of Directors No. 2/2021, held on March 11, 2021, (Between February 17 - March 10, 2021) with a price of 0.393 per share. The Board has resolved to propose this agenda to The annual general meeting of shareholders for the year 2021 of the company to consider and approve the issuance of the newly issued ordinary shares to the specific investors. The call for payment of the said additional shares will be paid within 1 year after being approved by the Annual General Meeting of Shareholders for the year 2021. (In this regard, the Company will offer the capital increase ordinary shares to 4 investors that within 3 months prior, after expiration of 3 months, the Board of Directors and / or the person assigned by the Board of Directors consider determining person and a new offering price by being the original 4 private placement or new private placement) , which the offering price of capital in crease ordinary shares that or new investors. The offering price of the newly issued ordinary shares to specific investors is a discounted price. From the market price Therefore not considered as an offering of newly issued shares at a price lower than the market price as specified in the Notification No. ThorChor. 72/2558

After issue and allocation capital increase ordinary to allotment of the company to investors above. The Investors will holding shares amount of 2,000,000,000 shares Representing approximately 26.17 percent of issued shares and distributed of all, before the registration of increase the paid-up capital for private placement (Now the company has a total number of paid shares. 7,641,082,611 shares), or approximately 20.74 of issued shares and distributed of all, after the registration of increase the paid-up capital for private placement that above.

However, after the expiration of 3 months from the date of the shareholders' meeting approves the offering of newly issued shares and the Company is unable to complete the capital increase. Delegate powers to the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Have the power to consider Personalize Price and conditions for offering as approved by the shareholders or the market price during the offering period as specified in Clause 8 of the Notification No. Tor Jor. 72/2558 Re: Permission for Listed Companies to Offer for Sale of Newly Issued Shares Private Placement Which must be subject to the rules and regulations and related laws It may include, but is not limited to (1) the allocation of the newly issued ordinary shares on one occasion or occasionally. Offer period Allocation of newly issued ordinary shares Offering price determination (For the allocation of shares under 1), the date for determining the names of existing shareholders who are entitled to subscribe and receive the allocation of newly issued ordinary shares (Record Date), payment of shares, and other conditions and details. (2) Appointment of a financial advisor to negotiate. Make an agreement and sign documents and contracts Related to the allocation of the newly issued ordinary shares Including various actions In connection with the allocation of the said capital increase ordinary shares and Various waiver requests and necessary evidence relating to the allocation and offering of the newly issued ordinary shares Including handling and filing various applications Various waiver requests And necessary evidence that is relevant to the government or relevant agencies and bringing

the Company's newly issued ordinary shares Listed on the SET And has the power to take any other action necessary and appropriate with respect to the allocation of the newly issued shares.

(2) Allocating capital increase ordinary shares not exceed 1,910,270,652 shares with a par value of 1 baht per share to accommodate the exercise of Warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) that the Company will issue to existing shareholders Before issuance and offering of capital increase issued ordinary shares to Private Placement according to Clause 10.1 (the amount not exceeding 7,641,082,611 shares)

In this regard, empowers the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to act as follows: (1) define or modify details Other methods and conditions Related to the issuance and offering of warrants, as appropriate This includes, but is not limited to, terms and conditions of the Warrants. Issue Date of Warrant Determination of the date on which the shareholders are allocated the warrants Number of ordinary shares reserved for the exercise of warrants Period of exercise or the determination of events that the company Must issue new shares to accommodate the exercise of warrants, and (2) negotiate, agree, sign and amend contracts, sales reports, information disclosure Request for exemptions to perform duties, reports on various requests for permission and necessary evidence relating to the issuance and offering of warrants, Including contact Submitting documents To request for permission, including other relevant documents, proceedings, contacts and / or any other action with the Securities and Exchange Commission Stock market of Thailand Government agencies and / or agencies involved in the issuance and offering of warrants And listing the warrants in the Stock Exchange of Thailand Listing of newly issued ordinary shares from exercising conversion rights to be listed on the SET And to have the power to take any other actions necessary and is appropriate to perform as stated above.

(3) Allocation of not more than 500,000,000 newly issued ordinary shares with a par value of 1 baht per share to accommodate the exercise of the warrants to purchase the Company's ordinary shares (“NUSA-WC”) to be issued to Private Placement to purchase the Company's capital increase ordinary shares at a ratio of 4 existing ordinary shares per 1 unit of warrant at the exercise price of the warrant at Baht 1.00 per share and if investors pay for a capital increase ordinary shares after 30 days from a date that the SEC authorizes the Company, the Board of Directors and / or the person assigned by the Board of Directors to consider the allocation of warrants to purchase the Company's ordinary shares (“NUSA-WC”) to a specific investors who purchase the Company's capital increase ordinary shares as appropriate. The limited shareholders who have been allocated new shares will be allocated warrants. When paying for the newly-issued ordinary shares within 30 days from the date that the Securities and Exchange Commission (“SEC”) authorizes the offering of the newly-issued ordinary shares to Private Placement. According to the share payment ratio.

In this regard, in the case of the remaining warrants to purchase ordinary shares of the Company (“NUSA-WC”) from the allocation under the above paragraph. The offering price is determined in accordance with the announcement of the Capital Market Supervisory Board no. TorChor72/2558 Subject: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement. Authorize the empowers the Board of Directors and / or the person assigned by the Board of Directors or authorized directors. Has the power to act as follows: (1) define or modify details Other methods and conditions Related to the issuance and offering of

warrants, as appropriate This includes, but is not limited to, terms and conditions of the Warrants. Issue Date of Warrant Determination of the date on which the shareholders are allocated the warrants Number of ordinary shares reserved for the exercise of warrants Period of exercise or the determination of events that the company Must issue new shares to accommodate the exercise of warrants, and (2) negotiate, agree, sign and amend contracts, sales reports, information disclosure Request for exemptions to perform duties, reports on various requests for permission and necessary evidence relating to the issuance and offering of warrants Including contact Submitting documents to request for permission, including other relevant documents, proceedings, contacts and / or any other action with the Securities and Exchange Commission stock market of Thailand Government agencies and / or agencies involved in the issuance and offering of warrants And listing the warrants in the Stock Exchange of Thailand Listing of newly issued ordinary shares from exercising conversion rights to be listed on the SET And to have the power to take any other actions necessary And is appropriate to perform as stated above.

Consideration of the reasonableness of the allocation of the newly issued ordinary shares is summarized as follows:

- **Rationale and necessity for capital increase.** The Board of Directors is of the opinion that the Company has to proceed to increase the registered capital and allocate the newly issued ordinary shares to private placement (PP) who are not connected persons with the Company. Receiving the allocation of shares must be in accordance with the criteria for the allocation of newly issued ordinary shares to the specific investors. As defined in Title 2. Above

The allocation of the newly issued ordinary shares of the Company together with warrants to purchase the Company's ordinary shares at this time has the objective of raising funds. To strengthen the financial strength in the long term and find investors to support the company in expanding new business including adding liquidity Working capital and reduce the cost of debt burden with the current coronavirus outbreak (COVID-19), the company has liquidity and working capital problems. The Board therefore saw the need for this capital Increase. Due to the fundraising by offering the newly issued ordinary shares to private placement with direct capital potential, the Company will receive the required amount of funds and be able to raise funds in a short time and the warrants to buy the Company's ordinary shares to the existing shareholders in return to the shareholders in burden of the Company in a loss and did not pay dividends over the past several years.

- **Possibility of the capital increase plan derived from the share offering.** The Board of Directors is of the opinion that Issuance and offering of shares to Private Placement. Coupled with the warrants to purchase the Company's ordinary shares. In addition, the proceeds received from the said capital increase share offering will be completed within July 2021, whereby the Company will use the proceeds received from the capital increase in accordance with the proceeds plan.

- **Justification of the capital increase plans to use the proceeds from offering shares and the projects to be implemented. Including the adequacy of funding sources.** The Board of Directors is of the opinion that Issuance and offering of capital increase ordinary shares to specific investors Along with the issuance and offering of warrants to purchase the Company's ordinary shares. It is part of the Company's

capital restructuring. This will bring the capital to pay off the debt with the cost and used as working capital. Including the expansion of the health business related to innovation and modern technology. Which requires a relatively high amount of capital. Which if the company. There is a source of funds from capital increase received from this offering of capital increase shares will make the company. The Company has sufficient funds for the Company's future investment expansion plans. The company will be able to use the money for its intended purpose. Which makes the company have a lower debt burden. As a result, a debt to equity ratio has decreased, as well as increasing the liquidity and working capital of the company. Including the financial status of the company stronger This will result in benefits to the company. And long-term shareholders

- Eliminate the impact that may occur on the business operation of the Company as well as financial status and results of operations of the Company Due to the capital increase and implementation of the fund or project plans. The Board of Directors, there is an opinion that the money that the company Received from the capital increase will help strengthen the financial strength and capital structure of the company and help reduce the cost of debt burden. Including interest paid to the company. In the future, the capital increase principle is completed. As a result, a debt to equity ratio (D / E Ratio) decreased from 1.15 to 1 to 0.68: 1 (in case of exercising the warrants to purchase the Company's ordinary shares in full), thus helping Reduce a risk of the Company's financial structure.

- Appropriateness of the offering price to the specific investors Background of the offering price determination Rationale and necessity for offering the newly issued shares to the specific investors.

The Board of Directors the Board of Directors considered and opined that the offering price of the newly issued ordinary shares to the individual in conjunction with the issuance and offering of warrants to purchase the Company's ordinary shares. Is suitable and can be trusted Due to the offering price of shares per specific investors and the exercise price to purchase the Company's ordinary shares The price is determined according to the market conditions at the best price during the offering of shares to investors. According to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 regarding the permission of listed companies to offer new shares to specific investors. By determining the offering price of shares under the conditions determining the offering price at the best price according to market conditions during the offering period to investors, that is, the price is not lower than weighted average price of shares in the Stock Exchange for a past of 15 consecutive days prior to the Board of Directors Meeting No. 2/2564 held on March 11, 2021, which resolved to consider and approve the issuance and allocation of shares. The ordinary share capital increase of the Company to new private placement (PP) (between February 17 - March 10, 2021) equal to 0.393 baht per share. Considered a reasons and necessity of the capital increase. And the benefits that the company and shareholders will receive. Therefore, it is of the opinion that all 4 investors have personal qualifications that have been audited and verified as reliable individuals and entities. It has financial stability and the Company will benefit from supporting a business of such investors as well. And can set the target group of investors that the company wants, whether they are investors with capital potential. Have experience or expertise in the business that can empower the company and able to set the exact amount immediately following the business operation which will make the most of both operating results and operations for the company and shareholders as well.

This the Board of Directors Considered and verified information of all 4 investors, including project information. As the management has presented with careful, carefulness and considering a suitability in terms of financial potential, experience, therefore, it is of the opinion that such person is a potential investor. This will enhance liquidity and support the business of the company. Currently and in the future, for maximize the benefits of the company and shareholders there are reasons and guidelines for considering, selecting and examining the potential investors. By using, the criteria for considering the allocation of capital increase shares and focus on potential investors both financially or the experienced, have expertise in business that can promote the business potential of the company including support and build confidence in business of the company.

In the event that the Company's directors Failure to perform duties in accordance with the law, objectives and the Company's Articles of Association, as well as the resolutions of the shareholders' meeting, with honesty and carefulness to protect the interests of the Company. In matters relating to capital increase, by performing or omitting any act which fails to perform such duties and cause damage to the Company, the Company can claim compensation from that director. But if the company Not making such claims Shareholders holding not less than 5% of the total issued shares Will notify the company Actionable and if the company Not proceeding as the shareholder informed Such Shareholder in addition, if any action or omission of the director Which does not perform duties in accordance with the law, objectives and regulations of the company as well as resolutions of the shareholders' meeting with honesty and care to protect the interests of the company. In matters relating to the capital increase, it causes the directors, executives or related persons to have wrongful benefits. The Company may sue the directors to be responsible for the return of such benefits to the Company or the shareholders who hold shares and have voting rights in aggregate not less than 5% of the total voting rights. All voices of the company Will notify the company Can do so Which if the company Failed to act as the shareholder notified within 1 month from the date of notification Such shareholders can exercise their right to sue the benefits from such directors on behalf of the Company in accordance with Section 89/ 18 of the Securities and Exchange Act B.E. 2535 (including any amendments). (Details of the Capital Increase Report (F53-4) appear in Attachment 6 and Information about the allocation of the newly issued ordinary shares to be offered to Private Placement (PP) and in conjunction with the offering of warrants to purchase the Company's ordinary shares to the existing shareholders Series - 4 ("NUSA-W4") and offering of warrants to purchase the Company's ordinary shares for Private Placement Purchasing a capital increase ordinary shares of the Company ("NUSA-WC") appears in Attachment 7)

This the Board of Directors agreed that the shareholders' meeting should consider approving the allocation of the newly issued ordinary shares to the Private Placement amount 2,000,000,000 shares and to support the exercise of the warrants to purchase ordinary shares of the Company Series - 4 ("NUSA-W4") amount 1,910,270,652 shares to support the exercise of the warrants to purchase ordinary shares of the Company NUSA-WC amount 500,000,000 shares total 4,410,270,652 shares at the par value of 1 baht per share, total 4,410,270,652 baht

Voting this agenda item must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.


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

Resolution: The meeting resolved to approve an allocation of the newly issued ordinary shares to the Private Placement amount 2,000,000,000 shares and to support the exercise of the warrants to purchase ordinary shares of the Company Series - 4 (“NUSA-W4”) amount 1,910,270,652 shares to support the exercise of the warrants to purchase ordinary shares of the Company NUSA-WC amount 500,000,000 shares total 4,410,270,652 shares at the par value of 1 baht per share, total 4,410,270,652 baht with the votes following;

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

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

The meeting closed at 12:16 p.m.



sign.....

(Mr. Visanu Thepcharoen)

Chairman of the Board of Directors / Chairman of the Meeting



sign.....

(Mr. Sompijit. Chaichanajarak)

Minutes Recorder

Capital Increase Report Form

Nusasiri Public Company Limited

January 20, 2022

We, Nusasiri Public Company Limited, (the “**Company**”), hereby report on the resolutions of the Board of Directors’ Meeting No. 1/2022, which was held on January 20, 2022, regarding the capital reduction, the capital increase and the allocation of newly issued shares, as follows:

1. Capital Reduction and Capital Increase

- 1.1 The Board of Directors' meeting resolved to propose to the Shareholders' Meeting to consider and approve the reduction of the Company's registered capital in the amount of THB 1,600,000,000 from the registered capital of THB 12,051,353,263 to THB 10,451,353,263 by cancelling the unsold ordinary shares in the amount of 1,600,000,000 shares with a par value of THB 1.00 per share remaining from the allocation of the newly issued shares by the way of Private Placement according to the resolution of the 2021 Annual General Meeting of the shareholders.
- 1.2 The Board of Directors' meeting resolved to propose to the Shareholders' Meeting to consider and approve the increase of the Company's registered capital in the amount of THB 4,265,132,134 from the existing registered capital (after the reduction of registered capital according to Item 1.1 above) in the amount of THB 10,451,353,263 to THB 14,716,485,397 by issuing new ordinary shares in the amount of 4,265,132,134 shares with a par value of THB 1.00 per share to accommodate as follows:
 - (a) the allocation of newly issued ordinary shares by the way of private placement which is the existing minority shareholders of Wind Energy Holding Company Limited (“**WEH**”) (the “**Seller of WEH Shares**”) in the amount of 3,939,750,000 shares;
 - (b) the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage in the amount of 257,883,047 shares; and
 - (c) the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC) in the amount of 67,499,087 shares.

By increasing capital in the following manner:

Capital Increase	Type of Shares	Amount of Shares (Shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specific Purpose of Use of Proceeds	Ordinary Shares	4,265,132,134	1.00	4,265,132,134
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
	Shares	-	-	-

2. Allocation of New Shares

2.1 Specific Purpose of Use of Proceeds

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Share Subscription and Payment Date and Time	Remark
Private Placement which is the existing minority shareholders of WEH as payment in kind for the acquisition of WEH's shares	3,939,750,000	-	0.90	-	Please see remarks 1 and 3 - 4
To accommodate the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage	257,883,047	-	-	-	Please see remarks 2 and 4

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Share Subscription and Payment Date and Time	Remark
To accommodate the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC)	67,499,087	-	-	-	Please see remarks 2 and 4

Remarks:

1. The Board of Directors' meeting resolved to propose to the Shareholders' Meeting to consider and approve the purchase of WEH's ordinary shares in the amount of not exceeding 8,755,000 shares or equivalent to not exceeding 8.04 percent of the registered and paid-up shares of WEH from the Seller of WEH Shares with a par value of THB 10 per share at the offering price of THB 405 or totaling of not exceeding THB 3,545,775,000, including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition of shares in WEH (the “**Share Purchase Transaction of WEH**”).

On the Board of Directors’ meeting date approving the Share Purchase Transaction of WEH, WEH’s registered capital is THB 1,088,373,000 divided into 108,837,300 shares at a par value of THB 10 per share which totally paid-up.

In this regard, the list of names and other details regarding the shares of the seller of shares in WEH are shown in Note 4.1 below and appear in the information memorandum concerning the offering and allocation of newly issued shares of Nusasiri Company Public Company to specific persons (Private Placement) (Attachment 4)

The seller of shares in WEH is not a connected person of the Company. According to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand. Subject: Disclosure of Information and Acts of Listed Companies on Connected Transactions B.E. 2546 (including any amendments) (“Notification on Connected Transactions”)

In this regard, the Company has received confirmation from each seller of WEH shares that each seller of WEH shares does not have any relationship with each other as a (Concert Party) or any relationship

with each other. to qualify as a person under Section 258 of the Securities and Exchange Act B.E. 2535 (including any amendments thereto), which will result in the seller of WEH's shares being obliged to make a tender offer for all of the Company's securities.

Upon comparison between the fair value of WEH, the shares of WEH which the Company will purchase from the Seller of WEH Shares shall totally at the value of THB 3,545,775,000 by reference to the valuation of the ordinary share of WEH by Jay Capital Advisory Limited who is financial advisor approved by the Office of the Securities and Exchange Commission (the “**SEC Office**”) referenced to the method of combining the value of each business (Sum of The Parts), which is the most suitable method and reflects the most profitable and generating future cash flows from WEH's business operations.

Therefore, the Company will pay the consideration of the Share Purchase Transaction of WEH to the Seller of WEH Shares in the amount of not exceeding THB 3,545,775,000 by the way of the offering of the newly issued ordinary shares of the Company in the amount of not exceeding 3,939,750,000 shares or representing 32.88 percent of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of Share Purchase Transaction of WEH) at a par value of THB 1.00 per share at the offering price of THB 0.90 or equivalent to not exceeding THB 3,545,775,000 as payment in kind for the acquisition of shares instead of cash (the “**Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH**”). However, for the sale of the Company's ordinary shares to Seller of WEH Shares, the Company is obliged to withhold the withholding tax under relevant laws. The Company will calculate the amount of withholding tax and will make a share payment in cash which equal to the amount of such tax. The Company will deem such cash as the withholding tax, which will be submitted to the Revenue Department according to the conditions prescribed by law. In this event, the seller will receive the consideration as the Company's shares at the amount calculated after deducting the cash in respect of such withholding tax.

However, if the Seller of WEH Shares confirms to the Company that they intend to acquire the Company's newly issued ordinary shares in full amount prior to the registration of the paid up increase capital to the Sellers of WEH Shares, the Seller of WEH' Shares is obliged to deliver cash in the amount equal to withholding tax to the Company in order to the Company to submitted to the Revenue Department according to the conditions prescribed by law.

The Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH constitutes a private placement of newly issued ordinary shares, whereby the Shareholders' Meeting has resolved clearly determine the offering price at THB 0.90 per share, which is lower than 90 percent of the market price of the Company's shares as required by the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares

to Specific Investors dated October 28, 2015 (as amended) (the “**Notification No. TorJor. 72/2558**”). In this regard, the “market price” refers to the weighted average price of the Company’s shares listed on the SET for the past period of not less than 7 consecutive business days, but not exceeding 15 consecutive business day prior before the date that the Board of Directors' meeting has resolved to propose an agenda to the Extraordinary General Meeting of Shareholders No. 1/2022 for approval for the Company to offer new ordinary shares to the sellers of shares in WEH. Not less than 15 working days, i.e. between 28 December 2021 to 19 January 2022, equal to 1.41 baht per share. (Source: SETSMART from www.setsmart.com). The Company’s newly issued ordinary shares shall be used as payment in kind for the acquisition of WEH’s shares from the Seller of WEH Shares.

In addition, the Share Purchase Transaction of WEH is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B. E. 2547 (2004) dated October 29, 2004 (as amended) (the “**Notifications on Acquisition and Disposition of Assets**”). Upon the reviewing of the transaction size by various approaches under the Notifications on Acquisition and Disposition of Assets, the maximum value of the transaction is equal to 49.80 percent according to value of securities issued for the payment of asset method calculated from the reviewed quarterly consolidated financial statements of the Company ended September 30, 2021. The Company has not entered into the acquisition of asset transaction in the past 6 months, which has not approved by the shareholders’ meeting. Therefore, such transaction is therefore classified as a “Class 2 Transaction” under the Notifications on Acquisition and Disposition of Assets, i.e. transaction which has a transaction value exceeding 15 percent but lower than 50 percent. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition and Disposition of Assets, and a circular notice must be sent to shareholders within 21 days of the date of disclosure of the transaction to the SET, whereby the notice must comprising at least as many details as required in List (2) 1, 2, 3, 5 (3), 7 and 8 of the Notifications on Acquisition and Disposition of Assets.

However, entering into the transaction to purchase ordinary shares of WEH is not considered a connected transaction of the Company. in accordance with the Notification of the Connected Transaction.

However, such investment of the Company does not classify as a connected transaction by the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (including its amendment) and the Notification of

the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (including its amendment) (the “**Notifications on Connected Transactions**”).

However, the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH shall proceed only after the conditions precedent as specified in the Shares Purchase Agreement between the Company and the Seller of WEH Shares (the “**Shares Purchase Agreement**”), including other arrangements, contracts and documents relating to such transactions, have been fulfilled. The significant conditions precedent are summarized below.

- (1) The Company is satisfied with the legal due diligence with respect to the Seller of WEH Shares’ ownership of the WEH shares.
- (2) The Shareholders’ Meeting of the Company shall have resolved to approve the allocation of shares as payment in kind for the acquisition of WEH’s shares, including approval on various matters necessary for and/or in connection with such transactions;
- (3) There is no third party objection to **Ownership of the seller's share in WEH shares** within 2 weeks from the date on which the Seller of WEH Shares publishes in the local newspaper where WEH is located and/or other channels as specified by the Company in order to notify the transaction and give the right to object to the transfer of their shares to the Company.
- (4) as of the date of acquisition of WEH’s shares, there shall be no event or action having occurred or caused to occur or reasonably believed to be likely to occur, which may give rise to any material and adverse impact on WEH or jeopardize the execution of the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH or no event which may effect to the ownership of WEH’s shares of the Seller of WEH Shares; and
- (5) The SEC Office shall have approved the private placement of the newly issued ordinary shares to the Seller of WEH Shares by way of private placement.

In this regard, the Board of Directors’ Meeting resolved to grant approval to propose the Shareholders’ Meeting to consider approving to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to make any arrangements in connection with or necessary for the execution of the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH, including to negotiate, enter into, sign and amend

the Shares Purchase Agreement, and other arrangements, contracts and documents relating to the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH, and to set out rules, conditions and other details necessary for and in connection with the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH, as necessary and appropriate under the applicable laws.

Details of the Share Purchase Transaction of WEH, which is the acquisition of assets of a listed company appeared in the information Memorandum of Nusasiri Public Company Limited Re: an Acquisition of Assets regarding the Acquisition of Shares in Wind Energy Holding Company Limited (**Attachment 3**), and the details of the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH appeared in the information memorandum regarding the offering and allocation of the newly issued shares of Nusasiri Public Company Limited by the way of Private Placement (**Attachment 4**).

2. The issuance and offering the newly issued ordinary shares to the Seller of WEH Shares have the offering price of lower than 90 percent of the market price of the Company's shares as aforementioned, therefore, it regards as the conditions of right adjustment as specified in Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Share of (1) the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage, and (2) the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC) (collectively refer as the “**Warrants of the Company**”).

Therefore, the Company obliged to increase the registered capital in the amount of **THB 325,382,134** to allocate such newly issued shares in the amount of **325,382,134 shares** at a par value of THB 1.00 per share to accommodate the right adjustment of the Warrants of the Company as above.

3. The Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital in the amount of THB 4,265,132,134 from the existing registered capital (after the reduction of registered capital) in the amount of THB 10,451,353,263 to be THB 14,716,485,397 by issuing newly issued ordinary shares in the amount of 4,265,132,134 shares with a par value of THB 1.00 per share to accommodate as follows:
 - 3.1 the allocation of newly issued ordinary shares by the way of private placement which is the Seller of WEH Shares in the amount of 3,939,750,000 shares;
 - 3.2 the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage in the amount of 257,883,047 shares; and

- 3.3 the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC) in the amount of 67,499,087 shares.
4. The Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the issuance and allocation of newly issued ordinary shares in the amount not exceeding 4,265,132,134 shares with a par value of THB 1.00 per share for (1) the allocation of newly issued ordinary shares by the way of private placement which is the Seller of WEH Shares in the amount of 3,939,750,000 shares; (2) the accommodation of the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) in the amount of 257,883,047 shares; and (3) the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC) in the amount of 67,499,087 shares. The details of which are as follows:

4.1 The allocation of newly issued ordinary shares of the Company to the Seller of WEH Shares in the amount of 3,939,750,000 shares at the offering price of THB 0.90 or equivalent to not exceeding THB 3,545,775,000 as payment in kind for the acquisition of WEH's ordinary shares instead of cash from the Seller of WEH Shares, whereas, the Seller of WEH Shares shall pay the purchase price with 8,755,000 shares of WEH at a par value of THB 10 per share which fully paid-up, or representing 8.04 percent of all issued and paid-up shares of WEH (based on all issued and paid-up shares of the Company after the execution of the Share Purchase Transaction of WEH) instead of cash payment.

In this regard, the Company is in the process of negotiating to enter into a purchase agreement with the seller of shares in WEH. Therefore, the company would like to disclose the name list and details about the shares of the seller of shares in WEH, who is a private placement who will be allocated the newly issued ordinary shares of the Company as compensation for the purchase of WEH's ordinary shares from the seller of the shares in WEH with the following details:

No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (share)	Proportion of WEH shares sold ⁽¹⁾ (%)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH ⁽²⁾ (%)
1	THANA POWER HOLDING CO., LTD	3,729,989	42.60	1,678,495,050	14.88
2	Mr. Kamthorn Kittisranon	1,014,020	11.58	456,309,000	4.05



No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (share)	Proportion of WEH shares sold ⁽¹⁾ (%)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH ⁽²⁾ (%)
3	DD MART HOLDING CO., LTD	1,010,910	11.55	454,909,500	4.03
4	Mrs. Ampai Hankraiwilai	350,000	4.00	157,500,000	1.40
5	Ms. Khongkwan Fujitnirand	154,783	1.77	69,652,350	0.62
6	Mr. Baworn Rungruengnaowarat	154,751	1.77	69,637,950	0.62
7	Mr. Phuwasit Chetudomlarp	119,500	1.36	53,775,000	0.48
8	Mrs. Thanisorn Thamlikitkul	110,000	1.26	49,500,000	0.44
9	Mr. Narong Jennarongsak	110,000	1.26	49,500,000	0.44
10	Mr. Suksan Tosong	110,000	1.26	49,500,000	0.44
11	Mr. Phichit Pichai kamol	70,813	0.81	31,865,850	0.28
12	Miss Khunying Inon	54,510	0.62	24,529,500	0.22
13	Mr. Janewit Sombatcharoenwong	52,600	0.60	23,670,000	0.21
14	Mr. Somsak Kitipraphorn	40,000	0.46	18,000,000	0.16
15	Mr. Pichai Aramcharoen	35,100	0.40	15,795,000	0.14
16	Ms. Pranisa Atcharyasriphong	25,000	0.29	11,250,000	0.10
17	Miss Nongluck Sinsartaka	18,000	0.21	8,100,000	0.07
18	Mr. Pannarut Wachirasithasak	12,000	0.14	5,400,000	0.05
19	Ms. Jidapha Praditvanich	10,800	0.12	4,860,000	0.04
20	Mr. Phawadon Suksamran	5,000	0.06	2,250,000	0.02
21	Mr. Ruangwet Sae-eng	4,000	0.05	1,800,000	0.02
22	Miss Narumon Suksakulchai	2,000	0.02	900,000	0.01
23	Mr. Worakam Chuweera	2,000	0.02	900,000	0.01
	Total	7,195,776	82.19	82.19	28.71

note:

⁽¹⁾ Proportion of WEH shares sold, calculated from the total number of WEH ordinary shares that the Company will purchase.

⁽²⁾ the proportion of the Company's newly issued shares allocated to the sellers of WEH shares, calculated from the total issued and paid-up shares of the Company; After entering into the transaction to purchase ordinary shares of WEH

In addition, from the Company discloses the name of the seller of WEH shares, who is a private placement who will be allocated 7,195,776 shares of the Company's newly-issued ordinary shares, which is not yet up to the number of newly-issued ordinary shares for the purchase of WEH shares. 8,755,000 shares, the list and the number of shares are a list that the company expects to negotiate a successful share purchase. The Company therefore reserves the right to negotiate the purchase and sale of additional shares in order to complete the amount requested for the allocation of the newly issued ordinary shares. Provided that the seller of shares in WEH is not a connected person of the Company According to the announcement of the connected transaction and the Company shall receive confirmation from each seller of WEH shares, which are such minority shareholders, that each seller of WEH shares does not have any relationship with each other in the form of persons acting together (Concert Party) or having any relationship with each other that qualify as a person under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended). However, the Company will disclose information on the name of the seller of WEH shares, which is a private placement, who will be allocated the Company's newly issued ordinary shares (if any) within the date of the Extraordinary General Meeting of Shareholders for the shareholders to approve the issuance and distribution transaction. Offer for sale of capital increase shares at this time.

In addition, the Company must receive confirmation from each Seller of WEH Shares, which is a minority shareholder that each Seller of WEH Shares has no relationship between each other in the manner of persons acting in concern (Concert Party) or having any relationship which regard as the party in accordance with Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) which will result in the Seller of WEH Shares being obliged to make a tender offer for all of the Company's securities after the receive the newly issued ordinary shares of the Company as the payment in kind for the Share Purchase Transaction of WEH.

Nonetheless, the Company has accumulated losses shown in the audited separate financial statements for the year ended December 31, 2020 and the reviewed separate quarterly financial statements of the Company ended September 30, 2021. Thus, the Company is able to determine the offering price of the Company's newly issued ordinary shares lower than the Company's par value. In this connection, the Company must comply with Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and receive the approval from the Shareholders' meeting.

The issuance and allocation of newly issued ordinary shares in consideration of the acquisition of shares in WEH to the Seller of WEH Shares above constitutes a private placement of newly

issued ordinary shares, whereby the Shareholders' Meeting has resolved clearly determine the offering price at THB 0.90 per share or representing THB 3,545,775,000, which is lower than 90 percent of the market price of the Company's shares as required by the Notification No. TorJor. 72/2558. In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of the past 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Extraordinary General Meeting of the Shareholder No. 1/2022 to approve the offering of newly issued shares to the investors which is the period from December 28, 2021 to January 19, 2022, is equal to THB 1.41 per share (Source: SETSMART from www.setsmart.com).

The allocation of the newly issued shares as above must not result in each of the Seller of WEH Shares to hold shares of the Company in the number that reaches or passes the trigger point requiring such investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended), or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

Moreover, the issuance of such newly issued ordinary shares must be approved by the Shareholders' Meeting of the Company, and the Company is also required to obtain approval from the SEC Office as specified in the Notification No. TorJor. 72/2558 before such offering and allocation of the Company's newly issued ordinary shares.

Moreover, if the offering price of the newly issued ordinary shares to the Seller of WEH Shares is lower than 90 percent of the market price of the Company's shares before the first day of offering of the newly issued ordinary shares, the Company is obliged to prohibit the Seller of WEH Shares from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Seller of WEH Shares may gradually sell up to 25 percent of such locked-up shares in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).

In this regard, the Company expects that the entire sale and purchase process will be complete within June 2022 (subject to the completion of the conditions precedent under the Share

Purchase Agreement), and after the Shareholders' Meeting has approved the Share Purchase Transaction of WEH and the Share Allocation in Consideration of the Acquisition of Shares in WEH, including approval of matters necessary and/or in connection with the transaction.

In addition, the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider and approve to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to make any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET; and
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies, or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

According to the Notification No. TorJor. 72/2558, the Company shall complete the offering of shares within the period approved by the shareholders' meeting but not later than 3 months from the date on which the shareholders' meeting resolves to approve the offer for sale of newly issued shares, or the Company must complete the offering of shares within 12 months from the date on which the shareholders' meeting has approved to offering the shares. In the event that the shareholders have clearly resolved that after the expiration of the 3 months period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

4.2 The allocation of 325,382,134 newly-issued shares for (1) an accommodation of the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) and (2) the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC) (collectively, “Warrants”). As a result of the issuance and offering the newly issued ordinary shares to the Seller of WEH Shares have the offering price of lower than 90% of the market price of the Company’s shares. In this regard, the “market price” refers to the weighted average price of the Company’s shares listed on the SET for the past period of at least 7 consecutive business days before the first day of the offering of capital increase shares to the private placement. Therefore, currently, the Company is unable to calculate the rate to adjust the exercise price and the exercise ratio of the Warrants. The Company will adjust the exercise price and the new exercise ratio of the Warrants when the Company can calculate the exercise price and the exercise ratio. The Company will inform the shareholders and warrant holders of such details later.

Please consider the details of the issuance, offering, and allocation of newly issued ordinary shares in the information memorandum regarding the offering and allocation of the newly issued shares of Nusasiri Public Company Limited by the way of Private Placement (Attachment 4)

2.2 The Company’s plan in case where there is a fraction of shares remaining

The newly issued shares offered to the Seller of WEH Shares are the whole offering. Therefore, there is no case where there is a fraction of the share.

2.3 Information of subscriber for newly issued ordinary shares issued and offered to private placement

Name and information of the seller of shares in WEH who is a private placement who will be allocated the number of newly issued ordinary shares of the Company. 3,238,099,200 shares, details are as follows:

1. THANA POWER HOLDING CO., LTD (“TPH”)

Name	:	THANA POWER HOLDING CO., LTD																	
Date of incorporation	:	2 February 2021																	
Business Type	:	Operate business by holding shares in other companies (Holding Company) that operate a business of electricity generation and distribution and other businesses																	
Address	:	87/1 Capital Tower, All Seasons Place, 25th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok																	
	:	1,000,000 Baht																	
Registered capital as of February 9, 2022	:	1,000,000 Baht																	
Shareholders as of February 9, 2022	:	<table border="1"> <thead> <tr> <th>list of shareholders</th> <th>Number (shares)</th> <th>Percentage of total shares</th> </tr> </thead> <tbody> <tr> <td>(1) Wind Energy</td> <td>99,997</td> <td>99.9970</td> </tr> <tr> <td>(2) Miss Supaporn Wonganan</td> <td>1</td> <td>0.0010</td> </tr> <tr> <td>(3) Mr.Kamthorn Kittisaranon</td> <td>1</td> <td>0.0010</td> </tr> <tr> <td>(4) Mr.Natphasin Chetudomlarp</td> <td>1</td> <td>0.0010</td> </tr> </tbody> </table>	list of shareholders	Number (shares)	Percentage of total shares	(1) Wind Energy	99,997	99.9970	(2) Miss Supaporn Wonganan	1	0.0010	(3) Mr.Kamthorn Kittisaranon	1	0.0010	(4) Mr.Natphasin Chetudomlarp	1	0.0010		
list of shareholders	Number (shares)	Percentage of total shares																	
(1) Wind Energy	99,997	99.9970																	
(2) Miss Supaporn Wonganan	1	0.0010																	
(3) Mr.Kamthorn Kittisaranon	1	0.0010																	
(4) Mr.Natphasin Chetudomlarp	1	0.0010																	
Board of Directors	:	<ol style="list-style-type: none"> Mr.Kamthorn Kittisaranon Mr.Natphasin Chetudomlarp 																	
Director's power	:	Two directors jointly sign. and seal the company's seal																	
Relationship with Company	:	<p>TPH not a connected person of the Company In accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure Information and Actions of Listed Companies on Connected Transactions, 2003 dated November 19, 2003 (and as amended) (collectively, the “Notification of Connected Transactions”). In addition, after the completion of the offering of the Company's newly-issued ordinary shares, TPH does not</p>																	

	nominate any person to be a director and/or an executive of the Company.
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2. Mr. Kamthorn Kittisranon (“Mr. Kamthorn”)

Occupation	Businessmen and executives of private companies
Address	13/1-2 Soi Wat Thewa Sunthon, Ladyao Subdistrict, Chatuchak District, Bangkok 10900
Work experience	5 years
Relationship with company	Mr. Kamthorn is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Kamthorn did not nominate himself as a director and/or executive of the Company.

3. DD Mart Holding CO., LTD (“DDH”)

Name	DD Mart Holding CO., LTD
Date of incorporation	23 April 1999
Business Type	Execute investments in companies both domestically and internationally
Address	13/1-2 Soi Wat Thewa Sunthon, Ladyao, Chatuchak District, Bangkok
Registered capital as of February 9, 2022	1,440,000,000 Baht
Paid-up capital as of February 9, 2022	1,440,000,000 Baht

<p>Top 10 major shareholders as of February 9, 2022</p>	<p>:</p>	<table border="1"> <thead> <tr> <th data-bbox="611 206 1018 331">List of major shareholders</th> <th data-bbox="1023 206 1225 331">Number (shares)</th> <th data-bbox="1230 206 1378 331">Percentage of total shares</th> </tr> </thead> <tbody> <tr> <td data-bbox="611 338 1018 376">(1) Mr.Kamthorn Kitiisaranon</td> <td data-bbox="1023 338 1225 376">42,566,251</td> <td data-bbox="1230 338 1378 376">29.5599</td> </tr> <tr> <td data-bbox="611 383 1018 421">(2) Miss Nunthida Kitiisaranon</td> <td data-bbox="1023 383 1225 421">37,066,251</td> <td data-bbox="1230 383 1378 421">25.7405</td> </tr> <tr> <td data-bbox="611 427 1018 465">(3) Miss Janejira Kitiisaranon</td> <td data-bbox="1023 427 1225 465">37,066,251</td> <td data-bbox="1230 427 1378 465">25.7405</td> </tr> <tr> <td data-bbox="611 472 1018 510">(4) Mr. Pairoch Sirirat</td> <td data-bbox="1023 472 1225 510">7,706,000</td> <td data-bbox="1230 472 1378 510">5.3514</td> </tr> <tr> <td data-bbox="611 517 1018 555">(5) Miss Thanapa Kitiisaranon</td> <td data-bbox="1023 517 1225 555">5,288,010</td> <td data-bbox="1230 517 1378 555">3.6722</td> </tr> <tr> <td data-bbox="611 562 1018 600">(6) Master Pawee Chetudomlarp</td> <td data-bbox="1023 562 1225 600">5,029,380</td> <td data-bbox="1230 562 1378 600">3.4926</td> </tr> <tr> <td data-bbox="611 607 1018 645">(7) KPN Energy (Thailand) Co.,Ltd</td> <td data-bbox="1023 607 1225 645">4,000,000</td> <td data-bbox="1230 607 1378 645">2.7778</td> </tr> <tr> <td data-bbox="611 651 1018 689">(8) Miss Thunyarot Siriroththanadol</td> <td data-bbox="1023 651 1225 689">657,380</td> <td data-bbox="1230 651 1378 689">0.4565</td> </tr> <tr> <td data-bbox="611 696 1018 734">(9) Mr. Eng Mai Lek Aree</td> <td data-bbox="1023 696 1225 734">556,969</td> <td data-bbox="1230 696 1378 734">0.3868</td> </tr> <tr> <td data-bbox="611 741 1018 779">(10) Miss Chernisa Chetudomlarp</td> <td data-bbox="1023 741 1225 779">500,000</td> <td data-bbox="1230 741 1378 779">0.3472</td> </tr> </tbody> </table>	List of major shareholders	Number (shares)	Percentage of total shares	(1) Mr.Kamthorn Kitiisaranon	42,566,251	29.5599	(2) Miss Nunthida Kitiisaranon	37,066,251	25.7405	(3) Miss Janejira Kitiisaranon	37,066,251	25.7405	(4) Mr. Pairoch Sirirat	7,706,000	5.3514	(5) Miss Thanapa Kitiisaranon	5,288,010	3.6722	(6) Master Pawee Chetudomlarp	5,029,380	3.4926	(7) KPN Energy (Thailand) Co.,Ltd	4,000,000	2.7778	(8) Miss Thunyarot Siriroththanadol	657,380	0.4565	(9) Mr. Eng Mai Lek Aree	556,969	0.3868	(10) Miss Chernisa Chetudomlarp	500,000	0.3472
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<p>Board of Directors</p>	<p>:</p>	<ol style="list-style-type: none"> 1. Miss Janejira Kitiisaranon 2. Miss Miss Nunthida Kitiisaranon 3. Mr. Phuwasit Chetudomlarp 																																	
<p>Director's power</p>	<p>:</p>	<p>Ms. Janejira Kitti Isaranon Miss Nantida Kitti Isaranon, Mr. Phuvasit Chet-udomlarp, two of these three jointly sign and affix the company's seal.</p>																																	
<p>Relationship with company</p>	<p>:</p>	<p>DDH is not a connected person of the Company. In accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure Information and Actions of Listed Companies on Connected Transactions, 2003 dated November 19, 2003 (and as amended) (collectively, the "Notification of Connected Transactions").</p> <p>In addition, after the completion of the IPO, DDH does not nominate any person to be a director and/or an executive of the Company.</p>																																	

4. Mrs. Ampai Hankraiwilai (“Mrs. Ampai”)

Occupation	:	Frozen seafood processing industry owner
Address	:	989 Wichianchotok Road, Mahachai Subdistrict, Mueang Samut Sakhon District Samut Sakhon Province
Work experience	:	Served as Managing Director of Thai Royal Frozen Food Company Limited, engaged in frozen seafood processing business for more than 40 years.
relationship with company	:	Mrs. Ampai is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the offering of the Company's newly-issued ordinary shares, Mrs. Ampai did not nominate herself as a director and/or an executive of the Company.

5. Miss Khongkwan Fujitnirand (“Miss Khongkwan”)

Occupation	:	Aesthetic Medicine Specialist
Adress	:	61/82 Soi Sukhumvit (Sawasdee), Khlong Toei Nuea Sub-district, Watthana District, Bangkok
Work experience	:	Own a beauty business "Khongkwan Clinic" in the name of khongkwan Clinic Medicine Company Limited for more than 10 years.
Relationship with company	:	Miss Gift Not a connected person of the Company in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Miss Gift Did not nominate himself to be a director and/or executive of the company.

6. Mr. Baworn Rungruangnaowarat (“Mr. Baworn”)

Occupation	:	Business owner producing and selling electricity from renewable energy by selling to the Provincial Electricity Authority and Metropolitan Electricity Authority and plastic processing business
Address	:	69 Soi Yen Ruedi 6, Thung Wat Don Subdistrict, Sathorn District, Bangkok
Work experience	:	<ul style="list-style-type: none"> - Director, Asta Power Company Limited - Director, IQ Energy Company Limited - Director, IQ Solar Company Limited - Director, IQ Green Company Limited - Director, Nizza Plastics Co., Ltd.
Relationship with company	:	<p>Mr. Baworn is not a connected person of the Company. in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Baworn did not nominate himself as a director and/or executive of the Company.</p>

7. Mr. Phuwasit Chet-udomlarp (“Mr. Phuwasit”)

Occupation	:	Investor
Address	:	12/18 Soi Wat Thewa Sunthon, Ladyao Subdistrict, Chatuchak District, Bangkok 10900
Work experience	:	15 years
Relationship with the company	:	<p>Mr. Phuwasit is not a connected person of the Company. in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Phuwasit did not nominate himself as a director and/or executive of the Company.</p>

8. Mrs. Thanisorn Thamlikitkul (“Mrs. Thanisorn”)

Occupation	:	Investor
Address	:	1278 Soi Charoen Nakhon 14 Charoen Nakhon Road, Klongsan, Bangkok 10600
work experience	:	15 years
relationship with the company	:	Mrs. Thanisorn is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mrs. Thanisorn did not nominate herself as a director and/or executive of the Company.

9. Mr. Narong Jennarongsak (“Mr. Narong”)

Occupation	:	Businessman
Address	:	9/106 Nusasiri Village Soi 4, Ratchaphruek Road, Bang Ramat Subdistrict, Taling Chan District, Bangkok 10170
Work experience	:	30 years
relationship with company	:	Mr. Narong is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Narong did not nominate himself as a director and/or executive of the Company.

10. Mr. Suksan Tosong (“Mr. Suksan”)

Occupation	:	Government officials and investors
Address	:	183/13421 Nawongpracha Phatthana Road Bangkok 10210
Work experience	:	Investor in the stock market

Relationship with the company	:	Mr. Suksan is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Suksan did not nominate himself as a director and/or executive of the Company.
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11. Mr. Pichit Phichaikamol (“Mr. Phichit”)

Occupation	:	Former State Enterprise Employee (Railway)
Address	:	98/48 Village No. 1, Bueng Yitho Subdistrict, Thanyaburi District, Pathum Thani Province
Work experience	:	State enterprise employee 35 years
Relationship with the company	:	Mr. Pichit is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Pichit did not nominate himself as a director and/or executive of the Company.

12. Ms. Khunying Inon (“Miss Khunying”)

Occupation	:	Investor
Adress	:	12/35 Soi Wat Thewa Sunthon, Ladyao Subdistrict, Chatuchak District, Bangkok 10900
Work experience	:	10 years
Relationship with company	:	Miss Khunying Not a connected person of the Company in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Ms. Khunying did not nominate herself as a director and/or executive of the Company.

13. Mr. Janewit Sombatcharoenwong (“Mr. Janewit”)

Occupation	:	Business owner
Address	:	10/128 Soi Chan 18/7 Intersection 4, Chan Road, Thung Wat Don, Sathorn, Bangkok 10120
Work experience	:	23 years
Relationship with company	:	Mr. Janewit is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Janewit did not nominate himself as a director and/or executive of the Company.

14. Mr. Somsak Kitipraphorn (“Mr. Somsak”)

Occupation	:	Establish and manage world-class theme parks, restaurants and theaters.
Address	:	Suwinthawong S&C Company Limited, 47/2 Moo 13, Krathumrai Sub-district, Nong Chok District, Bangkok 10530
Work experience	:	20 years
relationship with company	:	Mr. Somsak is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Somsak did not nominate himself as a director and/or executive of the Company.

15. Mr. Pichai Aramcharoen (“Mr. Pichai”)

Occupation	:	Businessmen
Address	:	70 Ladprao Road 101, Khlong Chan Subdistrict, Bang Kapi District, Bangkok 10240
Work experience	:	40 years

Relationship with company	:	Mr. Pichai is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Pichai did not nominate himself as a director and/or executive of the Company.
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16. Ms. Pranisa Atchariyasripong (“Miss Pranisa”)

Occupation	:	Investor
Address	:	115/1 Soi Samaharn, Sukhumvit Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110
Work experience	:	more than 5 years
Relationship with company	:	Ms. Pranisa Not a connected person of the Company in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Ms. Pranisa did not nominate herself as a director and/or executive of the Company.

17. Ms. Nongluck Sinsataka (“Ms. Nongluck”)

Occupation	:	Business owner selling raw materials, various types of flour, both imported and domestically produced
Address	:	49 Bangbon 4 Road, Bang Bon Subdistrict, Bang Bon District, Bangkok 10150
Work experience	:	Managing the organization for more than 20 years
relationship with company	:	Miss Nongluck Not a connected person of the Company in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Ms. Nongluck did not nominate herself to be a director and/or executive of the Company.

18. Mr. Pannarut Wachirasithasak (“Mr. Pannaruj”)

Occupation	:	Private business and investors
Address	:	385/2 Soi Issaraphap 49, Issaraphap Road, Ban Chang Lo Subdistrict Bangkok Noi Bangkok 10700
Work experience	:	more than 10 years
relationship with company	:	Mr. Pannarut is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Pannarut did not nominate himself as a director and/or executive of the Company.

19. Ms. Jidapa Praditvanich (“Ms. Jidapa”)

Occupation	:	Investor
Address	:	899/264 On Nut Road, Prawet Subdistrict, Prawet District, Bangkok 10250
Work experience	:	more than 3 years
relationship with company	:	Ms. Jidapa is a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares, Ms. Jidapa did not nominate herself as a director and/or an executive of the Company.

20. Mr. Phawadol Suksamran (“Mr. Phawadol”)

Occupation	:	Investor
Address	:	95/56 Moo 6 Bang Rak Phatthana Subdistrict Bang Bua Thong District Nonthaburi Province 11110
Work experience	:	10 years
relationship with company	:	Mr. Phawadol is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Phawadol did not nominate himself as a director and/or executive of the Company.

21. Mr. Ruangwet Sae-eng (“Mr. Ruangwet”)

Occupation	:	Seller
Address	:	218/1 Bangbon 3 Road, Lak Song Subdistrict, Bang Khae District Bangkok 10160
Work experience	:	30 Years
Relationship with the company	:	Mr. Ruangwet Not a connected person of the Company in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Ruangwet did not nominate himself as a director and/or executive of the Company.

22. Ms. Narumon Suksakulchai (“Ms. Narumon”)

Occupation	:	private company employees
Adress	:	852/4 Charoenkrung Road, Talat Noi Subdistrict, Samphanthawong District Bangkok 10100
Work experience	:	25 years
Relationship with company	:	Ms. Narumol is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Ms. Narumol did not nominate herself as a director and/or executive of the Company.

23. Mr. Worakarn Chuweera (“Mr. Worakarn”)

Occupation	:	Investor
Address	:	32 Soi 6, Sukkasem Road, Pa Tan Subdistrict, Mueang Chiang Mai District Chiang Mai Province 50300
Work experience	:	20 years
Relationship with company	:	Mr. Worakarn is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Worakarn did not nominate himself as a director and/or executive of the Company.

The Board of Directors has considered and reviewed the information and found that the seller of shares in WEH can really benefit the company. Most WEH sellers have good financial potential. Be an investor and own a business If the seller of shares in WEH becomes a shareholder of the Company The company expects this potential to support its capital in the future, for example, in the event that the company issues and offers additional shares, etc. Most of the sellers of WEH shares are those who have a wide business network. Although the seller of shares in WEH did not send representatives to jointly manage the company in proportion to the investment. But the seller of shares in WEH is knowledgeable enough to advise the Company on the Company's business operations. And have partners who can support the Company's business operations in various fields and can be helpful in introducing partners that are beneficial to the Company's business. stable growth that is beneficial to the business of the Company and its shareholders and to promote the company's business plans in the real estate business and other businesses of the Group In addition, if the Company becomes a shareholder of WEH by purchasing shares from sellers of shares in WEH, the Company will receive dividends from WEH's operating profits. Considering that WEH is a company with good growth prospects, the investment in WEH is beneficial to the company and its shareholders.

3. Schedule for the Shareholders’ Meeting for Approval of the Capital Increase and New Share Allocation

The Extraordinary General Meeting of Shareholders No. 1/2022 is scheduled to be held on March 4, 2022 at 1.00 P.M. through electronic meeting (E-EGM), by specifying the names of shareholders who have the right to attend the shareholders' meeting No. 1/2565 (Record Date) on February 4, 2022.

4. Approval for Capital Increase/Newly Issued Share's Allocation from Relevant Authorities and Conditions of Such Approval (if any)

1. The Shareholders' Meeting of the Company shall resolve to approve the allocation of shares to the Seller of WEH Shares as payment in kind for the acquisition of WEH's shares including approval for various matters necessary for and/or in connection with such transactions.
2. The reduction and increasing of the registered capital shall be approved by the Shareholders' Meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders at the Meeting.
3. The allocation of the newly issued ordinary shares by the way of private placement shall be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding such votes of the interested shareholders at the meeting, and there must be no shareholders holding a total number of 10 percent or more of the total votes of the shareholders attending the meeting and having the right to vote against the offering of shares at such price.
4. The Company shall obtain approval from the SEC Office for the offering of the newly issued ordinary shares by the way of private placement as required by the Notification No. TorJor. 72/2558 before proceeding with such offering and allocation of the Company's newly issued ordinary shares to the Seller of WEH Shares as payment for the acquisition of ordinary shares in WEH transaction.
5. The Company shall apply for registration of the registered capital reduction and capital increase and the change of its paid-up capital of the Company and the amendment of the Memorandum of Association with the Department of Business Department, Ministry of Commerce.
6. The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

5. Purpose of Capital Increase

The Company shall issue 4,265,132,134 newly issued ordinary shares for the following purposes:

- (1) Issue 3,939,750,000 newly ordinary shares at the par value of THB 1.00 per share at the offering price of THB 0.90 per share or totaling THB 3,545,775,000 as payment in kind for the purchase of the ordinary shares of WEH to the Seller of WEH Shares. In this regard, the Seller of WEH Shares shall pay the purchase price with 8,755,000 shares of WEH at a par value of THB 10 per share which fully paid-up or representing 8.04 percent of all issued and paid-up shares of WEH (based on all issued and paid-up shares of the Company after the execution of Share Purchase Transaction of WEH) instead of cash payment.
- (2) Issue 257,883,047 newly issued ordinary shares to accommodate the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4); and
- (3) Issue 67,499,087 newly issued ordinary shares to accommodate the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC)

Please refer to the details of the issuance, offering, and allocation of the Company's newly issued ordinary shares in the information memorandum regarding the offering and allocation of the newly issued shares of Nusasiri Public Company Limited by the way of Private Placement **(Attachment 4)**.

6. Expected Benefits to the Company from the Capital Increase/New Share Allocation

1. The capital increase by issuing and allocating shares to Seller of WEH Shares as payment in kind for the acquisition of WEH's shares on this occasion shall enable the Company to have funds for the acquisition of ordinary shares in WEH from the Seller of WEH Shares without any impact on the financial status and financial cost of the Company, and the Company is not required to borrow any loan from financial institution **may cause the company to have debt burden and increased interest which currently has an average financial cost of 8.88% per year. If using additional borrowing of 3,545.78 million baht to buy such WEH shares, the company's financial cost will increase by 314.86 million baht per year and will increase the ratio The debt to equity ratio increased from the financial statements as of September 30, 2021, equal to 1.36 times to 2.11 times, and the Company had to have a burden to provide collateral to secure such loans. Maintain the debt-to-equity ratio that the company has contracted with creditors that do not exceed 2.0 - 2.5 times, may result in breach of repayment conditions.**
2. If the Company becomes a shareholder of WEH by purchasing shares from the Seller of WEH Shares who has been allocated the Company's newly issued ordinary shares at this occasion, the Company will receive dividends from profit of WEH's operating result, which will benefit the Company and its shareholders. **Over the long term, WEH is the first company to be the**

leader in the wind energy industry in Thailand. It accounts for more than 42 percent of the wind power generation quota in Thailand, and has produced wind power into the system up to 1.8 gigawatts (GW). In the past 3 years (2019 - 2021), WEH has a net profit of about 4,000 - 5,000 million baht per year, and in 2019 - 2020 used to Pay dividends to shareholders, an average of 41 baht per share, and from the financial projections of WEH's various projects, if the company issues and allocates the Company's newly-issued ordinary shares in the amount of not more than 3,939,750,000 shares with a par value of 1.00 baht per share in Offering price 0.90 baht per share, totaling 3,545,775,000 baht to a specific person (Private Placement) as compensation for the shareholders of WEH, the Company will acquire WEH's shares in the proportion of 8.04% of WEH's paid-up shares, will allow the Company to receive internal returns (IRR) from investment from 2011 to 2042 (end of the project) equal to 14.42%. If this fundraising is not successful The Company will lose the opportunity to receive dividends from WEH's profits, which will generate long-term passive income for the company.

7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation

1. The Company has a policy to pay dividends at a rate of not less than 40 percent of net profit after deduction of corporate income tax and legal reserve. However, the dividend payment is subject to change depending on operational plans, investments, liquidity and future needs of the Company by empowering the Board of Directors to consider the suitability for the maximum benefit to the shareholders.
2. The person who has been allocated with the newly issued ordinary shares which issued and offered by the way of private placement on this occasion has been duly registered as the Company's shareholder, such private placement investor shall be entitled to dividend when the Company declares dividend.

8. Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

- None -

Please consider the details of the issuance, offering and allocation of the Company's newly issued ordinary shares above. According to the information memorandum regarding the offering and allocation of the newly issued shares of Nusasiri Public Company Limited by the way of Private Placement (Attachment 4).

9. Schedule of Actions after the Board of Directors' Resolution to Approve the Capital Increase/New Share Allocation



No.	Procedures	Tentative Date
1.	The Board of Directors' Meetings No. 1/2022	January 20, 2022
2.	The resolution of Board of Directors' Meetings No. 1/2022 has been disclosed	January 20, 2022
3.	Determine the names of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2022	February 4, 2022
4.	The Extraordinary General Meeting of Shareholders No. 1/2022	March 4, 2022
5.	The Company shall obtain approval from the SEC Office for the issuance of shares by way of private placement	After 5 working days from a date of the office The SEC has received an application for issuance and offering of shares to a private placement.
6.	The Company shall register its registered capital decrease and increase with the Ministry of Commerce.	Within 14 days from the date of the resolution of the Shareholders' Meeting
7.	The Seller of WEH Shares announces to inform the execution of the transaction and give the right to object to the transfer of their shares to the Company in the local newspaper where WEH is located and/or other channels as specified by the Company by provide the right to the third party to object the transfer of shares within 2 weeks from the date on which the Seller of WEH Shares publishes in the local newspaper.	Within 2 weeks from the date of the Shareholders' Meeting
8.	The Company offers the newly issued ordinary shares to the Seller of WEH Shares as payment in kind for the acquisition of WEH's shares	In the case that there is no third party object the transfer of shares in WEH (as in Item 7), the Company have to offer the newly issued ordinary shares to the Seller of WEH Shares as the payment in kind for the acquisition of WEH's shares




No.	Procedures	Tentative Date
		<p>within 3 months from the date that the shareholders' meeting has a resolution <u>or</u> within 12 months from the date on which the shareholders' meeting has a resolution to approve the offering of shares. In the event that the shareholders have clearly resolved that after the expiration of the 3 months period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.</p> <p>In the event that there is a third party objecting to the transfer of shares from the seller of shares in WEH (under Clause 7), the Company will examine the objection. If the seller of shares in WEH is found to have any problem with the shares to be sold. that may pose a risk that is not</p> <p>Able to transfer and sell shares to the company The Company will not enter into the offering of newly issued ordinary shares to such sellers of WEH shares.</p>
9.	The Company shall register the change of the paid-up capital with the Ministry of Commerce.	Within 14 days from the date of the Company's receipt of payments for the newly issued ordinary shares

Remarks: The schedule is subject to change depending on document preparation and permission from the relevant authorities.

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

Signature: 

(Mr. Sompjitt Chaichanajarak)
Authorized Director of the Company

Signature: 

(Mr. Visanu Thepcharoen)
Authorized Director of the Company

**Information Memorandum of Nusasiri Public Company Limited Re:
an Acquisition of Assets regarding the Acquisition of Shares in Wind Energy Holding Company Limited**

As the Board of Director meeting No. 1/2022 of Nusasiri Public Company Limited (the “**Company**”) which held on January 20, 2022 resolved to propose the Shareholders’ Meeting to consider approving an acquisition of ordinary shares of Wind Energy Holding Company Limited (“**WEH**”) in the amount of not exceeding 8,755,000 shares or representing not exceeding 8.04 percent of the total registered capital and paid-up shares in WEH from each existing minority shareholders of WEH (the “**Seller of WEH Shares**”) with a par value of THB 10 per share at the offering price of THB 405 or totaling of not exceeding THB 3,545,775,000, including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition of shares in WEH (the “**Share Purchase Transaction of WEH**”).

Whereby the Company will pay the consideration of the Share Purchase Transaction of WEH to the Seller of WEH Shares in the amount of THB 3,545,775,000 by the way of the offering of the newly issued ordinary shares of the Company in the amount of not exceeding 3,939,750,000 shares, or representing 32.88 of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of the Share Purchase Transaction of WEH) at a par value of THB 1.00 per share at the offering price of THB 0.90 per share or equivalent to not exceeding THB 3,545,775,000 as payment in kind for the acquisition of shares instead of cash with the share swap ratio of 1 ordinary share of WEH per 450 newly issued ordinary shares of the Company (the “**Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH**”). However, for the sale of the Company's ordinary shares to Seller of WEH Shares, the Company is obliged to withhold the withholding tax under relevant laws. The Company will calculate the amount of withholding tax and will make a share payment in cash which equal to the amount of such tax. The Company will deem such cash as the withholding tax, which will be submitted to the Revenue Department according to the conditions prescribed by law. In this event, the seller will receive the consideration as the Company's shares at the amount calculated after deducting the cash in respect of such withholding tax.

However, if the Seller of WEH Shares confirms to the Company that they intend to acquire the Company's newly issued ordinary shares in full amount prior to the registration of the paid up increase capital to the Sellers of WEH Shares, the Seller of WEH’ Shares is obliged to deliver cash in the amount equal to withholding tax to the Company in order to the Company to submitted to the Revenue Department according to the conditions prescribed by law.

The Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH constitutes a private placement of newly issued ordinary shares, whereby the Shareholders’ Meeting has resolved clearly determine the offering price at THB 0.90 per share, which is lower than 90 percent of the

market price of the Company’s shares, as required by the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the “**Notification No. TorJor. 72/2558**”). In this regard, the “market price” refers to the weighted average price of the Company’s shares listed on the Stock Exchange of Thailand (the “**SET**”) for the past period of not less than 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders’ Meeting of the Company to approve the capital increase and the allocation of newly issued shares, whereby the weighted average price of the Company’s shares calculated for the past 15 consecutive business days during the period from December 28, 2021 to January 19, 2022 is equal to THB 1.41 per share (Source: SETSMART from www.setsmart.com). The Company’s newly issued ordinary shares shall be used as payment in kind for the acquisition of WEH’s shares from the Seller of WEH Shares.

In addition, the Share Purchase Transaction of WEH is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B. E. 2547 (2004) dated October 29, 2004 (as amended) (the “**Notifications on Acquisition and Disposition of Assets**”). Upon the reviewing of the transaction size by various approaches under the Notifications on Acquisition and Disposition of Assets, the maximum value of the transaction is equal to **49.80 percent according to value of securities issued** for the payment of asset method calculated from the reviewed quarterly consolidated financial statements of the Company ended September 30, 2021. The Company has not entered into the acquisition of asset transaction in the past 6 months which has not approved by the shareholders meeting. Therefore, such transaction is therefore classified as a “Class 2 Transaction” under the Notifications on Acquisition and Disposition of Assets, i.e. transaction which has a transaction value exceeding 15 percent but lower than 50 percent. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition and Disposition of Assets, and a circular notice must be sent to shareholders within 21 days of the date of disclosure of the transaction to the SET, whereby the notice must comprising at least as many details as required in List (2) 1, 2, 3, 5 (3), 7 and 8 of the Notifications on Acquisition and Disposition of Assets.

However, the entering into the Share Purchase Transaction of WEH does not classify as a connected transaction by the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (including its amendment), and the Notification of

the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (including its amendment) (the “**Notifications on Connected Transactions**”).

The Company would like to inform the details of the acquisition of assets related to the entering into the Share Purchase Transaction of WEH as follows:

1. Date of the Transaction

In this regard, the Company expects that the entire sale and purchase process will be complete **within 3 months from** the Shareholders' Meeting has approved the the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH, including approval of matters necessary and/or in connection with the transaction.

2. Related Parties and Relationship with the Company

Purchaser : Nusasiri Public Company Limited

Seller : Existing shareholders of WEH which is the minority shareholders of WEH

The Company is in the process of negotiating to enter into a purchase agreement with the seller of shares in WEH. Therefore, the company would like to disclose the name list. and details about the shares of the seller of shares in WEH, who is a private placement who will be allocated the newly issued ordinary shares of the Company as compensation for the purchase of WEH's ordinary shares from the seller of the shares in WEH with the following details:

No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (share)	Proportion of WEH shares sold ⁽¹⁾ (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH ⁽²⁾ (%)
1.	THANA POWER HOLDING CO., LTD	3,729,989	42.60	1,678,495,050	14.88
2.	Mr. Kamthorn Kittisranon	1,014,020	11.58	456,309,000	4.05
3.	DD MART HOLDING CO., LTD	1,010,910	11.55	454,909,500	4.03
4.	Mrs. Ampai Hankraiwilai	350,000	4.00	157,500,000	1.40
5.	Ms. Khongkwan Fujitnirand	154,783	1.77	69,652,350	0.62
6.	Mr. Baworn Rungruengnaowarat	154,751	1.77	69,637,950	0.62
7.	Mr. Phuwasit Chetudomlarp	119,500	1.36	53,775,000	0.48
8.	Mrs. Thanisorn Thamlikitkul	110,000	1.26	49,500,000	0.44
9.	Mr. Narong Jennarongsak	110,000	1.26	49,500,000	0.44
10.	Mr. Suksan Tosong	110,000	1.26	49,500,000	0.44
11.	Mr. Pichit Pichai kamol	70,813	0.81	31,865,850	0.28
12.	Miss Khunying Inon	54,510	0.62	24,529,500	0.22
13.	Mr. Janewit Sombatcharoenwong	52,600	0.60	23,670,000	0.21
14.	Mr. Somsak Kitipraphorn	40,000	0.46	18,000,000	0.16
15.	Mr. Pichai Aramcharoen	35,100	0.40	15,795,000	0.14
16.	Ms. Pranisa Atchariyasriphong	25,000	0.29	11,250,000	0.10
17.	Miss Nongluck Sinsartaka	18,000	0.21	8,100,000	0.07
18.	Mr. Pannarut Wachirasithasak	12,000	0.14	5,400,000	0.05
19.	Ms. Jidapha Praditvanich	10,800	0.12	4,860,000	0.04
20.	Mr. Phawadon Suksamran	5,000	0.06	2,250,000	0.02
21.	Mr. Ruangwet Sae-eng	4,000	0.05	1,800,000	0.02

No.	Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (share)	Proportion of WEH shares sold ⁽¹⁾ (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH ⁽²⁾ (%)
22.	Miss Narumon Suksakulchai	2,000	0.02	900,000	0.01
23.	Mr. Worakarn Chuweera	2,000	0.02	900,000	0.01
	Total	7,195,776	82.19	82.19	28.71

note:

⁽¹⁾ Proportion of WEH shares sold, calculated from the total number of WEH ordinary shares that the Company will purchase.

⁽²⁾ the proportion of the Company's newly issued shares allocated to the sellers of WEH shares, calculated from the total issued and paid-up shares of the Company; After entering into the transaction to purchase ordinary shares of WEH

The Board of Directors has considered and reviewed the information and found that the seller of shares in WEH can really benefit the company. Most WEH sellers have good financial potential. Be an investor and own a business If the seller of shares in WEH becomes a shareholder of the Company The company expects this potential to support its capital in the future, for example, in the event that the company issues and offers additional shares, etc. Most of the sellers of WEH shares are those who have a wide business network. Although the seller of shares in WEH did not send representatives to jointly manage the company in proportion to the investment. But the seller of shares in WEH is knowledgeable enough to advise the Company on the Company's business operations. and have partners who can support the Company's business operations in various fields and can be helpful in introducing partners that are beneficial to the Company's business. stable growth that is beneficial to the business of the Company and its shareholders and to promote the company's business plans in the real estate business and other businesses of the Group In addition, if the Company becomes a shareholder of WEH by purchasing shares from sellers of shares in WEH, the Company will receive dividends from WEH's operating profits. Considering that WEH is a company with good growth prospects, the investment in WEH is beneficial to the company and its shareholders.

Relationship with the Company : The seller and purchaser have no relationship and not the connected person in accordance with the Notification of the Connected Transactions.

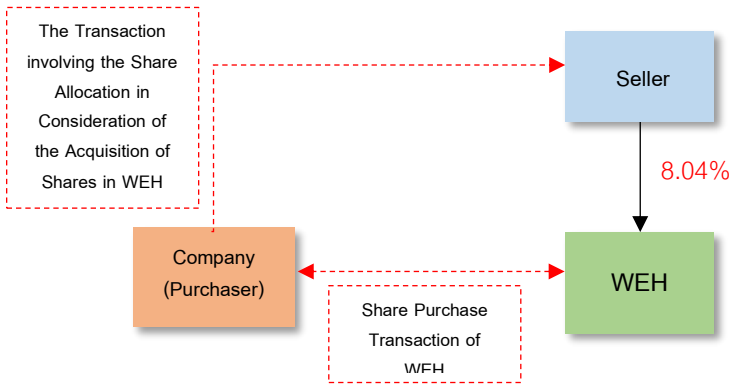
3. General Description of the Transactions and Transaction size

3.1 General Description of the Transactions

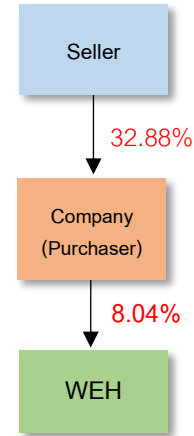
The Company will acquire the ordinary shares of WEH in the amount not exceeding 8,755,000 with a par value of THB 10 per shares or representing not exceeding 8.04 percent of the total ordinary shares in WEH from each existing minority shareholders of WEH (the “**Seller of WEH Shares**”) at the offering price of THB 405 or totaling of not exceeding THB 3,545,775,000 including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition of shares in WEH. Whereby the Company will pay the consideration of the Share Purchase Transaction of WEH to the Seller of WEH Shares in the amount of THB 3,545,775,000 by the way of the offering of the newly issued ordinary shares of the Company in the amount of not exceeding 3,939,750,000 shares or representing 32.88 of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of the Share Purchase Transaction of WEH) at a par value of THB 1.00 per share at the offering price of THB 0.90 per share or equivalent to not exceeding THB 3,545,775,000 as payment in kind for the acquisition of shares instead of cash.

The Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH constitutes a private placement of newly issued ordinary shares, whereby the Shareholders’ Meeting has resolved clearly determine the offering price at THB 0.90 per share, which is lower than 90 percent of the market price of the Company’s shares as required by the Notification No. TorJor. 72/2558. In this regard, the “market price” refers to the weighted average price of the Company’s shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders’ Meeting of the Company to approve the capital increase and the allocation of newly issued shares, whereby the weighted average price of the Company’s shares calculated which the company takes at least 15 working days during the period from December 28, 2021 to January 19, 2022 is equal to THB 1.41 per share (Source: SETSMART from www.setsmart.com). The Company’s newly issued ordinary shares shall be used as payment in kind for the acquisition of WEH’s shares from the Seller of WEH Shares.

Shareholding structure prior the transaction



Shareholding structure after the transaction



3.2 Type and size of asset acquisition transaction

Details of the calculation of the transaction size according to the Notifications on Acquisition and Disposition of Assets are as follows:

Financial Information of the Company and WEH as of September 30, 2021

(Unit: Million Baht)	Company As of September 30, 2021	WEH As of September 30, 2021
Total asset	11,154.84	55,935.80
Intangible assets	53.05	2,390.90
Asset deferred income tax	10.11	19.17
Total liabilities	6,432.82	39,520.84
Minority shareholders' equity	245.56	2,458.01
Net Tangible Assets (NTA)	4,413.30	11,546.89
Net Profit (Loss) (Last 4 Quarters)	(927.38)	5,093.48

Calculation of transaction size

Principle	Formula	Calculation (Million Baht)	Transaction size
1. Value of the Net Tangible Assets (NTA)	$\frac{\text{NTA of acquired assets} \times \text{acquired proportion}}{\text{NTA of the Company}} \times 100$	$\frac{11,546.89 \times 8.04\%}{4,413.30}$	21.05 percent
2. Net operating profits	$\frac{\text{Net profits of acquired assets} \times \text{acquired proportion}}{\text{Net profits of the Company}} \times 100$	This method cannot be calculated because the Company has a loss	
3. Total value of consideration paid or received ^{1/}	$\frac{\text{Total consideration} \times 100}{\text{Total asset of the Company}}$	$\frac{5,555.05}{11,154.84}$	49.80 percent
4. Value of securities issued for the payment of assets	$\frac{\text{Number of newly issued shares to pay for asset} \times 100}{\text{Number of issued shares and paid up of the Company}}$	$\frac{3,939.75}{8,041.08}$	49.00 percent

Remark^{1/} In case the consideration is listed securities, shall compare the market price of a securities or NTA by choosing a higher value in the market price calculation which calculated from the weighted average price of the Company's shares in the SET of not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the Board of Directors' meeting resolved to propose the agenda to the shareholders' meeting of the Company for an approval of the capital increase and the allocation of newly issued shares, where the weighted average price of the Company's shares calculated **which the company takes at least 15 working days** between 28 December 2021 to 19 January 2022 equal to THB 1.41 per share (data from SETSMART at www.setsmart.com)

The maximum value of the Share Purchase Transaction of WEH is equal to **49.80 percent** according to **value of securities issued** for the payment of asset method calculated from the reviewed quarterly consolidated financial statements of the Company ended September 30, 2021. The Company has not entered into the acquisition of asset transaction in the past 6 months which has not approved by the shareholders meeting. Therefore, such transaction is therefore classified as a "Class 2 Transaction" under the Notifications on Acquisition and Disposition of Assets, i.e. transaction which has a transaction value exceeding 15 percent but

lower than 50 percent. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition and Disposition of Assets, and a circular notice must be sent to shareholders within 21 days of the date of disclosure of the transaction to the SET, whereby the notice must comprising at least as many details as required in List (2) 1, 2, 3, 5 (3), 7 and 8 of the Notifications on Acquisition and Disposition of Assets.

4. Details of acquired assets

The general information of WEH are summarized as follows:

(1) General Information

Company's name	Wind Energy Holding Company Limited
Business type	manufacturing and distributing electricity from renewable energy
Address	No. 87/1 Capital Tower Building, 25 Floor, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok, 10330
Corporate registered number	0105552008501
Company's registered date	January 27, 2009
Registered capital	THB 1,088,373,000
Paid up capital	THB 1,088,373,000

(2) List of the first 10 shareholders as of October 26, 2021

No.	Name	Number of shares	Percentage
1.	Golden Music Company Limited	41,216,398	37.87
2.	Thana Power One Company Limited	29,008,091	26.65
3.	Mr. Pradej kitti-itsaranon	12,854,890	11.81
4.	Demco Public Company Limited	4,210,526	3.87
5.	AQ Estate Public Company Limited	2,146,368	1.97
6.	Citi Bank N.A.	1,411,999	1.30

No.	Name	Number of shares	Percentage
7.	Column Investment Company Limited	1,360,467	1.25
8.	Keleston holding Company Limited	1,360,467	1.25
9.	ALKBS Company Limited	1,360,467	1.25
10.	DD Mart Holdings Company Limited	1,010,910	0.93

Details of WEH shareholders who are legal entity

1) Golden Music Limited is a legal entity incorporated in the Hong Kong Special Administrative Region. Operate the business of investing in other companies (Holding Company) with Khunying Korkaew Bunyachinda being the total shareholder in Golden Music Limited. Khunying Korkaew Bunyachinda, Golden Music Limited Group has been sued as defendants in many cases arguing about ownership of the shares held by the Golden Music Limited Group in the Company. may change ownership of shares held by Golden Music Limited in the future. The said shareholding information was disclosed to WEH as of 7 June 2020, which WEH's management informed that currently still no data changes.

2) Thana Power One Company Limited

Name	:	Thana Power One Company Limited
Date of incorporation	:	30 July 2565
Business Type	:	Operate business by holding shares in other companies (Holding Company) that operate the business of electricity generation and distribution and other businesses
Address	:	13/1-2 Soi Wat Thewa Sunthon, Ladyao Subdistrict, Chatuchak District, Bangkok 10900
	:	290,080,910 Baht

Registered capital as of February 9, 2022	:	290,080,910 Baht		
Shareholders as of February 9, 2022	:	List of shareholders		
			Number (Shares)	Percentage of total shares
		(1) Ms. Nantida Kittisaranon	8,243,046	28.4164
		(2) Ms. Janejira Kittisaranon	8,243,046	28.416
		(3) Mr. Kamthorn Kittisaranon	8,157,885	28.1228
		(4) Mr. Pairote Sirirat	992,791	3.4225
		(5) Ms. Jaruwan Wongma	699,999	2.4131
Board of Directors	:	1. Ms. Nantida Kitti Isaranon 2. Mr. Kamthorn Kittisaranon		
Director's power	:	One director signing and seal the company's seal		

3) Demco Public Company Limited

Name	:	Demco Public Company Limited
Date of incorporation	:	26 May 1976
Business Type	:	Energy and Utilities
Address	:	59 Village No. 1, Suan Phrik Subdistrict, Mueang District, Pathum Thani
Registered capital as of February 9, 2022	:	822,683,573 Baht
Paid-up Registered capital as of	:	730,344,251 Baht

February 9, 2022																						
Major Shareholders as of February 9, 2022	:	<table border="1"> <thead> <tr> <th data-bbox="636 325 1044 407">List of shareholder</th> <th data-bbox="1044 325 1252 407">Number (shares)</th> <th data-bbox="1252 325 1411 407">Percentage of total shares</th> </tr> </thead> <tbody> <tr> <td data-bbox="636 407 1044 457">(1) Mrs. Prapee Puipanthawong</td> <td data-bbox="1044 407 1252 457">110,423,966</td> <td data-bbox="1252 407 1411 457">15.1200</td> </tr> <tr> <td data-bbox="636 457 1044 508">(2) Thai NVDR Company Limited</td> <td data-bbox="1044 457 1252 508">67,881,119</td> <td data-bbox="1252 457 1411 508">9.2900</td> </tr> <tr> <td data-bbox="636 508 1044 558">(3) Mr. Sirisak Sonsophon</td> <td data-bbox="1044 508 1252 558">66,179,700</td> <td data-bbox="1252 508 1411 558">9.0600</td> </tr> <tr> <td data-bbox="636 558 1044 609">(4) Mr. Sawas Puipanthawong</td> <td data-bbox="1044 558 1252 609">33,213,288</td> <td data-bbox="1252 558 1411 609">4.5500</td> </tr> <tr> <td data-bbox="636 609 1044 659">(5) Mr. Anan Tantijaratcheep</td> <td data-bbox="1044 609 1252 659">20,597,500</td> <td data-bbox="1252 609 1411 659">2.8200</td> </tr> </tbody> </table>	List of shareholder	Number (shares)	Percentage of total shares	(1) Mrs. Prapee Puipanthawong	110,423,966	15.1200	(2) Thai NVDR Company Limited	67,881,119	9.2900	(3) Mr. Sirisak Sonsophon	66,179,700	9.0600	(4) Mr. Sawas Puipanthawong	33,213,288	4.5500	(5) Mr. Anan Tantijaratcheep	20,597,500	2.8200		
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Board of Directors	:	<ol style="list-style-type: none"> 1. Mrs. Prapee Puipanthawong 2. Mr. Pongsak Sirikupt 3. Mr. Paitoon Kamchai 4. Mr. Sanguan Tangdechahiran 5. Mr. Oran Puipantawong 6. Mr. Naris Srinuan 7. Mr. Prin Phonnitwat 8. Mr. Sermsak Jarumanas 9. Mr. Pan Kasemsap 10. Mr. Pramote Insawang 11. Mr. Chaiwat Lertwanarin 																				
Director's power	:	<p>Mrs. Prapee Puipanthawong, Mr. Sanguan Tangdechahiran, Mr. Pongsak Sirikupt, Mr. Paitoon Kamchai, two of these four directors jointly sign and affix the Company's seal or Mr. Sanguan Tangdechahiran, Mr. Pongsak Sirikupt, Mr. Paitoon Kamchai, Mr. Oran Puipanthawong, two of these four directors jointly sign and affix the Company's seal.</p>																				

4) AQ Estate Public Company Limited

Name	:	AQ Estate Public Company Limited																				
Date of incorporation	:	14 June 1993																				
Business Type	:	Real estate development																				
Address	:	102 Rimklong Bangkapi Road, Bangkapi Subdistrict, Huai Khwang District, Bangkok																				
Registered capital as of February 9, 2022	:	85,324,811,444 Baht																				
Paid-up Registered capital as of February 9, 2022	:	85,324,811,444 Baht																				
Major Shareholders as of February 9, 2022	:	<table border="1"> <thead> <tr> <th>List of shareholders</th> <th>Number (shared)</th> <th>Percentage of total shares</th> </tr> </thead> <tbody> <tr> <td>(1) UOB KAY HIAN PRIVATE LIMITED</td> <td>16,513,367,000</td> <td>19.3500</td> </tr> <tr> <td>(2) Mr. Krit Srichawala</td> <td>6,000,000,000</td> <td>7.0300</td> </tr> <tr> <td>(3) Mr. Kong Ek Suwit Pipatwilaikul</td> <td>3,900,000,000</td> <td>4.5700</td> </tr> <tr> <td>(4) Mrs. Panlapa Phiphatwilaikul</td> <td>3,815,868,100</td> <td>4.4700</td> </tr> <tr> <td>(5) Ms. Kamataya Sornwaneeyarak</td> <td>3,578,950,000</td> <td>4.1900</td> </tr> </tbody> </table>			List of shareholders	Number (shared)	Percentage of total shares	(1) UOB KAY HIAN PRIVATE LIMITED	16,513,367,000	19.3500	(2) Mr. Krit Srichawala	6,000,000,000	7.0300	(3) Mr. Kong Ek Suwit Pipatwilaikul	3,900,000,000	4.5700	(4) Mrs. Panlapa Phiphatwilaikul	3,815,868,100	4.4700	(5) Ms. Kamataya Sornwaneeyarak	3,578,950,000	4.1900
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(5) Ms. Kamataya Sornwaneeyarak	3,578,950,000	4.1900																				
Board of Directors	:	<ol style="list-style-type: none"> 1. Mr. Auychai Kunthipmontri 2. Mr. Michael Alexander William Fernandez 3. Mr. Chamnan Wangtan 4. Mr. Worawut Lailuamthaweekul 5. Mr. A Sachdev 6. Mr. Ekachai Tiwutanon 7. Mr. Supachai Sathitwimol 																				

Director's power	: Mr. Chamnan Wangtan or Mr. Worawut Lailuamthaweekul or Mr. Michael Alexander-William Fernandez, two of these three directors jointly sign and affix the Company's seal.
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- 5) Citibank N.A. as a custodian of Citibank Nominins Singapore Private Limited - Thai Focus Equity Fund Limited is a juristic person registered in the United States operate a financial institution business The said company has no relationship with the WEH group in any way.
- 6) Column Investments Limited is a legal entity incorporated in the British Virgin Islands. operates investment business in other companies (Holding Company) with Mrs. Emma Lewis Collins who are the executives and directors of the Company and subsidiary is a wholly owned shareholder of Column Investments Limited Company Limited. WEH as of September 30, 2020, which WEH management informed that at present there is no change in information.
- 7) Keleston Holding Limited is a legal entity incorporated in the British Virgin Islands. operates investment business in other companies (Holding Company) with Mr. Than Literature Medal and the Company's management and its subsidiaries are all shareholders of Keleston Holding Limited Company Limited. Keleston Holding Limited has disclosed to WEH as of the date of such shareholding. 30 September 2020, which WEH's management informed that at present there is no change in information.
- 8) ALKBS Company Limited is a legal entity incorporated in the United States. Operate the business of investing in other companies (Holding Company) with Mr. Aman Lakani who is the Company's executive. and is a director of a subsidiary is a wholly owned shareholder of ALKBS Company Limited. The aforementioned shareholding information, ALKBS Company Limited has been disclosed to WEH as of September 30, 2020. No changes have been made to the information.

9) DD Mart Holding CO., LTD

Name	: DD Mart Holding CO., LTD
Date of incorporation	: 23 April 1999
Business Type	: Execute investments in companies both domestically and internationally
Address	: 13/1-2 Soi Wat Thewa Sunthon, Ladyao, Chatuchak District, Bangkok

Registered capital as of February 9, 2022	:	1,440,000,000 Baht																																	
Paid-up capital as of February 9, 2022	:	1,440,000,000 Baht																																	
Top 10 major shareholders as of February 9, 2022	:	<table border="1"> <thead> <tr> <th>List of major shareholders</th> <th>Number (shares)</th> <th>Percentage of total shares</th> </tr> </thead> <tbody> <tr> <td>(1) Mr.Kamthorn Kitiisaranon</td> <td>42,566,251</td> <td>29.5599</td> </tr> <tr> <td>(2) Miss Nunthida Kitiisaranon</td> <td>37,066,251</td> <td>25.7405</td> </tr> <tr> <td>(3) Miss Janejira Kitiisaranon</td> <td>37,066,251</td> <td>25.7405</td> </tr> <tr> <td>(4) Mr. Pairoch Sirirat</td> <td>7,706,000</td> <td>5.3514</td> </tr> <tr> <td>(5) Miss Thanapa Kitiisaranon</td> <td>5,288,010</td> <td>3.6722</td> </tr> <tr> <td>(6) Master Pawee Chetudomlarp</td> <td>5,029,380</td> <td>3.4926</td> </tr> <tr> <td>(7) KPN Energy (Thailand) Co.,Ltd</td> <td>4,000,000</td> <td>2.7778</td> </tr> <tr> <td>(8) Miss Thunyarot Siriroththanadol</td> <td>657,380</td> <td>0.4565</td> </tr> <tr> <td>(9) Mr. Eng Mai Lek Aree</td> <td>556,969</td> <td>0.3868</td> </tr> <tr> <td>(10) Miss Chernisa Chetudomlarp</td> <td>500,000</td> <td>0.3472</td> </tr> </tbody> </table>	List of major shareholders	Number (shares)	Percentage of total shares	(1) Mr.Kamthorn Kitiisaranon	42,566,251	29.5599	(2) Miss Nunthida Kitiisaranon	37,066,251	25.7405	(3) Miss Janejira Kitiisaranon	37,066,251	25.7405	(4) Mr. Pairoch Sirirat	7,706,000	5.3514	(5) Miss Thanapa Kitiisaranon	5,288,010	3.6722	(6) Master Pawee Chetudomlarp	5,029,380	3.4926	(7) KPN Energy (Thailand) Co.,Ltd	4,000,000	2.7778	(8) Miss Thunyarot Siriroththanadol	657,380	0.4565	(9) Mr. Eng Mai Lek Aree	556,969	0.3868	(10) Miss Chernisa Chetudomlarp	500,000	0.3472
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Board of Directors	:	<ol style="list-style-type: none"> Miss Janejira Kitiisaranon Miss Miss Nunthida Kitiisaranon Mr. Phuwasit Chetudomlarp 																																	
Director's power	:	Ms. Janejira Kitti Isaranon Miss Nantida Kitti Isaranon, Mr. Phuwasit Chet-udomlarp, two of these three jointly sign and affix the company's seal.																																	

The shareholder of WEH No. 1, No. 4 - 9 has not nominated any person to be the director and/or management of WEH and has no involvement in the management of WEH in any way.

List of the Board of Director as of January 20, 2022 are as follows:

- Mr. Pradej Kitti-Itsaranon
- Mr. Noppol Milinhangoon
- Mr. Kamthon Kitti-Itsaranont

4. Miss Nanthida Kitti-itsaranon
5. Miss Anicha Asira-ano
6. Mr. Amnuaichai Suwansuntorn
7. Mr. Natphasin Chet-Udomlap
8. Mr. Chatchai Payuhanaveechai
9. Mr. Namchai Lowattanatakul
10. Mr. Narong Jennarongsak

(3) Business operation

WEH operates the business of production and distribution of electricity from renewable energy including solar energy, hydroelectric power, biomass energy and geothermal energy. WEH holds shares in 8 companies who operate wind power projects in Thailand that have been commercial; operation, with a total installed capacity of 717 megawatts.

WEH's wind power plant projects have a power purchase agreement with the Electricity Generating Authority of Thailand with an initial contract term of 5 years and can be renewed for another 5 years each time. Other than the base tariff specified in the power purchase agreement, all WEH's wind power projects are supported by an adder at the rate of 3.50 baht per unit for a period of 10 years from the commercial operation date (COD).

WEH has 8 subsidiaries, which operates the business of production of electricity as follows:

- 1) First Korat Wind Company Limited (“**FKW**”) which WEH holds 60 percent of total shares of FKW;
- 2) K. R. Two Company Limited (“**KR2**”) which WEH holds 60 percent of total shares of KR2;
- 3) Watabak Wind Company Limited (“**WTB**”) which WEH holds 75 percent of total shares of WTB;
- 4) Tropical Wind Company Limited (“**T2**”) which WEH holds 100 percent of total shares of T2;
- 5) K.R.S. Three Company Limited (“**T3**”) which WEH holds 100 percent of total shares of T3;
- 6) Thepharak Wind Company Limited (“**T1**”) which WEH holds 100 percent of total shares of T1;
- 7) Krissana Wind Power Company Limited (“**NKS**”) which WEH holds 100 percent of total shares of NKS; and
- 8) K.R. One Company Limited (“**T4**”) which WEH holds 100 percent of total shares of T4.

The details of wind power projects are as follows:

Initial	Company	Installed power capacity (MW)	Shareholding	Commercial Opening Date	The end of the period of incremental support in the purchase price of electricity (Adder)	The end of the period of lease	The period of power purchase agreement
FKW	rst Korat Wind Co., L	103.5	60%/76% ¹	14-Nov-12	23-Jan-22	29-Jul-35	The contract period starts at 5 years and can be renewed for another 5 years each time.
KR2	K. R. Two Co., Ltd	103.5	60%/76% ¹	08-Feb-13	08-Feb-23	29-Jul-35	
WTB	Natabak Wind Co., Ltd	60	75%	24-Dec-16	24-Dec-26	23-Oct-40	However, at the end of the adder support period, the average electricity tariff will be reduced from approximately 6.2 baht/unit to 2.7 baht/unit.
T2	Tropical Wind Co., Ltd	90	100%	28-Sep-18	28-Sep-28	19-Sep-40	
T3	K.R.S. Three Co., Ltd	90	100%	28-Sep-18	28-Sep-28	19-Sep-40	
T1	hepharak Wind Co., Ltd	90	100%	27-Nov-18	27-Nov-28	05-Sep-40	
NKS	sana Wind Power Co.,	90	100%	28-Dec-18	28-Dec-28	29-Sep-40	
T4	K.R.S. One Co., Ltd	90	100%	16-Mar-19	16-Mar-29	19-Aug-42	

Note : ^{1/} WEH directly and indirectly owns 60 percent of FKW and KR2. However, as requirements in the shareholder agreement, WEH will receive an additional 16 percent dividend.

The subsidiaries of WEH operates manufacturing and distributing electricity from renewable energy with a total installed capacity of 717 megawatts.

(4) Financial Information of WEH ended December 31, 2020

Statement of financial position (unit : THB Million)	Ended on		
	December 31, 2018	December 31, 2019	December 31, 2020
Cash and cash equivalent items	2,105.9	3,131.0	3,929.5
Net trade accounts receivable	1,438.8	2,744.4	3,006.4
Current assets	4,467.6	6,202.8	7,082.7
Non-current assets	45,889.1	45,360.5	47,291.6
Total assets	50,356.7	51,563.3	54,374.4
Current liabilities	31,181.4	28,100.1	29,673.9
Total liabilities	42,093.9	38,268.0	39,874.0
Retained earnings	1,319.02	6,756.15	9,433.49
Equity	8,262.8	13,295.3	14,500.4
Total Liabilities and Equity	50,356.7	51,563.3	3,929.5

Profit and loss Statement (Unit : THB Million)	Ended on		
	December 31, 2018	December 31, 2019	December 31, 2020
Income from sale	4,216.4	11,851.8	9,887.4
Other income	58.6	206.8	85.1
Total income	4,275.0	12,058.6	9,972.5
Cost of sales	(1,471.0)	(3,071.2)	(3,125.8)
Selling and Service Expenses	(603.6)	(969.9)	(552.6)
Total expenses	(2,074.6)	(4,041.1)	(3,678.4)
Interest expense	(711.3)	(2,091.3)	(2,124.3)
Income tax	(7.3)	(37.8)	0.6
Net profit	1,494.7	5,888.2	4,169.3

5. Total Value of Consideration Criteria Used to Determine Value

The consideration value for the Share Purchase Transaction of WEH which the Company have to pay to Seller of WEH Shares is of not exceeding THB 3,545,775,000 for the acquisition of shares in the amount of 8.04 percent of the total registered capital of WEH, which is the value agreed by the Company and the Seller of WEH Shares by reference to the valuation of the ordinary share of WEH by Jay Capital Advisory Limited who is financial advisor approved by the Office of the Securities and Exchange Commission (the “SEC Office”) referenced to the method of combining the value of each business (Sum of The Parts), which is the most suitable method and reflects the most profitable and generating future cash flows from WEH's business operations. The fair valuation of WEH's shareholders' equity as at December 31, 2021 is 370.2 – 445.0 baht per share, a base case price of 407.6 baht per share. Therefore, it is deemed that a fair price of WEH shares trading at 405 baht per share is reasonable.

Independent Financial Advisor Assessment Principles by Sum of the Parts (SOTP) method, WEH's net asset value is determined by considering the future cash flow generation capability of a total of 8 wind power projects with a total installed capacity of 717. MW are FKW, KR2, WTB, T2, T3, T1, NKS and T4, including administrative expenses incurred at WEH (Holding Company) by discounting free cash flow to the firm that WEH expects to receive from. Preparation of advisor's financial projections with an appropriate Weighted Average Cost of Capital (WACC) and add that value to cash and cash equivalents and current investments and less interest-bearing debt and other improvements to reflect the value of the shareholders' equity and combined with a value of other assets that are not used in the main business as follows:

Project	FKW	KR2	WTB	T2	T3	T1	NKS	T4	รวม
Net currently value of shareholders' equity	3,464.9	2,439.9	3,788.3	9,164.8	8,568.2	8,978.3	7,886.4	6,416.5	50,707.3
shareholding	76%	76%	75%	100%	100%	100%	100%	100%	
Value of capital investment in proportion to WEH's shareholding	2,633.3	1,854.3	2,841.2	9,164.8	8,568.2	8,978.3	7,886.4	6,416.5	48,343.1

Lists	Value (Million Baht)
Total investment value in wind power plant project	48,343.1
2 <u>Less</u> Net currently value of common expenses (Holding company)	(2,302.8)
3 <u>Add</u> Investments in other subsidiaries and other joint ventures	152.3
<u>Add</u> Other investments	150.0
Total business value of WEH	46,342.6
<u>Add</u> Cash and cash equivalents	1,217.50
<u>Less</u> interest-bearing debt	(390.00)
<u>Less</u> Accrued dividends	(737.80)
<u>Less</u> Dividend paid within 31 Dec. 2020	(2,068.10)
WEH's Equity Value	44,364.2
Number of shares (shares)	108,837,300.0
Value of WEH's ordinary shares (Baht/Share)	407.6

However, WEH has risks related to legal disputes previously disclosed to the SEC, including:

- In 2019, WEH was indicted as a co-defendant as a result of a former director being charged with a criminal charge. for the offense of forgery and using forged documents This includes the Company's share purchase agreement. If the court orders WEH to indemnify, the sole compensation shall be in the amount of 1,200 million baht according to the plaintiff. The Company has been notified by WEH's management that the current case status, the court has scheduled an appointment to take the plaintiff's witness on February 22, 2022.
- In 2019, WTB, a subsidiary of WEH, was sued to suspend wind power business and demolish wind towers from the area, as well as request WTB and other defendants to compensate residents for suffering or damage. At present, the case is in the process of filing an additional testimony by the defendant, The Company has been notified by WEH's management that the current state of the case has been faced by the court in the dispute between 29 and 30 January 2022. WTB is currently awaiting the outcome of the court and expert witnesses. and WEH and WTB are of the opinion that WTB has the right to continue operating the electricity

generating business. If the court orders that WTB must stop operating its business As a result, WEH Group will no longer recognize revenue from WTB.

The Board of Directors has considered Taking into account the worst possible impact of the court's loss of WEH in both cases, WEH is obliged to indemnify the entire amount and WTB must cease its operations. The effect on the fair value of WEH shareholders' equity decreased by 25.7 baht per share, which the Board of Directors deems within acceptable criteria The fair value, which IFA estimates is the highest at 445.0 baht per share. Therefore, although WEH was the worst hit from the loss of both cases, The maximum fair value of WEH will remain at Bt419.3 per share, which is still above the trading value of Bt405 per share. However, WEH's management and legal counsel in the said case were of the view that WEH could be ordered by the court to pay in full at the request of the plaintiff. And losing the case until WTB has to stop the business is very unlikely.

6. Expected benefits to the Company

- (1) If the Company becomes a shareholder of WEH by purchasing shares from the Seller of WEH Shares, the Company will receive dividends from profit of WEH's operating is beneficial to the Company and its shareholders.
- (2) The Company foresees growth opportunities in the renewable energy business and feasibility study of such business. If WEH has better growth prospects, this could lead to further investments in WEH in the future.
- (3) The company does not have to rely on the Company's cash flow or its working capital, and does not need to seek the source of fund for investing in WEH ordinary shares as the Company will issue and allocate newly issued ordinary shares of the Company in the amount of not exceeding 3,939,750,000 shares at a par value of THB 1.00 per share at the offering price of THB 0.90 per share, or equivalent to not exceeding THB 3,545,775,000 by the way of Private Placement as payment in kind for the acquisition of shares of WEH instead of cash to the Seller of WEH Shares. Therefore, this is the investment management of the Company which will not affect the working capital of the Company, and does not create a burden for the Company to borrow money from financial institutions or any other person.
- (4) The Company will be able to recognize the profit from its investment in WEH in proportion of shares held in WEH as WEH projects are the commercial operating (COD) wind power projects, as a result it is growing the Company's profit base. Although in the future WEH has changed its shareholding and management structure. The Company believes that it will not affect WEH's business in any way as WEH has contracts with the government sector ("EGAT"), with 5 year

power purchase agreements and renewal every 5 years. In the past, EGAT has never refused, amended or imposed additional conditions related to the renewal of the power purchase agreement with the WEH Group. Make income and profits come in regularly, not less than 20 years.

- (5) The business operations can be continuing continuously as the seller of WEH shares does not send a representative or any director entering the Company. Therefore, the existing directors and the management team can determine the business direction continuously.

However, the Company considers considerations for entering into the transaction since WEH shares are settled by the Company's newly issued shares; it creates a dilution effect on the existing shareholders. However, when compared to the financial liquidity for continuing business operation in the future business and returns to shareholders, the Company considers this operation deems appropriate.

7. Source of Funds / Financial plan of the proceeds from the sale

In entering this transaction, the Company will pay the consideration of the Share Purchase Transaction of WEH to the Seller of WEH shares in the amount of not exceeding THB 3,545,775,000 by the newly issued shares of the Company in the amount of not exceeding 3,939,750,000 shares or representing 32.88 of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of Share Purchase Transaction of WEH) at a par value of THB 1.00 per share at the offering price of THB 0.90 per share or equivalent to not exceeding THB 3,545,775,000 as payment in kind for the acquisition of shares instead of cash. by share swap at 1 ordinary share of WEH to 450 newly issued ordinary shares of the Company.

8. Conditions in entering the transaction

The Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH shall proceed only after the conditions precedent as specified in the shares purchase agreement between the Company and the Seller of WEH Shares (the “**Shares Purchase Agreement**”), including other arrangements, contracts and documents relating to such transactions, have been fulfilled. The significant conditions precedent is summarized below.

- (1) The Company is satisfied with the due diligence with respect to the s Seller of WEH shares’ ownership of the WEH shares.

- (2) The Shareholders' Meeting of the Company shall have resolved to approve the allocation of shares as payment in kind for the acquisition of WEH's shares, including approval on various matters necessary for and/or in connection with such transactions;
- (3) There is no third party objection to Ownership of the seller's share in WEH shares within 2 weeks from the date on which the Seller of WEH Shares publishes in the local newspaper where WEH is located and/or other channels as specified by the Company in order to notify the transaction and give the right to object to the transfer of their shares to the Company.
- (4) as of the date of acquisition of WEH's shares, there shall be no event or action having occurred or caused to occur or reasonably believed to be likely to occur, which may give rise to any material and adverse impact on WEH or jeopardize the execution of the Share Purchase Transaction of WEH and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in WEH or no event which may effect to the ownership of WEH's shares of the Seller of WEH shares; and
- (5) The SEC Office shall have approved the private placement of the newly issued ordinary shares to the Seller of WEH Shares by way of private placement.

9. Opinion of the Board of Directors on entering into the transaction

The Board of Directors meeting (no directors with conflict of interest attended the meeting), resolved to approve this transaction as it was considered that the Share Purchase Transaction of WEH from the Sellers of WEH shares by payment of such WEH shares with the Company's newly issued ordinary shares is more appropriate than cash payments because at present the Company has accumulated loss and the payment of compensation with the Company's shares will prevent the Company from using working capital or borrowing money from financial institutions which may affect the Company's financial liquidity. In addition, WEH is the first company that is a leader in the wind power industry in Thailand by accounts for more than 42 percent of the wind power generation quotas in Thailand and has already generated 1.8 gigawatts (GW) of wind power in the system. In the past 3 years (2019 - 2021), WEH has a net profit of approximately 4,000 - 5,000 million baht per year, and in 2019 - 2020 it used to pay dividends to shareholders, an average of 41 baht per share and from Financial Projections of WEH Projects If the Company issues and allocates not more than 3,939,750,000 ordinary shares of the Company with a par value of 1.00 baht per share at an offering

price of 0.90 baht per share, totaling 3,545,775,000 baht to a specific person (Private Placement) as compensation for the shareholders of WEH, the Company will acquire WEH's shares in the proportion of 8.04% of WEH's paid-up shares. (IRR) from investment from 2011 – 2042 (end of the project) equal to 14.42%. There is a continuous growth trend. This will enable the Company to receive dividends from the profit WEH receives from its business operations and benefit the Company and its shareholders in long term without sending any representative to be a director and/or an executive of the Company which enabling the Company able to manage to continuously.

Therefore, the Board of Directors opined that entering into the Share Purchase Transaction of WEH and paying the consideration by the Company's newly issued ordinary shares deems appropriate and to maximize the benefit of the Company and its shareholders. Moreover, the value of entering into such transaction is reasonable and worthwhile for the business. Therefore, the Board of Directors resolved to propose to the shareholders' meeting to consider and approve the agenda related to entering into the transaction of allocation of newly issued ordinary shares to the Seller of shares in WEH by the way of Private Placement in order to pay the WEH share payment.

In addition, the Board of Directors opined that the Company's newly issued ordinary shares not exceeding 3,939,750,000 shares which are the consideration in purchasing of WEH's shares to the Sellers of WEH Shares, with the offering price of THB 0.90 per share, representing a value of THB 3,545,775,000 by the offering price of the Company's shares is the price arising from the negotiation between the Company and the Seller of WEH shares based on the valuation of WEH's ordinary shares by Jay Capital Advisory Company Limited, who is financial advisor approved by the SEC Office by using the Sum of the Part (SOTP) method, which is the most reflecting the profitability and generating future cash flows from WEH's business operations. Although the offering price is less than 90 percent of the market price of the Company's shares. by offering shares at the price of 0.90 baht per share, which is lower than 90 percent of the market price (the market price is 1.41 baht per share) in exchange for WEH's ordinary shares; the price is right This is because the offering price is much higher than the book value of the company according to the financial statements as of September 30, 2021, equal to 0.59 baht per share.

And, when compared to the benefits that the Company will receive from being a shareholder of WEH, such offering price is deemed appropriate and reasonable.

In addition, most WEH sellers are those with extensive business networks. Although the seller of shares in WEH did not send representatives to jointly manage the company in proportion to the investment. But the seller of shares in WEH is knowledgeable enough to advise the Company on the Company's business operations. and has alliances that can support the business operations of the company, as well as being able to assist in

introducing partners that are beneficial to the company's business, such as Thana Power Holding Company Limited and DD Mart Company Holding Co., Ltd. that operates both domestic and international investment business. will help support Company in terms of supplying trade alliances in the business that the Group operates. and providing funding sources in various forms to make the company more accessible to the source of funds, etc.

10. The opinion of the audit committee and/or directors that are different from the opinions of the Board of Directors

The audit committee opined in the line with the Board of Director of the Company.

In this regard, the Company will apply to the SET for approval to list the newly issued ordinary shares as listed securities in exchange for the acquisition of assets described in this information memorandum.

This report is prepared with the purpose to disclose the information memorandum of the acquisition of assets of the Company only, without the purpose to invite or offer in order to have the acquisition or the subscription of the Company's shares.

The Company hereby certify that information memorandum in this report is accurate and complete in all respects. Please be informed accordingly,

Yours sincerely,



(Mr. Sompijit Chaichanajarak)
Director and Company's Secretary

**Information memorandum regarding the offering and allocation of the newly issued shares of
Nusasiri Public Company Limited by the way of Private Placement**

The Board of Directors' Meeting No. 1/2022 of Nusasiri Public Company Limited (the “**Company**”), which was held on January 20, 2022, resolved to propose the Shareholders' Meeting to consider and approve an increase of the Company's registered capital by THB 4,265,132,134 from the existing registered capital of THB 10,451,353,263 to be THB 14,716,485,397 by issuing the newly issued ordinary shares in the amount of 4,265,132,134 shares at a par value of THB 1.00 per share to accommodate (1) the allocation of newly issued ordinary shares by the way of private placement to the existing minority shareholders of Wind Energy Holding Company Limited (“**WEH**”) (the “**Seller of WEH Shares**”) in the amount of 3,939,750,000 shares as payment in kind for the acquisition of WEH's shares instead of cash from the Seller of WEH Shares; (2) the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage in the amount of 257,883,047 shares; and (3) the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC) in the amount of 67,499,087 shares.

The allocation of newly issued ordinary shares of the Company to the Seller of WEH Shares in the amount of 3,939,750,000 shares at the offering price of THB 0.90 per share or equivalent to not exceeding THB 3,545,775,000 as payment in kind for the acquisition of WEH's shares instead of cash from the Seller of WEH Shares, whereas, the Seller of WEH Shares shall pay the purchase price with 8,755,000 shares of WEH at a par value of THB 10 per share or representing 8.04 percent of all issued and paid-up shares of WEH (based on all issued and paid-up shares of the Company after the execution of the transaction of acquisition of WEH's ordinary shares) instead of cash payment (the “**Share Purchase Transaction of WEH**”). In this regard, the allocation of such newly issued ordinary shares is regard as the issuance and offering by the way of private placement.

Therefore, the Company prepared the information regarding the allocation of the newly issued shares to the private placement investors, which is important to the decision of the shareholders, with the following details:

1. **Details of the Offering and Allocation of Newly Issued Ordinary Shares**
 - 1.1 **Offering and Allocation Newly Issued Ordinary Shares by way of Private Placement, Determination of the Offering Price and Suitability of Offering Price**

The Board of Directors' Meeting No. 1/2022 of the Company has resolved to approve the increase of the Company's registered capital by THB 4,265,132,134 from the existing registered capital (after the reduction of registered capital) of THB 10,451,353,263 to be THB 14,716,485,397 by issuing the newly issued ordinary shares in the amount of 4,265,132,134 shares at a par value of THB 1.00 per share and allocate newly issued ordinary shares of not exceeding 3,939,750,000 shares with a par value of THB 1.00 per share by the way of private placement to the Seller of WEH Shares at the offering price of 0.90 per share, which the total amount shall not exceed THB 3,545,775,000.

In this regard, the Company is in the process of negotiating to enter into a purchase agreement with the seller of shares in WEH. Therefore, the company would like to disclose the name list, and details about the shares of the seller of shares in WEH, who is a private placement who will be allocated the newly issued ordinary shares of the Company as compensation for the purchase of WEH's ordinary shares from the seller of the shares in WEH with the following details:

Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (share)	Proportion of WEH shares sold (1) (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH (2)(%)
THANA POWER HOLDING CO., LTD	3,729,989	42.60	1,678,495,050	14.88
Mr. Kamthorn Kittisranon	1,014,020	11.58	456,309,000	4.05
DD MART HOLDING CO., LTD	1,010,910	11.55	454,909,500	4.03
Mrs. Ampai Hankraiwilai	350,000	4.00	157,500,000	1.40
Ms. Khongkwan Fujitnirand	154,783	1.77	69,652,350	0.62
Mr. Baworn Rungruengnaowarat	154,751	1.77	69,637,950	0.62
Mr. Phuwasit Chetudomlap	119,500	1.36	53,775,000	0.48
Mrs. Thanisorn Thamlikitkul	110,000	1.26	49,500,000	0.44
Mr. Narong Jennarongsak	110,000	1.26	49,500,000	0.44
Mr. Suksan Tosong	110,000	1.26	49,500,000	0.44
Mr. Phichit Phichaikamol	70,813	0.81	31,865,850	0.28
Miss Khunying Inon	54,510	0.62	24,529,500	0.22

Name of seller of stock in WEH which is a person in a limited circle that has been allocated ordinary shares increase the company's capital	Number of WEH shares sold (share)	Proportion of WEH shares sold (1) (percentage)	Number of newly issued ordinary shares of the Company to be allocated to sellers of WEH shares in return for WEH shares (shares).	Proportion of capital increase shares of the company allocated to sellers of shares in WEH (2)(%)
Mr. Janewit Sombatcharoenwong	52,600	0.60	23,670,000	0.21
Mr. Somsak Kitipraphorn	40,000	0.46	18,000,000	0.16
Mr. Pichai Aramcharoen	35,100	0.40	15,795,000	0.14
Ms. Pranisa Atchariyasriphong	25,000	0.29	11,250,000	0.10
Miss Nongluck Sinsartaka	18,000	0.21	8,100,000	0.07
Mr. Pannarut Wachirasithasak	12,000	0.14	5,400,000	0.05
Ms. Jidapha Praditvanich	10,800	0.12	4,860,000	0.04
Mr. Phawadon Suksamran	5,000	0.06	2,250,000	0.02
Mr. Ruangwet Sae-eng	4,000	0.05	1,800,000	0.02
Miss Narumon Suksakulchai	2,000	0.02	900,000	0.01
Mr. Worakarn Chuweera	2,000	0.02	900,000	0.01
Total	7,195,776	82.19	82.19	28.71

note:

⁽¹⁾ Proportion of WEH shares sold, calculated from the total number of WEH ordinary shares that the Company will purchase.

⁽²⁾ the proportion of the Company's newly issued shares allocated to the sellers of WEH shares, calculated from the total issued and paid-up shares of the Company After entering into the transaction to purchase ordinary shares of WEH

The Board of Directors has considered and reviewed the information and found that the seller of shares in WEH can really benefit the company. Most WEH sellers have good financial potential. Be an investor and own a business If the seller of shares in WEH becomes a shareholder of the Company The company expects this potential to support its capital in the future, for example, in the event that the company issues and offers additional shares, etc. Most of the sellers of WEH shares are those who have a wide business network. Although the seller of shares in WEH did not send representatives to jointly manage the company in proportion to the investment. But the seller of shares in WEH is knowledgeable enough to advise the Company on the Company's business operations. And have partners who can support the Company's business operations in various fields and can be helpful in introducing partners that are beneficial to the Company's business. stable growth that is beneficial to the business of the Company and its shareholders and to promote the company's business plans in the real estate business and other businesses of the Group In addition, if the Company becomes a

shareholder of WEH by purchasing shares from sellers of shares in WEH, the Company will receive dividends from WEH's operating profits. Considering that WEH is a company with good growth prospects, the investment in WEH is beneficial to the company and its shareholders.

However, the Seller of WEH Shares does not classify as a connected person of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (including its amendment), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (including its amendment) (the “**Notifications on Connected Transactions**”).

In addition, from the fact that the major shareholders of the Company, according to the information from the closing of the share register book as of February 4, 2022, the highest ranking accounted for only 9.94% of the total number of shares sold of the Company. The offering and allocation of the newly issued ordinary shares to the private placement to the seller of WEH shares at this time may result in a change of the largest shareholder of the Company. Received the allocation of the newly issued ordinary shares in this time, has not nominated any person to be the director and/or the Company's executive. And does not participate in the management of the Company in any way. The nomination of the Company's directors is the right of every shareholder. Name of person to hold office Appointment of new directors is the power of the Board of Directors meeting, or at the shareholders' meeting (depending on the case)

In this regard, the Company has received confirmation from each seller of WEH shares that each seller of WEH shares does not have any relationship with each other as a concert party or any relationship with each other, to qualify as a person under Section 258 of the Securities and Exchange Act B.E. 2535 (including any amendments thereto), which will result in the seller of WEH's shares being obliged to make a tender offer for all of the Company's securities.

In addition, from the Company discloses the name of the seller of WEH shares, which is a private placement who will be allocated 7,195,776 shares of the Company's newly-issued ordinary shares, which is not yet up to the number of newly-issued ordinary shares for the purchase of WEH shares. 8,755,000 shares, The list and the number of shares are a list that the company expects to negotiate a successful share purchase. The Company therefore reserves the right to negotiate the purchase and sale of additional shares in order to complete the amount requested for the allocation of the newly issued ordinary shares. provided that the seller of shares in WEH is not a connected person of the Company According to the announcement of the connected transaction and the Company shall receive confirmation from each seller of WEH shares, which are such minority shareholders, that each seller of WEH shares does not have any relationship with each other in the form of persons acting together (Concert party) or having any relationship with each other that qualify as a person under

Section 258 of the Securities and Exchange Act B.E. 2535 (as amended). in a limited place that will be allocated the Company's newly-issued ordinary shares (if any) within the date of the Extraordinary General Meeting of Shareholders in order for the shareholders to approve the transaction of issuing and offering new shares at this time.

In addition, after the completion of the WEH ordinary share acquisition transaction, the Company will acquire shares in WEH in the proportion of 8.04% of the total issued and paid-up shares of WEH, of which the Company will be the highest shareholder in WEH respectively. No. 4 However, at present, the Company has no plans to send representatives to be directors and/or executives of WEH.

Nonetheless, the Company has accumulated losses shown in the audited separate financial statements for the year ended December 31, 2020 and the reviewed quarterly separate financial statements of the Company ended September 30, 2021. Thus, the Company is able to determine the offering price of the Company's newly issued ordinary shares lower than the Company's par value. In this connection, the Company must comply with Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and receive the approval from the Shareholders' meeting.

The issuance and allocation of newly issued ordinary shares in consideration of the acquisition of shares in WEH to the Seller of WEH Shares above constitutes a private placement of newly issued ordinary shares, whereby the Shareholders' Meeting has resolved clearly determine the offering price at THB 0.90 per share, which is lower than 90 percent of the market price of the Company's shares as required by the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "Notification No. TorJor. 72/2558"). In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of the past 15 consecutive business days prior to the date the Board of Directors' meeting passed its resolution to propose this matter to the Extraordinary General Meeting of the Shareholder No. 1/2022 to approve the capital increase and the allocation of newly issued shares to the Seller of WEH Shares which the company takes at least 15 working days between on December 28, 2021 to January 19, 2022, is equal to THB 1.41 per share (Source: SETSMART from www.setsmart.com).

The allocation of the shares as above must not result in each of the Seller of WEH Shares to hold shares of the Company in the number that reaches or passes the trigger point requiring the Seller of WEH Shares to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended), or in violation of the foreign shareholding restriction as specified in the Articles of

Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

Moreover, the issuance of such newly issued ordinary shares must be approved by the Shareholders' Meeting of the Company and the Company is also required to obtain approval from the SEC Office as specified in the Notification No. TorJor. 72/2558 before such offering and allocation of the Company's newly issued ordinary shares.

Moreover, if the offering price of the newly issued ordinary shares to the Seller of WEH Shares is lower than 90 percent of the market price of the Company's shares before the first day of offering of the newly issued ordinary shares, the Company is obliged to prohibit the Seller of WEH Shares from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Seller of WEH Shares may gradually sell up to 25 percent of such locked-up shares in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).

In this regard, the Company expects that the entire sale and purchase process will be complete within June 2022 (subject to the completion of the conditions precedent under the share purchase agreement), and after the Shareholders' Meeting has approved the Share Purchase Transaction of WEH and the transaction involving the share allocation in consideration of the acquisition of shares in WEH, including approval of matters necessary and/or in connection with the transaction.

In addition, the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider approving to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to make any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET; and

- (2) To sign, amend, change, contact, or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies or other relevant authorities, and the listing of the Company’s newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company’s issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

According to the Notification No. TorJor. 72/2558, the Company shall complete the offering of shares within the period approved by the shareholders' meeting but not later than 3 months from the date that the shareholders' meeting resolves to approve the offering of newly issued shares, or the Company must complete the offering of shares within 12 months from the date that the shareholders' meeting has approved to offering the shares. In the event that the shareholders have clearly resolved that after the expiration of the 3 months period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

Please refer to additional details in the Capital Increase Report Form (F 53-4) **(Attachment 3)**

1.2 Name and Information of Specific Investor who will be offered and allocated the Newly Issued Ordinary Shares

Name	Number of Allocated Shares (shares)	Offering Price (THB per share)	Total (THB)
The existing minority shareholders of WEH as detailed as shown below	Not exceeding 3,939,750,000	0.90	3,545,775,000

In this regard, The name and information of the seller of shares in WEH who is a private placement who will be allocated the number of newly issued ordinary shares of the Company 3,238,099,200 shares, details are as follows:

1. THANA POWER HOLDING CO., LTD (“TPH”)

Name	:	THANA POWER HOLDING CO., LTD																	
Date of incorporation	:	2 February 2021																	
Business Type	:	Operate business by holding shares in other companies (Holding Company) that operate a business of electricity generation and distribution and other businesses																	
Address	:	87/1 Capital Tower, All Seasons Place, 25th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok																	
	:	1,000,000 Baht																	
Registered capital as of February 9, 2022	:	1,000,000 Baht																	
Shareholders as of February 9, 2022	:	<table border="1"> <thead> <tr> <th>list of shareholders</th> <th>Number (shares)</th> <th>Percentage of total shares</th> </tr> </thead> <tbody> <tr> <td>(1) Wind Energy</td> <td>99,997</td> <td>99.9970</td> </tr> <tr> <td>(2) Miss Supaporn Wonganan</td> <td>1</td> <td>0.0010</td> </tr> <tr> <td>(3) Mr.Kamthorn Kittisaranon</td> <td>1</td> <td>0.0010</td> </tr> <tr> <td>(4) Mr.Natphasin Chetudomlarp</td> <td>1</td> <td>0.0010</td> </tr> </tbody> </table>	list of shareholders	Number (shares)	Percentage of total shares	(1) Wind Energy	99,997	99.9970	(2) Miss Supaporn Wonganan	1	0.0010	(3) Mr.Kamthorn Kittisaranon	1	0.0010	(4) Mr.Natphasin Chetudomlarp	1	0.0010		
list of shareholders	Number (shares)	Percentage of total shares																	
(1) Wind Energy	99,997	99.9970																	
(2) Miss Supaporn Wonganan	1	0.0010																	
(3) Mr.Kamthorn Kittisaranon	1	0.0010																	
(4) Mr.Natphasin Chetudomlarp	1	0.0010																	
Board of Directors	:	<ol style="list-style-type: none"> Mr.Kamthorn Kittisaranon Mr.Natphasin Chetudomlarp 																	
Director's power	:	Two directors jointly sign. and seal the company's seal																	
Relationship with Company	:	TPH not a connected person of the Company In accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure Information and Actions of Listed Companies on Connected Transactions, 2003 dated November 19, 2003 (and as amended) (collectively, the “Notification																	

		of Connected Transactions”). In addition, after the completion of the offering of the Company’s newly-issued ordinary shares, TPH does not nominate any person to be a director and/or an executive of the Company.
past business operations		TPH has been in business since the middle of 2021, investing in the stocks of attractive companies and expecting returns in the form of capital gains in the stock market. Most of them are short-term trading and have a small percentage of shares in companies that invest in them.
Relationship with Thana Power One Company Limited		TPH has no direct relationship with Thana Power One Company Limited in any way. Thana Power One Company Limited holds 26.65% of WEH’s shares, which is a major shareholder of TPH only.

2. Mr. Kamthorn Kittisranon (“Mr. Kamthorn”)

Occupation	:	Businessmen and executives of private companies
Address	:	13/1-2 Soi Wat Thewa Sunthon, Ladyao Subdistrict, Chatuchak District, Bangkok 10900
Work experience	:	5 years
Relationship with company	:	Mr. Kamthorn is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company’s newly issued ordinary shares Mr. Kamthorn did not nominate himself as a director and/or executive of the Company.

3. DD Mart Holding CO., LTD (“DDH”)

Name	:	DD Mart Holding CO., LTD																																														
Date of incorporation	:	23 April 1999																																														
Business Type	:	Execute investments in companies both domestically and internationally																																														
Address	:	13/1-2 Soi Wat Thewa Sunthon, Ladyao, Chatuchak District, Bangkok																																														
Registered capital as of February 9, 2022	:	1,440,000,000 Baht																																														
Paid-up capital as of February 9, 2022	:	1,440,000,000 Baht																																														
Top 10 major shareholders as of February 9, 2022	:	<table border="1"> <thead> <tr> <th></th> <th>List of major shareholders</th> <th>Number (shares)</th> <th>Percentage of total shares</th> </tr> </thead> <tbody> <tr> <td>(1)</td> <td>Mr.Kamthorn Kitiisaranon</td> <td>42,566,251</td> <td>29.5599</td> </tr> <tr> <td>(2)</td> <td>Miss Nunthida Kitiisaranon</td> <td>37,066,251</td> <td>25.7405</td> </tr> <tr> <td>(3)</td> <td>Miss Janejira Kitiisaranon</td> <td>37,066,251</td> <td>25.7405</td> </tr> <tr> <td>(4)</td> <td>Mr. Pairoch Sirirat</td> <td>7,706,000</td> <td>5.3514</td> </tr> <tr> <td>(5)</td> <td>Miss Thanapa Kitiisaranon</td> <td>5,288,010</td> <td>3.6722</td> </tr> <tr> <td>(6)</td> <td>Master Pawee Chetudomlarp</td> <td>5,029,380</td> <td>3.4926</td> </tr> <tr> <td>(7)</td> <td>KPN Energy (Thailand) Co.,Ltd</td> <td>4,000,000</td> <td>2.7778</td> </tr> <tr> <td>(8)</td> <td>Miss Thunyarot Sirirothanadol</td> <td>657,380</td> <td>0.4565</td> </tr> <tr> <td>(9)</td> <td>Mr. Eng Mai Lek Aree</td> <td>556,969</td> <td>0.3868</td> </tr> <tr> <td>(10)</td> <td>Miss Chernisa Chetudomlarp</td> <td>500,000</td> <td>0.3472</td> </tr> </tbody> </table>				List of major shareholders	Number (shares)	Percentage of total shares	(1)	Mr.Kamthorn Kitiisaranon	42,566,251	29.5599	(2)	Miss Nunthida Kitiisaranon	37,066,251	25.7405	(3)	Miss Janejira Kitiisaranon	37,066,251	25.7405	(4)	Mr. Pairoch Sirirat	7,706,000	5.3514	(5)	Miss Thanapa Kitiisaranon	5,288,010	3.6722	(6)	Master Pawee Chetudomlarp	5,029,380	3.4926	(7)	KPN Energy (Thailand) Co.,Ltd	4,000,000	2.7778	(8)	Miss Thunyarot Sirirothanadol	657,380	0.4565	(9)	Mr. Eng Mai Lek Aree	556,969	0.3868	(10)	Miss Chernisa Chetudomlarp	500,000	0.3472
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Board of Directors	:	<ol style="list-style-type: none"> Miss Janejira Kitiisaranon Miss Miss Nunthida Kitiisaranon Mr. Phuwasit Chetudomlarp 																																														

Director's power	:	Ms. Janejira Kitti Isaranon Miss Nantida Kitti Isaranon, Mr. Phuvasit Chet-udomlarp, two of these three jointly sign and affix the company's seal.
Relationship with company	:	DDH is not a connected person of the Company. In accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure Information and Actions of Listed Companies on Connected Transactions, 2003 dated November 19, 2003 (and as amended) (collectively, the "Notification of Connected Transactions"). In addition, after the completion of the IPO, DDH does not nominate any person to be a director and/or an executive of the Company.

4. Mrs. Ampai Hankraiwilai ("Mrs. Ampai")

Occupation	:	Frozen seafood processing industry owner
Address	:	989 Wichianchotok Road, Mahachai Subdistrict, Mueang Samut Sakhon District Samut Sakhon Province
Work experience	:	Served as Managing Director of Thai Royal Frozen Food Company Limited, engaged in frozen seafood processing business for more than 40 years.
relationship with company	:	Mrs. Ampai is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the offering of the Company's newly-issued ordinary shares, Mrs. Ampai did not nominate herself as a director and/or an executive of the Company.

5. Miss Khongkwan Fujitnirand (“Miss Khongkwan”)

Occupation	:	Aesthetic Medicine Specialist
Address	:	61/82 Soi Sukhumvit (Sawasdee), Khlong Toei Nuea Sub-district, Watthana District, Bangkok
Work experience	:	Own a beauty business "Khongkwan Clinic" in the name of Khongkwan Clinic Medicine Company Limited for more than 10 years.
Relationship with company	:	Miss Gift Not a connected person of the Company in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Miss Gift Did not nominate himself to be a director and/or executive of the company.

6. Mr. Baworn Rungruangnaowarat (“Mr. Baworn”)

Occupation	:	Business owner producing and selling electricity from renewable energy by selling to the Provincial Electricity Authority and Metropolitan Electricity Authority and plastic processing business
Address	:	69 Soi Yen Ruedi 6, Thung Wat Don Subdistrict, Sathorn District, Bangkok
Work experience	:	<ul style="list-style-type: none"> - Director, Asta Power Company Limited - Director, IQ Energy Company Limited - Director, IQ Solar Company Limited - Director, IQ Green Company Limited - Director, Nizza Plastics Co., Ltd.
Relationship with company	:	Mr. Baworn is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Baworn did not nominate himself as a director and/or executive of the Company.

7. Mr. Phuwasit Chet-udomlarp (“Mr. Phuwasit”)

Occupation	:	Investor
Address	:	12/18 Soi Wat Thewa Sunthon, Ladyao Subdistrict, Chatuchak District, Bangkok 10900
Work experience	:	15 years
Relationship with the company	:	Mr. Phuwasit is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Phuwasit did not nominate himself as a director and/or executive of the Company.

8. Mrs. Thanisorn Thamlikitkul (“Mrs. Thanisorn”)

Occupation	:	Investor
Address	:	1278 Soi Charoen Nakhon 14 Charoen Nakhon Road, Klongsan, Bangkok 10600
work experience	:	15 years
relationship with the company	:	Mrs. Thanisorn is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mrs. Thanisorn did not nominate herself as a director and/or executive of the Company.

9. Mr. Narong Jennarongsak (“Mr. Narong”)

Occupation	:	Businessman
Address	:	9/106 Nusasiri Village Soi 4, Ratchaphruek Road, Bang Ramat Subdistrict, Taling Chan District, Bangkok 10170
Work experience	:	30 years
relationship with company	:	Mr. Narong is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Narong did not nominate himself as a director and/or executive of the Company.

10. Mr. Suksan Tosong (“Mr. Suksan”)

Occupation	:	Government officials and investors
Address	:	183/13421 Nawongpracha Phatthana Road Bangkok 10210
Work experience	:	Investor in the stock market
Relationship with the company	:	Mr. Suksan is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Suksan did not nominate himself as a director and/or executive of the Company.

11. Mr. Pichit Phichaikamol (“Mr. Phichit”)

Occupation	:	Former State Enterprise Employee (Railway)
Address	:	98/48 Village No. 1, Bueng Yitho Subdistrict, Thanyaburi District, Pathum Thani Province
Work experience	:	State enterprise employee 35 years

Relationship with the company	:	<p>Mr. Pichit is not a connected person of the Company. in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Pichit did not nominate himself as a director and/or executive of the Company.</p>
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12. Ms. Khunying Inon (“Miss Khunying”)

Occupation	:	Investor
Address	:	12/35 Soi Wat Thewa Sunthon, Ladyao Subdistrict, Chatuchak District, Bangkok 10900
Work experience	:	10 years
Relationship with company	:	<p>Miss Khunying Not a connected person of the Company in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Ms. Khunying did not nominate herself as a director and/or executive of the Company.</p>

13. Mr. Janewit Sombatcharoenwong (“Mr. Janewit”)

Occupation	:	Business owner
Address	:	10/128 Soi Chan 18/7 Intersection 4, Chan Road, Thung Wat Don, Sathorn, Bangkok 10120
Work experience	:	23 years
Relationship with company	:	<p>Mr. Janewit is not a connected person of the Company. in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Janewit did not nominate himself as a director and/or executive of the Company.</p>

14. Mr. Somsak Kitipraphorn (“Mr. Somsak”)

Occupation	:	Establish and manage world-class theme parks, restaurants and theaters.
Address	:	Suwinthawong S&C Company Limited, 47/2 Moo 13, Krathumrai Sub-district, Nong Chok District, Bangkok 10530
Work experience	:	20 years
relationship with company	:	Mr. Somsak is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Somsak did not nominate himself as a director and/or executive of the Company.

15. Mr. Pichai Aramcharoen (“Mr. Pichai”)

Occupation	:	Businessmen
Address	:	70 Ladprao Road 101, Khlong Chan Subdistrict, Bang Kapi District, Bangkok 10240
Work experience	:	40 years
Relationship with company	:	Mr. Pichai is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Pichai did not nominate himself as a director and/or executive of the Company.

16. Ms. Pranisa Atcharyasripong (“Miss Pranisa”)

Occupation	:	Investor
Address	:	115/1 Soi Samaharn, Sukhumvit Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110
Work experience	:	more than 5 years

Relationship with company	:	<p>Ms. Pranisa Not a connected person of the Company in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Ms. Pranisa did not nominate herself as a director and/or executive of the Company.</p>
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17. Ms. Nongluck Sinsataka (“Ms. Nongluck”)

Occupation	:	Business owner selling raw materials, various types of flour, both imported and domestically produced
Address	:	49 Bangbon 4 Road, Bang Bon Subdistrict, Bang Bon District, Bangkok 10150
Work experience	:	Managing the organization for more than 20 years
relationship with company	:	<p>Miss Nongluck Not a connected person of the Company in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Ms. Nongluck did not nominate herself to be a director and/or executive of the Company.</p>

18. Mr. Pannarut Wachirasithasak (“Mr. Pannaruj”)

Occupation	:	Private business and investors
Address	:	385/2 Soi Issaraphap 49, Issaraphap Road, Ban Chang Lo Subdistrict Bangkok Noi Bangkok 10700
Work experience	:	more than 10 years
relationship with company	:	<p>Mr. Pannarut is not a connected person of the Company. in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Pannarut did not nominate himself as a director and/or executive of the Company.</p>

19. Ms. Jidapa Praditvanich (“Ms. Jidapa”)

Occupation	:	Investor
Address	:	899/264 On Nut Road, Prawet Subdistrict, Prawet District, Bangkok 10250
Work experience	:	more than 3 years
relationship with company	:	Ms. Jidapa is a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares, Ms. Jidapa did not nominate herself as a director and/or an executive of the Company.

20. Mr. Phawadol Suksamran (“Mr. Phawadol”)

Occupation	:	Investor
Address	:	95/56 Moo 6 Bang Rak Phatthana Subdistrict Bang Bua Thong District Nonthaburi Province 11110
Work experience	:	10 years
relationship with company	:	Mr. Phawadol is not a connected person of the Company. in accordance with the Notification of the Connected Transactions In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Phawadol did not nominate himself as a director and/or executive of the Company.

21. Mr. Ruangwet Sae-eng (“Mr. Ruangwet”)

Occupation	:	Seller
Address	:	218/1 Bangbon 3 Road, Lak Song Subdistrict, Bang Khae District Bangkok 10160
Work experience	:	30 Years

Relationship with the company	:	<p>Mr. Ruangwet Not a connected person of the Company in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Ruangwet did not nominate himself as a director and/or executive of the Company.</p>
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22. Ms. Narumon Suksakulchai (“Ms. Narumon”)

Occupation	:	private company employees
Address	:	852/4 Charoenkrung Road, Talat Noi Subdistrict, Samphanthawong District Bangkok 10100
Work experience	:	25 years
Relationship with company	:	<p>Ms. Narumon is not a connected person of the Company. in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Ms. Narumon did not nominate herself as a director and/or executive of the Company.</p>

23. Mr. Worakarn Chuweera (“Mr. Worakarn”)

Occupation	:	Investor
Address	:	32 Soi 6, Sukkasem Road, Pa Tan Subdistrict, Mueang Chiang Mai District Chiang Mai Province 50300
Work experience	:	20 years
Relationship with company	:	<p>Mr. Worakarn is not a connected person of the Company. in accordance with the Notification of the Connected Transactions</p> <p>In addition, after the completion of the IPO of the Company's newly issued ordinary shares Mr. Worakarn did not nominate himself as a director and/or executive of the Company.</p>

2. Purpose of Issuance of Newly Issued Ordinary Shares and Plan for Use of Proceeds

As payment for acquisition of shares in WEH, and as a result, the Company shall acquire 8,755,000 ordinary shares at the par value of THB 10 per share of WEH (or representing 8.04 percent of WEH's registered and paid-up shares), which the Company shall compensate the Seller of WEH Shares for the Share Purchase Transaction of WEH in from of not exceeding 3,939,750,000 newly issued ordinary shares of the Company at a par value of THB 1.00 per share, at an offering price of THB 0.90 per share, totaling of up to THB 3,545,775,000 with the share swap ratio of 1 ordinary share of WEH per 450 newly issued ordinary shares of the Company.

In this regard, the Company will not receive cash for the issuance of newly issued ordinary shares to the private placement at this occasion. However, the considering of the Company to pay the consideration of the acquisition of shares in WEH by issue the newly issued ordinary shares causes the Company to not use working capital or borrow from the financial institution, which shall effect the liquidity position of the Company.

3. Potential Impact on Shareholders from Issuance and Offering of Newly Issued Shares by way of Private Placement

(1) Price Dilution after the Issuance and Offering of Newly Issued Shares by way of Private Placement

$$\begin{aligned}
 &= \frac{\text{market price before the offering} - \text{market price after the offering}}{\text{market price before the offering}} \\
 &= \frac{1.41 - 1.24}{1.41} \\
 &= 12.06 \text{ percent}
 \end{aligned}$$

The market price before offering Based on the weighted average trading price of the Company's shares in the SET. not less than 7 consecutive business days but not more than 15 consecutive business days Before the date of the Board of Directors' resolution to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2565 for approval for the Company to offer newly issued ordinary shares to the sellers of shares in WEH, which the Company takes at least 15 working days. That is, between December 28, 2021 and January 19, 2022, equal to 1.41 baht per share (information from SETSMART

at www.setsmart.com), which is equal to 1.41 baht, according to the company's stock trading information appeared in SETSMART of the Stock Exchange of Thailand

Market Price after offering of the newly issued shares' Formula

$$= \frac{(\text{Number of Paid-Up Shares} \times \text{Market Price before offering}) + (\text{Number of New Shares} \times \text{Offering Price})}{(\text{Number of Paid-Up Shares} + \text{Number of New Shares})}$$

$$= \frac{11,337,926,482 + 3,545,775,000}{8,041,082,611 + 3,939,750,000}$$

$$= \text{THB 1.24 per share}$$

(2) Control Dilution after the Issuance and Offering of Newly Issued Shares by way of Private Placement

$$= \frac{\text{number of newly issued shares}}{\text{number of paid-up shares} + \text{number of newly issued shares}}$$

$$= \frac{3,939,750,000}{8,041,082,611 + 3,939,750,000}$$

$$= 32.88 \text{ percent}$$

(3) Earnings per Share Dilution after the Issuance and Offering of Newly Issued Shares by way of Private Placement

The Company has net loss from operations. Therefore, there cannot be calculated.

(4) Worthiness for the shareholders relative to earnings per share dilution or control dilution

Upon comparison between the benefits from the offering of the newly issued ordinary shares for accommodate the acquisition of shares in WEH and Price Dilution, and Control Dilution as described above, the Board of Directors is of the view that the offering of newly issued ordinary shares to accommodate the acquisition of shares in WEH on this occasion is benefits to shareholders more than such impacts since the acquisition of shares in WEH shall benefits to the Company and its shareholders as follows:

- (1) The Company foresees growth opportunities in the renewable energy business and feasibility study of such business. If WEH has better growth prospects, this could lead to further investments in WEH in the future.

- (2) The Board of Directors has considered and viewed that WEH is a company with good growth prospects. The purchasing shares from the Seller of WEH Shares, the Company will receive dividends from profit of WEH's operating result.
- (3) The company does not have to rely on the Company's cash flow or its working capital, and does not need to seek the source of fund for investing in WEH's ordinary shares as the Company will issue and allocate newly issued ordinary shares of the Company in the amount of not exceeding 3,939,750,000 shares at a par value of THB 1.00 per share at the offering price of THB 0.90 per share, or equivalent to not exceeding THB 3,545,775,000 by the way of Private Placement as payment in kind for the acquisition of shares instead of cash to the Seller of WEH Shares. Therefore, this is the investment management of the Company, which will not affect the working capital of the Company, and does not create a burden for the Company to borrow money from financial institutions or any other person.
- (4) The Company will be able to recognize the profit from its investment in WEH in proportion of shares held in WEH as WEH projects are the commercial operating (COD) wind power projects, as a result it is growing the Company's profit base. Although in the future WEH has changed its shareholding and management structure. The Company believes that it will not affect WEH's business in any way as WEH has contracts with the government sector ("EGAT"), with 5 year power purchase agreements and renewal every 5 years. In the past, EGAT has never refused, amended or imposed additional conditions related to the renewal of the power purchase agreement with the WEH Group. Make income and profits come in regularly, not less than 20 years.
- (5) The business operations can be continuing as the seller of WEH Shares does not send a representative or any director entering the Company. Therefore, the existing directors and the management team can determine the business direction continuously.

However, the Company considers considerations for entering into the transaction since WEH shares are settled by the Company's shares, it creates a dilution effect on the existing shareholders. However, when compared to the financial liquidity for continuing business operation in the future business and returns to shareholders, the Company considers this operation deems appropriate.

4. Opinion of the Board of Directors

4.1 Rationale and Necessity for Capital Increase and Justifications of the Capital Increase

The Board of Directors is of the view that the Company necessary to increase registered capital and issuing newly issued ordinary share for the purpose of the payment for the acquisition of shares in WEH which the Seller of WEH Shares shall pay with 8,755,000 shares in WEH at a par value of THB 10 per share as payment in kind for the Company's newly issued ordinary shares instead of cash payment. Should the Company find another source of capital by other means, e.g., by borrowing of a loan, it may result in greater financial and interest burden to the Company, which currently has an average financial cost of 8.88% per year. If using additional borrowing of 3,545.78 million baht to buy such WEH shares, the company's financial cost will increase by 314.86 million baht per year and will increase the ratio The debt to equity ratio increased from the financial statements as of September 30, 2021, equal to 1.36 times to 2.11 times, and the Company had to have a burden to provide collateral to secure such loans. Maintain the debt-to-equity ratio that the company has contracted with creditors that do not exceed 2.0 - 2.5 times, may result in breach of repayment conditions. By this capital increase, the Company will acquire assets, which is shares in WEH, who is a company with growth and development potential, which will generate income for the Company from receiving dividends from profit of WEH's operating in the future consistently and sustainably For the benefit of the company and shareholders in the long run.

4.2 Possibility of the Plan for Use of Proceeds and Sufficiency of the Source of Fund

The Board of Directors is of the opinion that the Company shall issue and offer the newly issued ordinary shares by way of private placement in consideration of the acquisition of shares in WEH to the Seller of WEH Shares in accordance with the acquisition of shares plan in WEH between the Company and Seller of WEH Shares. In this regard, the Company expects that the entire sale and purchase process will be complete within 3 months from the date of approval from the shareholders' meeting (subject to the completion of the conditions precedent under the share purchase agreement), and after the Shareholders' Meeting has approved the Share Purchase Transaction of WEH and the transaction involving the share allocation in consideration of the acquisition of shares in WEH, including approval of matters necessary and/or in connection with the transaction.

4.3 Reasonableness of the Capital Increase, Plan for Use of Proceeds from the Share Offering and Adequacy of Funding Source in respect of the Proceeds from the Share Offering are not Cover Total Budget Required to Implementation Plan

After the Company's study of the justifications and benefits from the Share Purchase Transaction of WEH and the allocation of newly issued shares as payment in kind for the acquisition of WEH's shares, the Board of Directors is of the view that this capital increase is justifiable and in the best interests of the Company by issuing and offering of the newly issued shares at the offering price of THB [0.90] per share, which is lower than 90 percent of the market price of the Company's shares while the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of the past 15 consecutive business days which the company takes at least 15 working days between on December 28, 2021 to January 19, 2022, is equal to THB 1.41 per share (Source: SETSMART from www.setsmart.com) in exchange for WEH's ordinary shares, it has a stable cash flow and certainty growth potential.]

However, should the Company proceeds to seek the source of funds as the consideration for the acquisition of WEH's ordinary shares from the Seller of WEH Shares by other means instead of the issuance of shares by the way of private placement on this occasion such as, borrowing of loan, it may result in greater financial and interest burden to the Company and resulted in an increase in the debt to equity ratio as explained above, or the issuance the newly issued share by the way of Right Offering, the existing shareholders are obliging to conduct the payment for newly issued shares which is more rigid than the capital increase by way of private placement, etc.

4.4 Potential Impact of Capital Increase on the Company's Business Operations, Financial Position and Overall Operating Results

The Board of Directors considered and viewed that the capital increase on this occasion will be beneficial to the Company operation. The allocation of newly issued shares as payment in kind for the acquisition of WEH's shares to the Seller of WEH Shares shall be able the Company to be a shareholder of WEH, who is a company with growth and development potential, which will generate income for the Company from receiving dividends from profit of WEH's operating in the future for the benefit of the Company and its shareholders in the long run. In addition, WEH is the first company that is a leader in the wind power industry in Thailand by accounts for more than 42 percent of the wind power generation quotas in Thailand and has already generated 1.8 gigawatts (GW) of wind power in the system In the past 3 years (2019 - 2021). WEH has a net profit of approximately 4,000 - 5,000 million baht per year, and in 2019 - 2020 it used to pay dividends to shareholders, an average of 41 baht per share and from Financial Projections of WEH Projects If the Company issues and allocates not more than 3,939,750,000 ordinary shares of the Company with a par value of 1.00 baht

per share at an offering price of 0.90 baht per share, totaling 3,545,775,000 baht to a specific person (Private Placement) as compensation for the shareholders of WEH, the Company will acquire WEH's shares in the proportion of 8.04% of WEH's paid-up shares. IRR) from investment from 2011 – 2042 (end of the project) equal to 14.42%. However, failure to proceed such capital increase shall lead to loss of an important opportunity to receive the dividends from profit of WEH's operating which generates income and returns (Passive Income) for the Company in the long run.

Furthermore, the use of the Company's newly issued shares to pay for shares in WEH instead of payment by cash, it also helps the Company not to use the Company's working capital, and do not need to find other sources of funds such as bank loans, etc.

4.5 Justifications of the Offering Price and Backgrounds for Determination of the Offering Price

The Company clearly specified the offering price for newly issued ordinary shares by way of private placement at THB 0.90 per share, which is lower than 90 percent of the weighted average price of the Company's shares calculated for the past 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the allocation of newly issued shares by the way of Private Placement which the company takes at least 15 working days during the period from December 28, 2021 to January 19, 2022 is equal to THB 1.41 per share (Source: SETSMART from www.setsmart.com).

However, The Board of Directors viewed that the offering price by way of private placement by determining the offering price lower than 90 percent of the market price is justifiable upon comparison with appraisal price by comparing the Company's book value according the separate financial statement of the Company for the ended September 31, 2021, which equal to THB 0.71 per share. In this regard, the Company takes into account the current situation that the Company has accumulated losses under the current economic and capital market conditions. In addition, the use of such shares as payment for the acquisition of shares in WEH, who is a company with good growth prospects, will result in the Company to receive dividends from WEH's operating profits and benefit the Company and its shareholders without using the Company's working capital and do not need to find other sources of funding such as bank loans, etc.

In addition, the Board of Directors is of the opinion that the acquisition of WEH's shares from the Seller of WEH Shares at the purchase price of THB 405 is appropriate and reasonable price for the Company to use its shares as compensation for WEH's shares purchased from Seller of WEH shares with the share swap ratio of 1 ordinary share of WEH per 405 newly issued ordinary shares of the Company. Upon comparison between the fair value of WEH, the purchased shares of WEH from the Seller of WEH shares shall equal to THB 405 per share, totally at the value of THB 3,545,775,000 by reference to the valuation of the ordinary share of WEH by Jay

Capital Advisory Limited, who is financial advisor approved by the SEC Office referenced to the method of combining the value of each business (Sum of The Parts), which is the most suitable method and reflects the most profitable and generating future cash flows from WEH's business operations. The fair valuation of WEH's shareholders' equity as at December 31, 2021 is 370.2 – 445.0 baht per share, a base case price of 407.6 baht per share. Therefore, it is deemed that a fair price of WEH shares trading at 405 baht per share is reasonable.

However, WEH has risks related to legal disputes previously disclosed to the SEC, including:

1. In 2019, WEH was indicted as a co-defendant as a result of a former director being charged with a criminal charge for the offense of forgery and using forged documents. This includes the Company's share purchase agreement. If the court orders WEH to indemnify, the sole compensation shall be in the amount of 1,200 million baht according to the plaintiff. The Company has been notified by WEH's management that the current case status, the court has scheduled an appointment to take the plaintiff's witness on February 22, 2022.
2. In 2019, WTB, a subsidiary of WEH, was sued to suspend wind power business and demolish wind towers from the area, as well as request WTB and other defendants to compensate residents for suffering or damage. At present, the case is in the process of filing an additional testimony by the defendant. The Company has been notified by WEH's management that the current state of the case has been faced by the court in the dispute between 29 and 30 January 2022. WTB is currently awaiting the outcome of the court and expert witnesses. and WEH and WTB are of the opinion that WTB has the right to continue operating the electricity generating business. If the court orders that WTB must stop operating its business. As a result, WEH Group will no longer recognize revenue from WTB.

The Board of Directors has considered Taking into account the worst possible impact of the court's loss of WEH in both cases, WEH is obliged to indemnify the entire amount and WTB must cease its operations. The effect on the fair value of WEH shareholders' equity decreased by 25.7 baht per share. The Company has been notified by WEH's management that the current state of the case has been faced by the court in the dispute between 29 and 30 January 2022. WTB is currently awaiting the outcome of the court and expert witnesses, which the Board of Directors deems within acceptable criteria. The fair value, which IFA estimates is the highest at 445.0 baht per share. Therefore, although WEH was the worst hit from the loss of both cases, The maximum fair value of WEH will remain at Bt419.3 per share, which is still above the trading value of Bt405 per share. Even if compared to the base case price of the IFA's appraisal is 407.6 baht per share, when affected by the lawsuit, it will remain at 381.9 baht per share. The Board considered that, as confirmed by WEH's management and legal counsel in the said case, there was an opportunity for WEH to be ordered by the court to pay in full

at the plaintiff's request. And losing the case until WTB has to stop the business is very unlikely. Therefore, it is the price that

4.6 Rationale and Justifications of the Offering of Newly Issued Shares by way of Private Placement

The Board of Directors are of the opinion that the offering of newly issued shares on this occasion is in consideration of the acquisition of shares in WEH between the Company and Seller of WEH Shares as a payment in kind in the total amount and no cash to payment. So, there has no significant impacts on the financial flexibility, and WEH is a company with growth and development potential, which will provide the Company's opportunity to receive the dividend from profit of WEH's operating for the benefit of the Company and its shareholders. In addition, it also reduces the financial burden of the Company if the Company proceeds to seek the source of funds. by the Board of Directors Other methods of fundraising have been considered, including:

- (1) Increasing capital by way of public offering. The Board of Directors is of the opinion that Raising capital by this method requires a longer period of time than raising capital for the issuance and offering of the Company's newly issued ordinary shares. to the existing shareholders in proportion to their shareholding and private placement.
- (2) issuing debt instruments or borrowing money Board of Directors There is an opinion that the issuance of debt instruments or borrowing from financial institutions will result in the company have more interest-bearing debt and resulting in higher financial cost of the company. which currently has an average financial cost of 8.88% per year. If using additional borrowing of 3,545.78 million baht to buy such WEH shares, the company's financial cost will increase by 314.86 million baht per year and will increase the ratio Debt to Equity ("D/E Ratio") increased from the financial statements as of September 30, 2021 by 1.36 times to 2.11 times, and the Company still had to have a burden to provide collateral to secure the said loan facility. In addition, it may also affect the maintenance of the debt to equity ratio that the company has entered into agreements with creditors that do not exceed 2.0 - 2.5 times, which may result in a breach of repayment terms. or the conditions in the loan agreement (Financial Covenants). However, the issuance of capital increase shares to the private placement this time will not increase the D/E Ratio as mentioned above, but will still cause the D/E Ratio to be calculated from the financial statements as of the date On September 30, 2021, it was reduced to 0.78 times, which would allow the company to increase its leverage to expand its business in the future as well.

(3) Issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Right Offerings) The Board of Directors is of the opinion that the fundraising by this method has limitations on the uncertainty of the amount of funds that will be delivered. receive since the Company may not receive support from the existing shareholders in fully subscribing for the Company's newly issued ordinary shares Due to the offering of capital increase shares to private placement at this time It is payment for the purchase of WEH's ordinary shares directly to the seller. Therefore, it can be done immediately when the trading documents are complete. but offering the newly issued ordinary shares to the existing shareholders in proportion to their shareholding in order to buy WEH's ordinary shares Sell the capital increase shares to the private placement this time. will affect the voting rights of shareholders (Control Dilution) equal to 32.88%, but will result in the company receiving returns in the form of dividends on WEH shares of 300 - 400 million baht per year in a passive income manner, which will make the company have Better and stable performance It is more beneficial to the shareholders of the Company in the long run.

Therefore, the Board of Directors is of the opinion that this Private Placement Transaction is necessary and reasonable.

4.7 Specific Investor for the Offering and Allocation of Newly Issued Ordinary Shares, who has Related Business Which is Beneficial to the Company and has Knowledge or Experience that is Useful or Contributing to the Company's Business

Pursuant to the Share Purchase Transaction of WEH, the Company shall allocate such newly issued ordinary shares to the Seller of WEH Shares, who are a shareholder of WEH. As a result, the Seller of WEH shares will be the Company's shareholder without appointing representative or director in the Company. This allows the company to manage its operations continuously. In addition, the company will bring a potential of investors, a most of them have financial potential. Be an investor and own a business If the seller of such shares becomes a shareholder of the company The company expects this potential to help finance the company's business plans in the real estate business and other businesses of the Group for maximum benefit of the company in a long term.

4.8 Worthiness for Benefits to be Derived by the Company, Upon Comparison with Register the Capital Increase Which is Offering to Such Person at Low Price and Impact on Expense and

Financial Position of Listed Company Incurred from the Offering of Newly Issued Shares in Accordance with the Financial Reporting Standard on Share-Based Payments

This is a private placement offering at a price of THB [0.90] per share is an allocation of newly issued ordinary shares in return for the purchase of WEH's ordinary shares. Thus, this transaction is not subject to the financial reporting standard on share-based payments and free of charge based on the share criteria.

5. Shareholders' Right to Object the Offering of Newly Issued at Low Price

The issuance of newly issued ordinary shares by way of private placement is clearly specify the offering price at more than 10 percent discount from the market price according to the Notification No. TorJor. 72/2558, the Company shall obtain the approval of the Shareholders' Meeting of the Company with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, and also not more than an aggregate of 10 percent or more of the total votes of the shareholders present at the Meeting and entitled to vote must vote against the offering at such low price, and the Company shall obtain approval from the SEC Office prior to offering such newly issued ordinary shares.

6. Certification of the Board of Directors on Capital Increase

The Board of Directors hereby certifies that the Board of Directors has carefully considered and verified information of the Seller of WEH shares for the offering of the newly ordinary issued shares of the Company by the way of private placement by clearly determines the offering price at lower than 90 percent of the market price of the Company's shares, the Board of Directors views that such allocation is appropriate and will benefit the Company and shareholders since the Company shall not pay the consideration for the acquisition of WEH's shares in cash which will not affect the Company's liquidity significantly. In addition, the execution of this transaction shall provide the Company an opportunity to receive dividends from profit of WEH's operating result, which shall generate the income to the Company and help, strengthen the Company's financial strength in the future.

Moreover, the Board of Directors has considered and reviewed the information and deem that the Seller of WEH Shares can really benefit the Company, that is, if the Company becomes a shareholder of WEH by purchasing shares from the Seller of WEH Shares, the Company will receive dividends from profit of WEH's operating result. The Board of Directors has considered WEH as a company with good growth prospects. Therefore, the investment in WEH is beneficial to the Company and its shareholders, including. Including a

selection of each seller of shares in WEH, there will be no relationship with each other in form of concert parties or having any relationship with each other that qualify as persons under Securities and Exchange Act B.E. 2535 (as amended) which will result in the seller of WEH's shares to be obliged to make a tender offer for all of the Company's securities. After the acquisition of the Company's capital increase ordinary shares as payment of compensation for the purchase of WEH's ordinary shares.

In the event where any director of the Company fails to perform his/her functions as required by law, objectives and articles of association of the Company, as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, and such action or failure by action or inaction in the performance of his/her functions has caused damage to the Company, the Shareholders can claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, should such failure by action or inaction in the performance of his/her functions have caused any director, or related persons to derive any undue benefits, one or more shareholders, holding among them in aggregate not less than 5 percent of all votes in the Company, may take legal actions to recover those benefits from such directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

7. The opinion of the audit committee and/or directors that are different from the opinions of the Board of Directors

The audit committee opined in the line with the Board of Director of the Company.

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

Please be informed accordingly.

Sincerely yours,



(Mr. Sompijit Chaichanajarak)
Director/ Company Secretary

Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within March 1, 2022. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 6) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

- Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within the March 1, 2022
 - Email channel : secretary_nusa@nusasiri.com
 - Postal channels: No. 2922/209 Charn Issara Tower 2, 13th floor (12 A) New Petchburi Road, Bangkok, Huay Kwang Bangkok

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in

detail. If you haven't received the Email within the March 1, 2022, please get in touch with the Company immediately.

- Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

- The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
- To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
- Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
- If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.
 - **Telephone channel** : 097-237-0094
 - **Email channel** : kanassanun@ojconsultinggroup.com

This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company.

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 8) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the March 1, 2022 via the following channels:

- **Email channel** : : secretary_nusa@nusasiri.com
- **Postal channels** : No. 2922/209 Charn Issara Tower 2, 13th floor (12 A) New Petchburi Road, Bangkok, Huay Kwang Bangkok

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - **Email channel** : : secretary_nusa@nusasiri.com
 - **Postal channels** : No. 2922/209 Charn Issara Tower 2, 13th floor (12 A) New Petchburi Road, Bangkok, Huay Kwang Bangkok

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - **Email channel** : secretary_nusa@nusasiri.com
 - **Telephone channel** : 0-2030-1399 ext. 117
 - **Postal channels** : No. 2922/209 Charn Issara Tower 2, 13th floor (12 A) New Petchburi Road, Bangkok, Huay Kwang Bangkok
2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Acceptance for the invitation of online meeting of Nusasiri Public Company

Date..... Month.....Year.....

I/We,Identification Card/Passport number.....

Nationality Residing at No. Road..... Sub district.....

District Province..... Postal Code.....

(1) Being a shareholder of Nusasiri public company limited

Holding the total amount of shares

Signed.....Shareholder

(.....)

I would like to participate the E-EGM for Extraordinary General Meeting of Shareholders No. 1/2022

 Self-Attending Proxy to (Mr./Mrs./Ms.) attend the meeting.

(3) Please send the Link to join the meeting by below email

E-MailPlease fil in the blank.

Mobile Number..... Please fil in the blank.

(4) Please submit the required document per an attachment 5 by Within March 1, 2022

(5) Once you have verified, the company will send the Link to join the meeting via email

(6) Please prepare your Account Number and your Identification Card Number for log in the meeting.

Signed.....Shareholder

(.....)

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 "**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.

**Independent Director Information Which shareholders can authorize
to represent at the Extraordinary General Meeting of Shareholders No. 1/2565.**

Name	Mr. Teerataht Poshyanonda	
Type of director proposed for appointment	<ul style="list-style-type: none"> - The Board of Directors - Chairman of the Audit Committee - Member of the Nomination and Remuneration Committee - Independent Director 	
Age	60 years	
Nationality	Thai	
Address	No. 200 Soi Thadin Daeng 18 Tha Din Daeng Road, Klongsan Subdistrict, Klongsan District Bangkok.	
Education	<ul style="list-style-type: none"> - Master of Business Administration (Marketing) Oklahoma City University, USA (with honor) - Accounting Officer, Chulalongkorn University - Suankularb Wittayalai 	
Training relating to role and Duties of Director	Director Certification Program (DCP) 31/2005	
Current Position	<ul style="list-style-type: none"> - Director of Nusasiri Public Company Limited - Chairman of Audit Committee Nusasiri Public Company Limited - Nomination and Remuneration Committee Nusasiri Public Company Limited - Independent Director Nusasiri Public Company Limited 	

Work Experience (for 5 years)	<ul style="list-style-type: none"> - Assumption University (currently), Lecturer for Bachelor's Degree Program Faculty of Business Administration College of Management Mahidol University Special Lecturer, Master's Degree Program English Language Program (MM International Program) - College of Management Mahidol University, Ayutthaya Campus Special Lecturer Master's Degree Program - Thesis Judging Committee Bangkok University - Special lecturer for bachelor's degree programs Faculty of Business Administration Mahanakorn University - Special Lecturer, Master's Program Faculty of Business Administration Siam University - Special lecturer, Master's degree program Engineering Management Saint John's University - Special lecturer for bachelor's degree programs English Department Faculty of Business Administration
Position of other Company's Registration	<ul style="list-style-type: none"> - Independent Director, Audit Committee of KINGSMEN CMTI Public Company Limited - Independent Director, Chairman of the Audit Committee, Venture Incorporation Public Company Limited
Position of other Companies (not related to Company's registration)	Director of Accounting and Finance Department Trepax Innovation Co., Ltd.
Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company	There are no positions in other businesses that may cause conflicts of interest to the company.
Relationship with Executives or Major/Minor shareholders of the Company	There is no relationship with the management or major shareholders/ minority of the company.
Holding of the Company's securities/shareholding in the Company	There is no holding of securities or holding shares of the company.
Special interests that are different from Other directors	There is no special interest that is different from other directors.
Legal Dispute in past 10 years	No legal dispute
Meeting Attendance in 2021	<ul style="list-style-type: none"> - Board of Director 8 out of 8 times. - Audit Committee 4 out of 4 times - Nominating and Remuneration Committee 1 out of 1 times.

Name	Mr. Somkid Sari	
Type of director proposed for appointment	<ul style="list-style-type: none"> - Vice Chairman of the Board of Director - Audit Committee - Chairman of Nominating and Remuneration Committee - Independent Director 	
Age	66 years	
Nationality	Thai	
Address	No. 224/73 Charansanitwong Rd. Bang Yi Khan Subdistrict, Bang Phlat District, Bangkok	
Education	<ul style="list-style-type: none"> - Master Degree in Master of Public Administration, National Institute of Development Administration - B.A. in Economic, Ramkhamhaeng University. 	
Training relating to role and Duties of Director	No training relating to role and Duties of Director.	
Current Position	<ul style="list-style-type: none"> - Vice Chairman of the Board of Directors of Nusasiri Public Company Limited. - Chairman of Nominating and Remuneration Committee of Nusasiri Public Company Limited. Audit Committee of Nusasiri Public Company Limited. - Independent Director of Nusasiri Public Company Limited. 	
Work Experience (for 5 years)	<ul style="list-style-type: none"> - Performance Consultant (Level 10) (Policy analyst and qualified plan) - Provincial Land Officer (Land Management Officer 9) Bangkok Land Office 	
Position of other Company's Registration	There is no positions in other Company's Registration	
Position of other Companies (not related to Company's registration)	There is no position of other Companies (not related to Company's registration)	

<p>Position of Director/Executive other Companies that may lead the Conflict of Interests to the Company</p>	<p>There is no positions in other businesses that may cause conflicts of interest to the company.</p>
<p>Relationship with Executives or Major/Minor shareholders of the Company</p>	<p>There is no relationship with the management or major shareholders/ minority of the company.</p>
<p>Holding of the Company's securities/shareholding in the Company</p>	<p>There is no holding of securities or holding shares of the company.</p>
<p>Special interests that are different from Other directors</p>	<p>There is no special interest that is different from other directors.</p>
<p>Legal Dispute in past 10 years</p>	<p>There is no legal dispute</p>
<p>Meeting Attendance in 2021</p>	<ul style="list-style-type: none"> - Board of Director 8 out of 8 times. - Audit Committee 4 out of 4 times - Nominating and Remuneration Committee 1 out of 1 times.

(ปิดอากรแสตมป์ 20 บาท)

(Affix 20 Baht duty stamp)

หนังสือมอบฉันทะ แบบ ก.

Proxy Form (A)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่ _____

Address

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท นูสาศิริ จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of Nusasiri Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of shares with the voting rights or votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares with the voting rights or votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share shares with the voting rights or votes

(3) ขอมอบฉันทะให้

Hereby appoint

กรณีเลือกข้อ 1.

กรุณาระบุชื่อผู้รับมอบอำนาจ

If you make proxy by choosing no. 1, please mark at 1. and give the detail of

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

กรณีเลือกข้อ 2. หรือ 3.

กรุณาทำเครื่องหมาย ที่ 2. หรือ 3.

If you make proxy by choosing no. 2 or 3, please mark at 2 or 3.

2. ชื่อ นายธีรรัช โปษยานนท์ อายุ 60 ปี อยู่บ้านเลขที่ 200

Name Mr.Teerataht Poshyanonda age 60 years, residing at 200

ถนน ท่าดินแดง ตำบล/แขวง คลองสาน อำเภอ/เขต คลองสาน

Road Tha Din Daeng Sub-district Khlong San District Khlong San

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10600

Province Bangkok Postal Code 10600

3. ชื่อ นายสมคิด ศรี _____ อายุ 67 ปี อยู่บ้านเลขที่ 224/73

Name Mr.Somkid Sari age 67 years, residing at 224/73

ถนน จรัญสนิทวงศ์ ตำบล/แขวง บางยี่ขัน อำเภอ/เขต บางพลัด

Road Charansanitwong Sub-district Bang Yi Khan District Bang Phlat

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10700

Province Bangkok Postal Code 10700

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันศุกร์ ที่ 4 มีนาคม พ.ศ. 2565 เวลา 13.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 ซึ่งถ่ายทอดสด ณ สำนักงานของบริษัทฯ เลขที่ 2922/209 อาคารชาณุอิสสระทาวเวอร์ 2 ชั้น 12A ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร หรือจะฟังเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Extra-General Meeting of Shareholders No.1/2022 to be held on Friday, March 4, 2022, at 1.00 P. M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations which broadcasting from company office 2922/209 Charn Issara Tower 2, Floor 13 (12A) , New Petchburi Road, Bangkapi , Huai Khwang , Bangkok 10310. or on the date and at the place as may be postponed or changed.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมเว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

ลงชื่อ/Signed ผู้มอบฉันทะ/Proxy Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy Holder
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy Holder
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy Holder
(.....)

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.

ปิดอากรแสตมป์ 20 บาท

(Affix 20 Baht duty stamp)

หนังสือมอบอำนาจ แบบ ข.

Proxy Form (B)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท นูสาศิริ จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of **Nusasiri Public Company Limited** (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares with the voting rights or _____ votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares with the voting rights or _____ votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares with the voting rights or _____ votes

(3) ขอมอบอำนาจให้

Hereby appoint

กรณีเลือกข้อ 1.
กรุณาระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing no. 1,
please mark ✓ at 1. and give the detail
of proxy holder.

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province _____ Postal Code _____ or _____

กรณีเลือกข้อ 2. หรือ 3.
กรุณาทำเครื่องหมาย ✓ ที่ 2. หรือ 3.
If you make proxy by choosing no. 2 or 3,
please mark ✓ at 2 or 3.

2. ชื่อ นายธีรวัช โปษยานนท์ อายุ 60 ปี อยู่บ้านเลขที่ 200
Name Mr.Teerataht Poshyanonda age 60 years, residing at 200
ถนน ท่าดินแดง ตำบล/แขวง คลองสาน อำเภอ/เขต คลองสาน
Road Tha Din Daeng Sub-district Khlong San District Khlong San
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10600
Province Bangkok Postal Code 10600

3. ชื่อ นายสมคิด ศรี _____ อายุ 67 ปี อยู่บ้านเลขที่ 224/73
Name Mr.Somkid Sari _____ age 67 years, residing at 224/73
ถนน จรัญสนิทวงศ์ ตำบล/แขวง บางยี่ขัน อำเภอ/เขต บางพลัด
Road Charansanitwong Sub-district Bang Yi Khan District Bang Phlat
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10700
Province Bangkok Postal Code 10700

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันศุกร์ ที่ 4 มีนาคม พ.ศ. 2565 เวลา 13.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Extra-General Meeting of Shareholders No.1/2022 to be held on Friday, March 4, 2022, at 1.00 P. M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws or on the date and at the place as may be postponed or changed.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ซึ่งประชุมเมื่อวันที่ 23 เมษายน พ.ศ. 2564

Agenda 1 To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders for the year 2021 held on April 23, 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท เป็นจำนวน 1,600,000,000 บาท จากทุนจดทะเบียนจำนวน 12,051,353,263 บาท เป็น 10,451,353,263 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้จำหน่ายออกจำนวน 1,600,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท ซึ่งเป็นหุ้นสามัญที่เหลือจากการจัดสรรให้แก่บุคคลในวงจำกัด (Private Placement) ตามมติที่ประชุมสามัญผู้ถือหุ้น ประจำปี 2564 และพิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 2 To consider and approve the reduction of the Company's registered capital by THB 1,600,000,000 from the existing registered capital of THB 12,051,353,263 to be THB 10,451,353,263 by cancelling 1,600,000,000 unsold ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital;

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 4,265,132,134 บาท จากทุนจดทะเบียนเดิม จำนวน 10,451,353,263 บาท เป็น ทุนจดทะเบียน จำนวน 14,716,485,397 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 4,265,132,134 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 1.00 บาท เพื่อจัดสรรให้แก่บุคคลในวงจำกัด (Private Placement) และพิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the increase of the Company's registered capital by 4,265,132,134 from the existing registered capital of THB 10,451,353,263 to be THB 14,716,485,397 by issuing of not exceeding 4,265,132,134 newly issued ordinary shares at a par

value of THB 1.00 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital;

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการออกและจัดสรรหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 4,265,132,134 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement) และเพื่อรองรับการปรับสิทธิสำหรับ (1) ใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่ 4 (NUSA – W4) ซึ่งออกให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น และ (2) ใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทที่ออกให้แก่บุคคลในวงจำกัด (NUSA-WC)

Agenda 4 To consider and approve the allocation of not exceeding 4,265,132,134 newly issued ordinary shares by the way of Private Placement, and to accommodate (i) the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage; and (ii) the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณาแต่งตั้งกรรมการเพิ่ม 2 ท่าน

Agenda 5 Consider appointing 2 additional directors

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 6 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Should neither the proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is not correct nor my/our vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respect.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

ลงชื่อ/Signed ผู้มอบฉันทะ/Proxy Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy Holder
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy Holder
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy Holder
(.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex to this proxy form (B).

ใบประจำต่อแบบหนังสือมอบฉันทะ ข.

The Annex of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ภูเก็ต จำกัด (มหาชน)

The proxy on behalf of the shareholder of **Nusasiri Public Company Limited.**

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันศุกร์ ที่ 4 มีนาคม พ.ศ. 2565 เวลา 13.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Extra-General Meeting of Shareholders No.1/2022 to be held on Friday, March 4, 2022, at 1.00 P. M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws or on the date and at the place as may be postponed or changed.

วาระที่ เรื่อง.....
Agenda.....Subject:.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall votes according to my intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ เรื่อง.....
Agenda.....Subject:.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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วาระที่ เรื่อง.....
Agenda.....Subject:.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ เรื่อง.....
Agenda.....Subject:.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ เรื่อง.....

Agenda.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ เรื่อง.....

Agenda.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

(ปิดอากรแสตมป์ 20 บาท)

(Affix 20 Baht duty stamp)

หนังสือมอบฉันทะ แบบ ค. (ใช้เฉพาะ กัสโตเดียน (Custodian))

Proxy Form C. (For foreign shareholders who have custodian in Thailand only.)

เลขทะเบียนผู้ถือหุ้น _____

Shareholder's Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____

I/We

สำนักงานตั้งอยู่เลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____

District Province Postal Code

ในฐานะผู้ประกอบการกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

as being the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท นูสาสิริ จำกัด (มหาชน)

Being a shareholder of **Nusasiri Public Company Limited** ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

Holding the total amount of _____ shares with the voting rights or _____ votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

Ordinary share _____ shares with the voting rights or _____ votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

Preferred share _____ shares with the voting rights or _____ votes

(2) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ _____ อายุ _____ ปี

Name Age Years,

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Residing at Road Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Postal Code or,

2. ชื่อ **นายธีรรัช โปษยานนท์** อายุ 60 ปี

Name **Mr.Teerataht Poshyanonda** Age 60 Years,

อยู่บ้านเลขที่ 200 ถนน **ท่าดินแดง** ตำบล/แขวง **คลองสาน**

Residing at 200 Road **Tha Din Daeng** Sub-district **Khlong San**

อำเภอ/เขต **คลองสาน** จังหวัด **กรุงเทพมหานคร** รหัสไปรษณีย์ **10600** หรือ

District **Khlong San** Province **Bangkok** Postal Code **10600**

3. ชื่อ นายสมคิด ศรี อายุ 67 ปี
 Name Mr. Somkid Sari Age 67 Years,
 อยู่บ้านเลขที่ 224/73 ถนน จรัญสนิทวงศ์ ตำบล/แขวง บางยี่ขัน
 Residing at 224/73 Road Charansanitwong Sub-district Bang Yi Khan
 อำเภอ/เขต บางพลัด จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10700
 District Bang Phlat Province Bangkok Postal Code 10700

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันศุกร์ ที่ 4 มีนาคม พ.ศ. 2565 เวลา 13.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Extra-General Meeting of Shareholders No.1/2022 to be held on Friday, March 4, 2022, at 1.00 P. M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws or on the date and at the place as may be postponed or changed.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 (3) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant to the proxy the total number of shares held by me/us and have the right to vote

มอบฉันทะบางส่วน คือ

To grant to the proxy a part of

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Ordinary share shares with the voting rights votes
 หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ - เสียง
 Preferred share shares with the voting rights or votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด เสียง
 Total number of right to vote votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ซึ่งประชุมเมื่อวันที่ 23 เมษายน พ.ศ. 2564

Agenda 1 To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders for the year 2021 held on April 23, 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall votes according to my intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง จงดออกเสียง เสียง

Approve Disapprove Abstain

วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท เป็นจำนวน 1,600,000,000 บาท จากทุนจดทะเบียนจำนวน 12,051,353,263 บาท เป็น 10,451,353,263 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้จำหน่ายออกจำนวน 1,600,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท ซึ่งเป็นหุ้นสามัญที่เหลือจากการจัดสรรให้แก่บุคคลในวงจำกัด (Private Placement) ตามมติที่ประชุมสามัญผู้ถือหุ้น ประจำปี 2564 และพิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 2 To consider and approve the reduction of the Company's registered capital by THB 1,600,000,000 from the existing registered capital of THB 12,051,353,263 to be THB 10,451,353,263 by cancelling 1,600,000,000 unsold ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital;

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 4,265,132,134 บาท จากทุนจดทะเบียนเดิม จำนวน 10,451,353,263 บาท เป็น ทุนจดทะเบียน จำนวน 14,716,485,397 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 4,265,132,134 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท เพื่อจัดสรรให้แก่บุคคลในวงจำกัด (Private Placement) และพิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the increase of the Company's registered capital by 4,265,132,134 from the existing registered capital of THB 10,451,353,263 to be THB 14,716,485,397 by issuing of not exceeding 4,265,132,134 newly issued ordinary shares at a par value of THB 1.00 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital;

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติการออกและจัดสรรหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 4,265,132,134 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement) และเพื่อรองรับการปรับสิทธิสำหรับ (1) ใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่ 4 (NUSA – W4) ซึ่งออกให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น และ (2) ใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทที่ออกให้แก่บุคคลในวงจำกัด (NUSA-WC)

Agenda 4 To consider and approve the suspension of allocation of profits as legal reserves and the omission of dividends for the company's performance for the fiscal year-ending 31st December 2019 To consider and approve the allocation of not exceeding 4,265,132,134 newly issued ordinary shares by the way of Private Placement, and to accommodate (i) the right adjustment of the warrant to purchase the ordinary shares of the Company series 4 (NUSA – W4) which issued to the existing shareholders of the Company proportionate to their shareholding percentage; and (ii) the right adjustment of the warrant to purchase the ordinary shares of the Company which issued to the specific person (private placement) (NUSA-WC).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve Disapprove Abstain

วาระที่ 5 พิจารณาแต่งตั้งกรรมการเพิ่ม 2 ท่าน

Agenda 5 Consider appointing 2 additional directors

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve Disapprove Abstain

วาระที่ 6 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 6 To consider any other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

(5) Should neither the proxy holder vote in any agenda, in compliance with those specified herein, it shall be deemed that such vote is not correct nor my/our vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(6) In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respect.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

ลงชื่อ Signed _____ ผู้มอบฉันทะ Proxy Grantor
(_____)

ลงชื่อ Signed _____ ผู้รับมอบฉันทะ Proxy Holder
(_____)

ลงชื่อ Signed _____ ผู้รับมอบฉันทะ Proxy Holder
(_____)

ลงชื่อ Signed _____ ผู้รับมอบฉันทะ Proxy Holder
(_____)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ แบบ ก. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - 2.1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - 2.2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก. ตามแนบ

Remark

1. Proxy Form C. shall be used only in case of shareholders whose names are shown in the register as foreign investors and appoint a custodian in Thailand
2. Evidence required to be attached to the Proxy Form includes:
 - (1) Power of Attorney by the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf;
 - (2) Confirmation letter indicating that the person signing the Proxy Form on his/her behalf is permitted to operate the business of custodian.
3. The shareholder appointing proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
4. In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
5. If there is any agenda to be considered in the meeting other than those specified above, the attached Supplement to Proxy Form C. shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ ก.
The Annex of Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท นูสาศิริ จำกัด (มหาชน)

The proxy on behalf of the shareholder of **Nusasiri Public Company Limited.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท นูสาศิริ จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันศุกร์ ที่ 4 มีนาคม พ.ศ. 2565 เวลา 13.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Extra-General Meeting of Shareholders No.1/2022 to be held on Friday, March 4, 2022, at 1.00 P. M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws or on the date and at the place as may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda _____ Subject: _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall votes according to my intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain

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Agenda _____ Subject: _____

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