



N U S A S I R I

L I V E B E Y O N D • คิด...ให้ชีวิตสมบูรณ์แบบ

**Notice of information of rights to subscribe for new ordinary shares
and documents to subscribe new ordinary shares offered for sale to
the existing shareholders in proportion to their respective
shareholdings (Rights Offering)**

of

Nusasiri Public Company Limited

15 January 2018 to 19 January 2018

(Total 5 business days)



N U S A S I R I

L I V E B E Y O N D • คิด...ให้ชีวิตสมบูรณ์แบบ

Ref. NUSA.085/2017

19 December 2017

Re: Information of rights to subscribe for new ordinary shares

To: Shareholders of Nusasiri Public Company Limited

- Attachments:
1. Certificate for the subscription right of the new ordinary shares issued by Thailand Securities Depository Co., Ltd.
 2. Notice of allotment of the new ordinary shares
 3. Information memorandum on capital increase and shares allocation
 4. Subscription form for the new ordinary shares
 5. Bill Payment Form
 6. Additional details to comply with Foreign Account Tax Compliance Act (FATCA) (For subscriber who is depositing shares under issuer account)
 7. Power of Attorney for the subscription of the newly issued ordinary share
 8. Map of the place for subscription and payment of new ordinary shares

Extraordinary General Meeting of Shareholders No. 1/2017 of Nusasiri Public Company Limited (the “company”), convened on 18 December 2017, resolved to approve the increase of company’s capital from existing registered capital after decreased amount of THB 9,083,962,775 to THB 10,488,054,292 by issuing 1,404,091,517 new ordinary shares at a par value of THB 1.00 per share

To allocate 694,713,412 newly-issued ordinary shares at a par value of THB 1.00 per share for to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the offering price of THB 0.50 per share at the rate of 10 existing ordinary shares per 1 new ordinary share. A fraction of a share as a result of the calculation, if any, shall be disregarded. To allocate not exceeding 694,713,412 newly-issued ordinary shares at a par value of THB 1.00 per share, to serve the using rights as third warrant generation (NUSA-W3) for the existing shareholders who used their rights to subscribe for new ordinary shares that offer to the existing shareholders at the rate of 1 new ordinary share per 1 warrant at the offering price of THB 1.00 per share. To allocate 2,219,319 newly-issued ordinary shares, to serve the rights adjustment of second warrant generation (NUSA-W2). To allocate 3,866,838 newly-issued ordinary shares, to serve the rights adjustment of warrant (NUSA-WA) and to allocate 8,578,536 newly-issued ordinary shares, to serve the rights adjustment of warrant (NUSA-WB) from issuing warrant (NUSA-W3). Total shares for serving the rights adjustment of warrant 14,664,693 shares at a par value of THB 1.00 per share.

Furthermore, existing shareholders has rights to subscribe the newly-issued ordinary shares more than their rights at proportionate to their respective shareholdings (Rights Offering). In case there are remaining of shares that allocated from the first allocation, will allocate the shares remaining to each shareholder that subscribe more than their rights (Oversubscription) in proportionate to their respective shareholdings (Rights Offering) and this allocation will continuous until there are no more shares for the allocation or until there are no more oversubscription.

In case there are the remaining of shares allocation in this time, it will under the power of the Board of Directors and/or the Board of Executive and/or the Chief Executive Officer and/or the persons that are authorized by the Board of Directors or the Board of Executive for allocation the shares to the limit people.

The company inform you to know the rights to subscribe the newly-issued ordinary shares which the amounts are appeared in certified warrant that issued by the Thailand Securities Depository Company Limited (Attachment 1) and the details of the newly-issued ordinary shares allocation will appeared in the Notice of the Allocation of Newly Issued Ordinary Shares (Attachment 2)

Please be informed accordingly.

best regards

A handwritten signature in black ink, appearing to be 'Visanu Thepcharoen', written in a cursive style.

(Mr. Visanu Thepcharoen)

Chairman of the Board of Directors

Notice of the Allocation of Newly Issued Ordinary Shares**Details of offering of Newly Issued Ordinary Shares of Nusasiri Public Company Limited**

Name and Address of the Company	Nusasiri Public Company Limited (“Company”) 2922/209 Charn Issara Tower 2 Floor 13 (12A) New Petchburi Road Sub-district Bangkapi, District Huaykwang Bangkok 10310 www.nusasiri.com
Securities type	Ordinary Shares
Offering shares	Not exceed 694,713,412 shares with the par value of Baht 1 per share for the existing shareholders of the company in proportion to their shareholding (Rights offering)
Allocation ratio	10 existing ordinary share is entitled to subscribe for 1 newly issued ordinary share and the remains will be ignored
Par Value	a par value of Baht 1 per share
Offering price	Baht 0.50 per share
The subscription period for the newly issued ordinary shares	between 15 - 19 January 2017 (total 5 business days)
Place for payment	All branches of Thanachart Bank Public Company Limited
Other details	<p>(1) The shareholders who wish to subscribe for the newly issued ordinary shares over the rights must inform the purpose to subscribe over the rights in one time subscribe and pay all of subscribe amount.</p> <p>(2) The shareholders who subscribe for the newly issued ordinary shares will get the evidences with the signed of Subscriber Authorized Officer which using for the evidences of subscribe.</p> <p>(3) In case the amount of shares which fill in Subscription Form for Newly Issued Ordinary Shares are not similar to the paid, the company will hold the amount of payment.</p> <p>(4) The shareholders who subscribe for the newly issued ordinary shares and paid cannot cancel the subscribing and cannot get the cash back also, the company has right to cancel the booking of The shareholders who fill the matter unclearly.</p>

**The method to subscribe the of Newly Issued Ordinary Shares of Nusasiri Public Company Limited (Company)
the existing shareholders of the company in proportion to their shareholding (Rights offering)**

1. The subscription and payment period for the newly issued ordinary shares

Since 9.00 a.m. to 16.00 p.m. of 15 January 2018 to 19 January 2018 (total 5 business days)

2. Place for subscription and payment for the newly issued ordinary shares

Subscriber or Authorization Representative can send the documents related for subscription and payment for the newly issued ordinary shares at the head office of company.

Nusasiri Public Company Limited

2922/209 Charn Issara Tower 2 Floor 13 (12A)

New Petchburi Road Sub-district Bangkapi, District Huaykwang Bangkok 10310

Tel. 0 2030 1399 ext. 117, 650, 653 or 654 Fax. 0 2030 1398

The company not allows the other method of subscription and ignored if the company do not get the documents in subscription and payment period.

3. The method to subscribe the of Newly Issued Ordinary Shares

The existing shareholders of the company in proportion to their shareholding (Rights offering) can subscribe since 9.00 a.m. to 16.00 p.m. of 15 January 2018 to 19 January 2018 (total 5 business days).

The payment is paid by transferring with the Bill Payment system of all branches of Thanachart Bank Public Company Limited (Payment form with the Bill Payment system as Attachment 5) Please fill clearly details in form and fill the Shareholders Number 10 pins (Ref.1) as appeared in the warrant which issued by the Thailand Securities Depository Company Limited and also fill the ID Number 13 pins (Ref.2) of the Subscriber and paid at the counter of all branches of Thanachart Bank Public Company Limited.

Note: (1) The fees of the payment by the Bill Payment system of all branches of Thanachart Bank Public Company Limited will be except for the Subscriber.

(2) The Subscriber has to pay only by the Bill Payment system of all branches of Thanachart Bank Public Company Limited.

(3) The Subscriber or the Authorization Representative who paid for subscription by the Bill Payment system of all branches of Thanachart Bank Public Company Limited must bring any documents and evidences to the Place for subscription as informed in 2.

(4) In case the shareholders purpose to purchase over the warrant amounts

The Subscriber must show the purpose to subscribe as they hold and they will have right to purchase over the warrants and must fill the details in the Subscription Form for Newly Issued Ordinary Shares (Subscription Form for Newly Issued Ordinary Shares attachment 4) clearly and must inform in one times as the amount of subscription both amount of warrants and amount of over warrants.

In the case where there are shares remaining from the first round of allocation according to the respective shareholding, the shareholders, who express their intention to oversubscribe the shares exceeding their rights, are entitled to be allocated such oversubscription in the next round (Please see Clause 5 “Terms and Conditions of Subscription”).

The Company hereby reserves the right to allocate the over-allotment of the new ordinary shares to the shareholders who act in accordance to the subscription procedure prescribed in this notice only.

(5) In the case that subscriber receives more than 1 registration no. Specified in the certificate for the subscription right of the new ordinary shares

The subscriber must prepare subscription documents according to number of registration no. specified in the certificate for the subscription right of the new ordinary shares which issued the Thailand Securities Depository Company Limited (*appeared in attachment 1*) meaning 1 set of subscription documents per 1 registration no.

4. Required Documents for Subscription

4.1 Subscription form for the new ordinary shares, on which details are fully provided and the signature affixed. The Company will deliver the subscription form for the new ordinary shares to all existing shareholders in accordance with the date for determining a list of shareholders who are entitled to the allotment and offer for sale of new ordinary shares (Record Date) on 11 April 2017, and also can download such form from the Company’s website (www.nusasiri.com)

4.2 Certificate for the subscription right of the new ordinary shares issued by Thailand Securities Depository Co., Ltd. (Attachment 1) in which number of entitlement shares will be stated.

4.3 Evidence showing the payment via Bill Payment system at Thanachart Bank Public Company Limited

4.4 attach the following documents

(1) In the case of Thai individual

A certified true copy of identification card or government official identification card that has not expired or a certified true copy

(2) In the case of foreign individual

A certified true copy of alien card or passport that has not expired or a certified true copy

(3) In the case of Thai juristic person

A copy of affidavit issued by the Ministry of Commerce no longer than 3 months before date of subscription with true copy signed certified by authorized person and affixed with the company’s seal (if any); and A certified true copy of identification card, A certified true copy of alien card or Passport ID (up to case) by authorized person with true copy signed.

(4) In the case of foreign juristic person

Copies of documents evidencing its incorporation of the juristic person issued no longer than 3 months from the date of copy with true copy signed by authorized person and affixed with the company’s seal (if any); with the A certified true copy of alien card or passport (up to case) with true copy signed by authorized person.

4.5 Power of attorney affixed with THB 30 stamp duty (in case of authorizing an attorney to act on his/her behalf) together with a copy of identification card of the subscriber and the attorney, being certified true copies.

4.6 Additional details to comply with Foreign Account Tax Compliance Act (FATCA) (For subscriber who is depositing shares under issuer account no. 600) (Attachment 6)

In the case that the subscriber wishes to use TSD scripless service to deposit his/her shares in the issuer account No. 600, the subscriber must provide details in “Additional details to comply with Foreign Account Tax Compliance Act (FATCA) (For subscriber who is depositing shares under issuer account no. 600)”, which shall be signed by the subscriber, to be submitted to TSD.

In the case of the shareholder who subscribes for new ordinary shares of the Company has incompletely or unclearly submitted the above required documents for subscription, the Company is entitled to treat that such shareholder has given up the right to subscribe new ordinary shares of the Company.

In addition, the Company reserve the rights not to deliver the offering documents and/or to allocate the new shares to any subscriber if such delivery and/or allocation will be, or cause them to be, in violation of any laws, regulations or rules of a foreign country, or if such delivery and/or allocation will cause them to take any other steps or actions other than those necessary under Thai laws and regulations concerning the issuance and offering of securities.

5. Terms and Conditions of Subscription

5.1 In the case that the shareholder subscribes for the new ordinary shares pursuant to his/her right or less than his/her right

The shareholder who expresses an intention to subscribe the new ordinary shares pursuant to his/her right with round down or less than his/her right will receive the allocation of all new ordinary shares for which he/she subscribes.

5.2 In the case that the shareholder wishes to subscribe for the new ordinary shares exceeding his/her right,

The existing shareholders of the company in proportion to their shareholding (Rights offering) has right to purchase over the ratio in case that there are shares remain from the first allocating. The remains will allocated to each shareholders who show the purpose to purchase over their warrant company in proportion to their shareholding (Rights offering) and the allocation will continues until there are not remain share or until there are not shareholders who show the purpose to purchase over the warrant.

In case there are shares remain from the allocation will under the power of the Board of Directors and/or the Board of Executive and/or Chief Executive Officer and/or person who is the Board of Directors or Board of Executive authorized for allocating to offer to limit people.

5.3 In case there are shares remain from the using rights in proportion to their shareholding (Rights offering) also from the over rights subscription and from allocation and offer to limit people in this time, the Company will reduce its registered capital by cancelling the new ordinary shares remaining after the offering in Annual General Meeting of Shareholders 2018.

5.4 The shareholder who has subscribed and paid for the subscription is not permitted to cancel his/her subscription.

5.5 In making payment for the subscription, the shareholders shall closely examine the subscription payment method and proceed in accordance with conditions and method specified. If the shareholder fails to comply with the method for the subscription payment or fails to proceed in accordance with conditions and method specified, for the subscription payment

to be collected within the subscription period, the Company is entitled to treat that such shareholder has given up his/her right to subscribe to the new ordinary shares. In this regard, the hereby reserves the right to further allocate such new ordinary shares.

5.6 Return of Subscription Payment or cheque

In case the shareholders who purchase over the warrant and do not get the allocation because not enough shares if compare with the amount of shares that subscribed, the company will return the payment to the shareholders who purchase over the warrant and do not get the allocation because not enough shares when compare with the amount of shares that subscribed in part of not allocated share with no any interest or expense by 2 methods that are transfer to bank saving account or bank current account of the shareholders or paid by cheque lined over it to pay to the subscriber that appeared in Subscription Form by the registered postal that appeared in shareholder book within 14 days after the subscription period for the newly issued ordinary shares.

In case the Company cannot return the payment to the subscriber within the stated period, the subscriber shall receive interest rate of 7.5% per annum on the amount to be returned, calculated from the date following the last day of the stated period until the date of which the return can be made. In this regard, in any case, if there is a transfer of the subscription payment for the portion of shares that has not been allocated or has not been fully allocated by Automatic Transfer System (ATS) to the bank account of the subscriber as specified in the subscription form for the new ordinary shares or by a cheque delivered by the registered postal mail to the address specified by the subscriber in the subscription form for new ordinary shares, it shall be deemed that the subscriber has duly received the subscription payment for the portion of shares that has not been allocated or has not been fully allocated; and the subscriber shall not have the right to claim any interest and/or damages from the Company.

5.7 Delivery of Securities to Subscribers

The subscriber can request the Company to proceed on securities delivery methods as follows:

(1) If the subscriber wishes to receive a share certificate in subscriber's name, the Company, by the TSD, will deliver the allotted shares according to the name and address shown in the subscription form within 15 days from the end of the subscription period. In this case, the subscriber cannot trade the allotted new ordinary shares on the SET unless he/she receive the share certificate, which may take place after the new ordinary shares of the Company are traded on the SET.

(2) If the subscriber wishes to use TSD scrip less service to deposit his/her shares but the subscriber do not has the trading account means that the subscriber want to deposit his/her shares in account of the Company that issued the securities member number 600. In this case, the company wills action with the allocated share by deposit to the Thailand Securities Depository Company Limited and the TSD will record the amount of shares as the same of amount that subscriber get the allocated shares in account if subscriber's allotted shares in the securities member number 600 and will issue the evidence related to the deposition to the subscriber within 7 working days since the end of period of the subscription. When the shareholders who got the allocated shares want to sell the shares, they must withdraw the shares from the account of the Company that issued the securities member number 600 by contact to the general securities company which maybe occur the fees from operations as the Thailand Securities Depository Company Limited or securities company set so, in this case, the shareholders who got the allocated shares will able to sale their allocated shares in The Securities Exchange immediately that the Securities Exchange allow the shares of the company to be traded in the Securities Exchange and the shareholders who got the allocated shares had withdrawn the shares from the account number 600.

(3) In case the subscriber do not get the Certified share but purpose to use TSD scripless service by the subscriber purpose to deposit the shares in the account of securities company member number 600. This case the officer of company which is the TSD will issue the certified share amount that the subscriber get the allocation in named “Thailand Securities Depository Company Limited for depositor” and TSD will record the amount of shares that Securities Company had deposit. That securities company will record the amount that the subscriber that get the allocated deposited and will issue the evidence the deposit for the subscriber that get the allocated within 7 working days since the end of period of the subscription. This case the subscriber that get the allocated will be able to sale the allocated shares in the Securities Exchange immediately that the Securities Exchange allow the shares of the company to be traded in the Securities Exchange.

In case that the subscriber choose to the company action as 5.7 (3) the name of subscriber must correct with name of trading securities account owner that the subscriber purpose to deposit in the account of securities company if not, the company will issue the certified share to subscriber as 5.7 (1) instead and please fill the code of broker that the subscriber send the share correctly. If the details are wrong, the shares will deliver to other and the company will not response the late of follow or missing.

The company able changing the payment method, conditions of subscription or any details related to the method of newly ordinary shares subscription if there are problem or treat or limit to the operation also, for the benefits to the subscription of the company.

6. Other Necessary Details for Shareholders in Making Decision to Purchase New Ordinary Shares

The offering of ordinary share is very important. The company will use the money from offering to be the capital and for funding to expand to the wellness business that must be ready in financial part and liquidity for any projects and to prepare the expandable business of the company in the future both in country and out of country which will occur more benefits and income to the company also add the value to shareholders of the company.

The Company shall proceed to register the paid-up capital increase of the Company with the Ministry of Commerce within 14 days after the subscription period and submit an application for the listing of all new ordinary shares on the Stock Exchange of Thailand later.

7. Other Important Information

(1) The shareholders who purpose to subscribe over the rights must inform the purpose to purchase the ordinary shares over the warrant in one times with the subscription with payment.

(2) The shareholders who subscribed will get the evidence related to the subscription with signed of the authorized officer for using in subscription.

(3) In case the amount of share that filled in the Subscription Form not correct with the amount that the company get the payment. The company will hold on the amount that gets from the payment.

(4) The shareholders that inform the purpose for subscription and paid for the subscription will cannot to cancel the subscription and cannot get money return and also the company has rights to cancel the subscription of the shareholders who filled the important details not correctly clearly.

Information Memorandum on Capital Increase and Share Allocation of Nusasiri Public Company Limited

Part 1

Information on Allocation of newly Issued Shares

1. Date and Number of the meeting of the Board of Directors and the meeting of the shareholders which has passed a resolution approving the ordinary share allocation

The Board of Directors Meeting: Number 10/2017, held on 6 November 2017

Extraordinary General Meeting of the Shareholders: Number 12017, held on 18 December 2017

2. Capital Increase

The Board of Directors Meeting of Nusasiri Public Company Limited (the “Company”) No.10/2017 held on 6 November 2017, passed a resolution approving to propose to the Extraordinary General Meeting of the Shareholders No.1/2017 held on 18 December 2017 for consideration and approval of the increase of registered capital from 9,083,962,775 Baht to 10,488,054,292 Baht by issuing 1,404,091,517 newly issued ordinary shares with a par value of 1.00 Baht per share.

Furthermore, to be offered to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering) amount not exceed 694,713,412 shares, to prepare for the using rights as the warrant for purchase the third generation of ordinary shares (NUSA-W3) not exceed 694,713,412 shares which the Company will issue to the existing shareholders of the Company who subscribed and allocated the ordinary shares that issued and offered to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering), and to prepare for the adjustment of the warrant of the company from issuing the warrant (NUSA-W3) the total amount of shares for adjustment is 14,664,693 shares with a par value of 1.00 Baht per share. The total newly ordinary shares amount of 1,404,091,517 shares

Details of the capital increased for offering to the existing shareholders of the Company in proportion to their respective shareholding are as listed below

3. Allotment of newly Issued Ordinary Shares

The Company will allot no more than 68,000,000 new ordinary shares with a par value of 10 Baht each to be offered for sale to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), in accordance with the details of allotment below.

3.1 Details of the Allotment of newly Issued Ordinary Shares

Allotted to	The existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering)
Offering shares	Not exceed 694,713,412 shares
Allocation ratio	10 existing ordinary share is entitled to subscribe for 1 newly issued ordinary share (The existing shareholders of the Company are able to subscribe over the rights only in case there are the shares remained from the allocation to the existing shareholders of the Company which subscriber the shares cover the rights.
Sale price	0.50 Baht per share
Subscription and Payment Period	15 January 2018 to 19 January 2018 (total 5 business days)
If there are fractions	Any fractions resulted from the allotment of shares shall be disregarded

3.2 The method of the allocation

Subscription as rights or less	The shareholders who inform to subscribe the ordinary shares as rights or less will receive the allocation all amount of subscribe.
Subscription more than rights	<p>The Subscriber who show the purpose to subscribe over their rights must inform the purpose to purchase over the rights in the Subscription Form in one time with using rights as they hold. In case there are the remaining of ordinary shares from the subscription as rights, the shareholders who subscriber over the rights will get the allocated as rules below;</p> <p>(1) In case the amounts of ordinary shares are more than the total amount of the purpose of the shareholders who subscribe over rights, the Company will allocate the remaining of ordinary shares to the existing shareholders of the Company who informed the purpose to subscribe the ordinary shares over the rights and paid all the payment in the amount as shown in the purpose to subscribe over the rights.</p> <p>(2) In case the amounts of ordinary shares are less than the total amount of the purpose of the shareholders who subscribe over rights, each shareholder who subscribe ordinary shares over the rights will get the allocation in proportion to each respective shareholding. This allocation will continue until there are no remaining share of until there is no purpose to subscribe of the shareholders.</p>
In case there are the remaining of shares from the allocation the existing shareholders of the Company	Will be under the power of the Board of Directors and/or the Board of Executive and/or the Chief Executive Officer and/or the persons who are authorized from the Board of Directors or the Board of Executive to be the authorize for allocation and offer to the limit people

Note: In case there are the remaining ordinary shares from using the warrants of the existing shareholders in proportion to their respective shareholdings including the subscription over rights and remaining from the allocation and offering to the limit people in this time, the Company will ask for consideration and approval of the decrease of registered capital in the Annual General Meeting of Shareholders in year 2018.

For the purpose of good order in the allotment of new ordinary shares, it was deemed appropriate to delegate the authority to the Board of Directors and/or the Board of Executive and/or the Chief Executive Officer and/or persons who assigned by Board of Directors and/or the Board of Executive to consider, determine, change any details which related to the allocation in proportion to their respective shareholdings (Rights Offering) as 1) which under the rules and laws related and maybe also but not limit only (1) The ordinary share allocation in one time, the period of offering, the ordinary share allocation,

determining the price offered (for the ordinary shares as 1), record date which define the list of existing shareholders who have rights to subscribe and allocate the ordinary shares, the payment for the ordinary shares and the conditions or other details related to the allocation (2) The appointment of the financial consultant to negotiate, agree and signed in any documents or contract related to the ordinary shares allocation including action any process related to the allocation and (3) signed in the permission, clement request and the evidences which necessary and related with the allocation and offering the ordinary share including manage and any requests, clement request and the evidences which relate to the government or related department and the registered of the ordinary shares of the company at stock exchange and power to action any necessary and related activities for the allocation of the ordinary shares.

4. Determining the list of shareholders who have the rights to be allocated and offered the ordinary shares (Record Date)

The Extraordinary General Meeting of Shareholders No.1/2017, held on 18 December 2017, approved to fix the date for determining a list of shareholders who are entitled to the allotment and offer for sale of new ordinary shares (Record Date) on 26 December 2017,

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

- (1) For investment in the Panacea Medical Hong Kong Limited which is wellness business in China.
- (2) For preparing the expandable of wellness business of the company in the future both in country and out of country such as Hong Kong, China and other countries in the future.
- (3) For using as the working capital and the company operation.

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

The increased of capital and the offering of ordinary share is very important. The company will use the money from offering to be the capital and for funding to expand to the wellness business that must be ready in financial part and liquidity for any projects and to prepare the expandable business of the company in the future both in country and out of country which will occur more benefits and income to the company also add the value to shareholders of the company.

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

7.1 Dividend Policy

The Company has a policy to payout at least 40% of net profit on its consolidated financial statements and reserve as the laws. However, the dividend policy maybe changeable up to operation plan, investment, liquidity and any necessary of the company in the future and depend on the consideration of the Board of Directors to the best benefits to the shareholders.

7.2 Dividend entitlement from the Company's business operations

In case the company has pay for dividends, the Subscribers of newly issued shares issued for this capital increase will be entitled to receive dividend from the Company's business operations starting from when the subscribers are registered as the shareholders of the Company.

8. Other details necessary for shareholders to approve the capital increase/share allotment:**Dilution effect****(1) Control Dilution**

Case 1 If the existing shareholders subscribe the newly ordinary shares that issued and offered to the shareholders in proportion to their respective shareholdings (Rights Offering), the effect will equal zero which not impact to the share ratio.

Case 2 If all shareholders used not all the rights for subscribe the newly ordinary shares at issued and offered to the shareholders in proportion to their respective shareholdings (Rights Offering), the effect will equal zero which not impact to the share ratio.

(2) Price Dilution

$$\text{Price Dilution} = (\text{Market Price} - \text{Market Price after offering}) / \text{Market Price}$$

whereby:

Market Price = The weighted average market price 7 business days prior to the Board of Directors Meeting dated number 10/2017, held on 6 November 2017 (between 25 October to 3 November 2017)

$$\text{Market Price after offering} = (\text{Market Price} \times \text{Paid-up Shares}) + (\text{New Shares Offering Price} \times \text{New Shares}) / (\text{Paid-up Shares} + \text{New Shares})$$

$$= (0.51 \times 6,947,134,128) + (0.50 \times 694,713,412) / (6,947,134,128 + 694,713,412)$$

$$= 0.5091 \text{ Baht per share}$$

$$\text{Price Dilution} = -0.18\%$$

(3) Earnings per share Dilution

The company has no profit from the operation yet so, cannot be calculated yet.

Part 2

General Information of Nusasiri Public Company Limited

1. Name and Address

Name: Nusasiri Public Company Limited
 Address: 2922/209 Charn Issara Tower 2 Floor 13 (12A) New Petchburi Road
 Sub-district Bangkapi, District Huaykwang Bangkok 10310
 Website: www.nusasiri.com

2. Business Overview of the Company and its Subsidiaries

2.1 Nature of Business

Nusasiri Public Company Limited (“the Company”) was established in 1960 (Previously, Thai Durable Textile Public Company Limited) to operate a textile business. In 1992, the Company’s shares were listed on the Stock Exchange of Thailand (SET), and in 1994, the Company was converted to a public limited company and changed the name to Thai Durable Textile Public Company Limited. In 2005, the price of textile products had fallen. The company incurred losses and faced liquidity problems so, the management had found the resolutions to make the profit to the company until year 2006, the company started the other business such as being a property sales agent until year 2008, and the company has made the profit.

In year 2009, the company has found the ways to be growth and opportunities to make the profit from real estate. The company invests in purchased condominium and land with building for sale by purchasing the assets from Nusasiri Group including 5 Projects as below;

- 1) The Plaza zone of the condominium unit of Nusasiri Grand Condo Project (Sukhumvit-Ekamai)
- 2) The land and construction of Nusasiri Sathorn-Wongwaen Project.
- 3) The land and construction of Nusasiri Sathorn-Pinklao Project.
- 4) The land and construction of Nusasiri Rama 2 Project.
- 5) The Krisana Rama 5-Kanchanapisek Project.

In same year, the company changes the name to be Angpao Assets Public Company Limited and send request to the Stock Exchange Thailand to change type of business from the textile business to be real estate and had approved in year 2011 to able trade the shares in real estate category.

In year 2011, the company continues expanded for preparing for the growth of real estate. The company opened new two projects 1) Up Ekamai Condominium at Ekamai road and 2) Parc Exo Condominium at Kaset-Navamin road.

In year 2012, The Company opened new two projects 1) Single home name Na Rathon at Surinthawong road and 2) Fresh Condo Condominium at Bang Pho

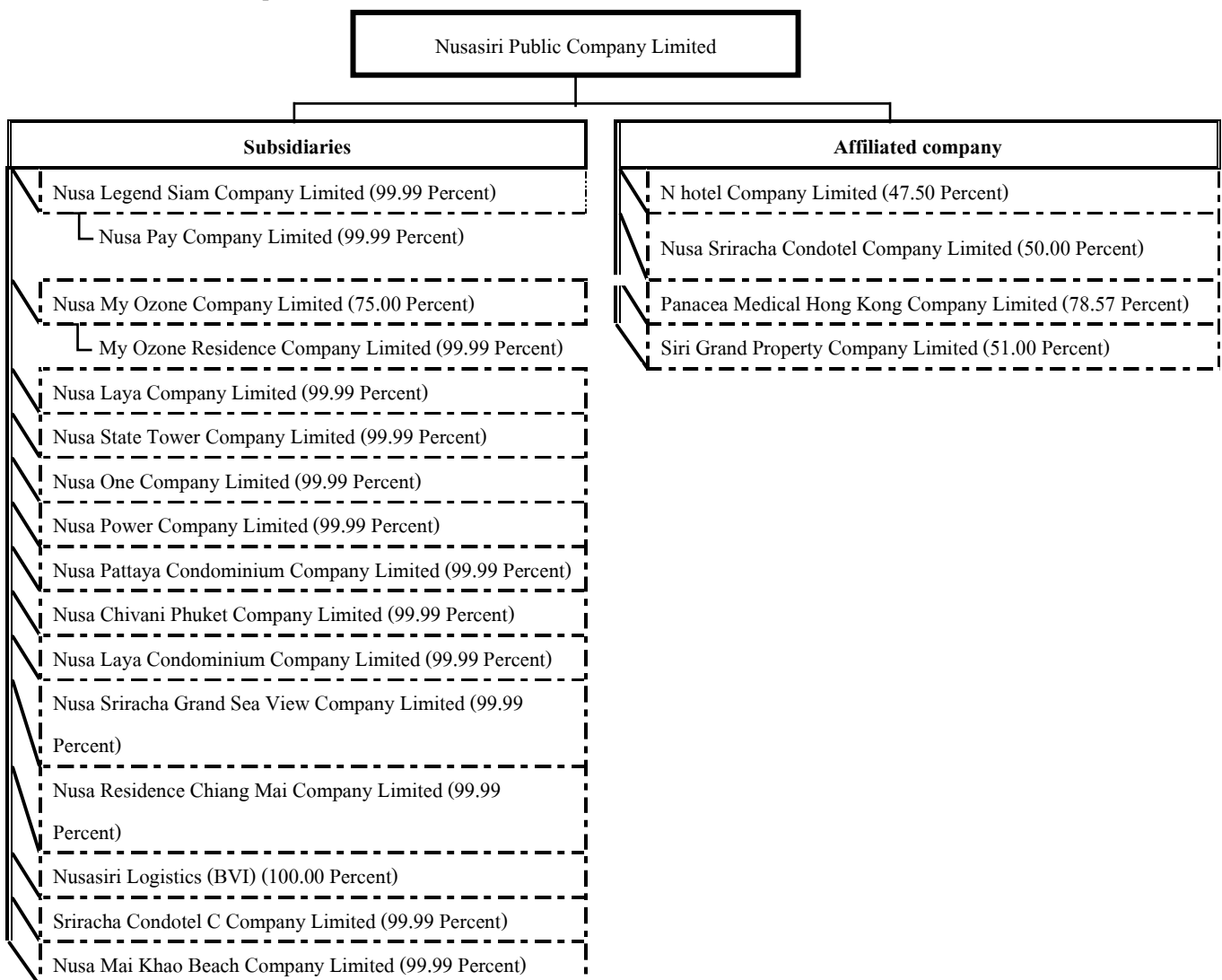
In year 2013, The Company opened new two projects in not Bangkok by focused on the effective and high growth rate provinces and the need of habitat such as 1) Single home project named Nusa Chivani Pattaya at Chonburi province and 2) Single home project and land allocate named My Ozone Khao Yai at Na Khon Rachaseema province which managed by Subsidiary.

In year 2014 and 2015, the company opened Nusa State Tower project at Silom road and Nusa Sriracha Condo project at Sriracha Chonburi Province.

According to the highly competition of real estate market in year 2016 and 2017, the company has to adapt for competition of business. The management has changed the structure and operation plan for making the clearly strength of the company together with developing the project as below;

- Development of Cultural Attractions to be interested from the foreign consumer by making the foreign alliance about the construction which the project’s name is The Legend Siam that has the area about 154 Rai at Pattaya Chonburi province and also plan to prepare to develop the area around project to be hotel of Condominium
- Development of wellness business by making the foreign alliance focused on health care together with real estate such as hotel development or habitat at the place for travelling with standard health care center and be accepted from Thai people and foreign.
- Development of hotel by making the foreign who are expert in hotel management (Hotel Chain) for making the highly profit from the assets of the company.
- Development for habitat project by making the foreign alliance that expert in marketing and construction for making benefits from the land of the company.

2.2 Group Business Structure



2.3 Nature of Group Business

Operate Separation of Group Business Policy

Company has invested in Affiliated company for the effective business, conveniently evaluation the success of operation, flexible management which will continually and sustainable generate the revenues to the company in the future in details below;

No.	Group of Company	Type of Business
1	Nusa Legend Siam Company Limited (99.99 Percent)	Amusement park as Cultural and Thai art and culture center
2	Nusa Pay Company Limited (99.99 Percent)	Service about electronic financial transaction for payment of product or any services by electronic through the internet
3	Nusa Laya Company Limited (99.99 Percent)	Service about hotel and plaza
4	Nusa State Tower Company Limited (99.99 Percent)	Operate about selling the land blank, land with building, condominium and other related to real estate development.
5	Nusa One Company Limited (99.99 Percent)	Service about real estate development, trading, rental area in building, tower, apartment, condominium, hotel, restaurant, shopping mall, sport mall, project management working or other services related to real estate development.
6	Nusa Power Company Limited (99.99 Percent)	Production, distribution, sale agent of the electric from all type of power including be the shareholders of other company.
7	Nusa Pattaya Condominium Company Limited (99.99 Percent)	Operate apartment, selling land blank, land with house and other business related to real estate development and also for the flexible business, deduct the work flow and for preparing to operate business about real estate development.
8	Nusa Chivani Phuket Company Limited (99.99 Percent)	Operate selling the apartment, land blank, land with house and other business related to real estate development.
9	Nusasiri Logistics (BVI) (100.00 Percent)	Operate about transportation and all kinds of logistics
10	Nusa Laya Condominium Company Limited (99.99 Percent)	Operate selling the apartment, land blank, land with house and other business related to real estate development.
11	Nusa Residence Chiang Mai Company Limited (99.99 Percent)	Service about real estate development, condominium, habitat, sport mall and other services related to real estate development.
12	Nusa Mai Khao Beach Company Limited (99.99 Percent)	Service about real estate development, condominium, habitat, sport mall and other services related to real estate development.
13	Sriracha Condotel C Company Limited (99.99 Percent)	Real estate development, land development, condominium, habitat, building, sport mall and other services related to real estate development.
14	Nusa Sriracha Grand Sea View Company Limited (99.99 Percent)	Real estate development, land development, condominium, habitat and condominium for sale.
15	Nusa My Ozone Company Limited (75.00 Percent)	Real estate development, hotel and golf court.

16	My Ozone Residence Company Limited (99.99 Percent)	Service about real estate development, trading, rental area in building, tower, apartment, condominium, hotel, restaurant, shopping mall, sport mall, project management working or other services related to real estate development.
17	N hotel Company Limited (47.50 Percent)	Service about hotel.
18	Panacea Medical Hong Kong Company Limited (78.57 Percent)	Service about Wellness business
19	Siri Grand Property Company Limited (51.00 Percent)	Real estate development for sale, land development and other services related to real estate development.
20	Nusa Sriracha Condotel Company Limited (50.00 Percent)	Condominium development for sale

2.4 Nature of products and services

1. Land blank and land with house business

1.1 Nusasiri City Pra Rama 2 is single home project which located at Pra rama 2 road, sub-district Bang narm jued, district Muang, Samut Sa Khon province. The project is surrounded by the perfect of living with the concept “The perfect of living start here” and this project has area about 350 Rai which separated to 3 phases below;

(1) Greenery (phase 1) the featured is be the house with natural and green area. There are 7 types of house on land since 101 square wah to 473 square wah total 104 units which value of the project is more than 1,781 million baht. The price of product is start at 18 million baht. In the present, transferred the ownership more than 85 percent and expect to transfer all unit within year 2018.

(2) Phase 2 and phase 3 are the project in the future which in the present, there are joint venture with foreign alliance that expert in construction and marketing which expect that will grand opening in year 2018.

1.2 Nusa My Ozone Project is the large project about house for health located at District Park Chong, Na Khon Racha See Ma province, all area is about 1,300 rai. There is single home, land blank and total value is about 3,000 million baht, 316 units which separated to be 8 phases. In the present, the project is in construction and sale process such as phase A and phase G but the phase GG is already transferred all of the ownership to all of the customers.

1.3 Kritsana Pra Rama 5 is the project style resort located on Kanchanaphisek road, sub-district Bang Ku Wiang, District Bang Gruay, Nonthaburi province. In the present, there land remained about 11 rai which waiting for the development to the last phase which expect that will start development in year 2018.

1.4 Nusa Chivani Pattaya located in district Suttaheeb, Chonburi province which is the project that the outstanding architecture in area Pattaya-Chonburi. The project area is about 185 rai including single home 3 phase which phase 1 about 84 units and the value is about 870 million baht. Phase 2 and 3 are waiting for development process.

1.5 Na Rathorn Project located on Suvinthawong road including single home and townhouse. The outstanding is close to big road. The target group is the customers who work around industrial estate or family starting. The project area is about 36 rai including single home size 50 square wah which the product prize starts at 3.99 million baht and townhouse size 18 square wah which the product prize starts at 1.59 million baht. The total value of project is 1,650 million baht. In the present, the project is in construction process which expect to finish in year 2020.

2. Condominium Low–Rise and High –Rise business

In the present, the company has total 5 condominium projects below;

(1) **Up-ekamai Project** is the project for living and real estate for investment located on Sukumvit 63 (Ekamai) District Wattana Bangkok. The condominium under concept “Modern & Luxury Living Condominium on Sukhumvit Ekamai-Thonglor” which the target group is high income customers who need living in town for comfortable and sociality and also foreign who looking for the habitat or real estate for investment. The project Up-Ekamai has 29 floors, 1 building in area 2 rai including 253 units and the total value of project is more than 1,520 million baht and expect that will transfer all of ownership in year 2018.

(2) **Nusa State Tower Project** is the habitat for investment and rental for luxury office, curve of Chao Phraya River viewed. The project is finished construction since 2001 and the company purchased some part in year 2015 to develop to the space for sale and public utility amount of 226 units, total value is 2,378 million baht. In the present, there are transferred the ownership in mostly since 2015 and expect that will transfer all in year 2018.

(3) **Nusa Sri Racha Condominium** is the only one luxury condominium closed to Sukhumvit road located wide curve beach and most beautiful long beach and also be real estate for investment. The project includes 4 buildings total 1,181 units, total value is 3,200 million baht. The project is grand opening for sale in some part in year 2015 and in the present, the company is joint venture with alliance who is expert in construction and marketing for developing the project in the future.

(4) **Parc-exo condominium project** is the model for habitat which surround by the facilities about health care. The project located on Kaset-Nawamin road which appropriate for target groups who working there and have lifestyle prefer exercising, health and need to easy for travelling similar live in center of town, near pink line electric train. The project has 1,232 rooms and total value is more than 2,449 million baht which finished construction and transferred the ownership partly since 2015.

(5) **Fresh Condominium** is near the purple line electric train (Tao Poon – Bang Son) which appropriate to group of people that live around there or working around Bang Sue or Bang Pho. The project phase 1 (A and B building) has total amount of products 372 units, value about 636 million baht which in the present, transferred the ownership partly since the end period of 2016.

3. Space for sale and rental in part of wellness plaza business

(1) **Bangkok Mediplex (BMC)** – the company has the vision and business opportunities about wellness so, purchased the space in Bangkok Mediplex (BMC) which is the center of medical, medicine and medical equipment that are the most modern in Asia with the concept about focusing on the health and consulting. In the present, the company has rental average rate about 90 percent.

(2) **Nusa Sport Mall Project** located at front of Parc Exo project. The income is from yearly and monthly membership which focusing on medium class people and the family that live around the project. The project has total rental space about 4,400 square meters.

(3) **Nusa Avenue Project** is community mall located at front of Nusasiri city Pra Rama 2 which focusing on the customers who live in project and live nearby. The income is from the shop who rent the space in monthly. The total space for rental is about 4,300 square meters which opened since 2016.

4. Golf court business

The company invest in golf court for 18 holes in My Ozone Project located at Pak Chong District, Na Khon Rachaseemar province. This golf court is appropriate for both male and female golf player and also for elderly people which income is from yearly membership and each time playing.

5. Hire construction business

To response the want of the customers who purchase the land of the company and want to build the single home with modern design and appropriate to the nature of area which focusing on quality materials for construction. In the present, this business is not running too far.

2.5 Marketing and Competition

In year 2017, the real estate business has growth rate trend because positive factors which effected to good market such as government investment that has continues highly growth rate such as Pracharath Project that promote the investment for develop the economic and social integration. The AEC attract the foreign to invest and purchase the real estate in Thailand. In the part of export and services has improve the expandable and also individual consumer is improving. Some part from the expenses of first car installment that will end in this year. To conclusion, all of positive factors effect to increasing of demand which very good for real estate business.

All last year, there are continues new condominium projects that near the electric train which almost are belong to companies that are listed in Stock Exchange Thailand. The popular location is near the electric train both line that through the center of town and line that on around the town. In half last year, the real estate company has focusing in highly class market which is project cost about 100,000 – 150,000 baht per square meters above especially center of town, close to the office and comfortable for travelling because there are the demand of the habitat and still has high growth rate and demand of foreigners such as around Phrom Phong - Thong Lo - Ekkamai, Ploen Chit - Chit Lom, Asok – Rachada – Pra Rama 9 and Sukhumvit electric line.

Because the market in the present is focusing in the demand of the foreigners, the company has join with the foreign company to create more customers foundation and also, sharing the ways for development to generation the highest profit to the company such as Pra Rama 2 Project and other project in the future.

The necessary marketing for the products and Services

Because year 2017 is the year that high competition, Nusasiri has set promotion to the market by focusing through the prize strategy and customers relation and still prioritize to the quality of the products. The company also emphasize the habitat for health and sustainability and also expansion in real estate for investment market. The company join with top foreign company in the asset management for rental and pay return back to the investor. The company is more creates our strength and the assurance to the customers and also using the foreign agencies for supporting and promote the selling for the foreign. The company has strategies to promote in year 2017 as below;

1. Product strategy The company prioritize to the designing of the house both inside and outside for perfect living by emphasize on the safety to belong to major concept to operate the business which is creating the sustainability wellness habitat.

2. Price strategy Defining the price is emphasize worthiness to return the customers as their demand and suitability by define the selling price to able to compete in the market.

3. Distribution strategy The company use the way to distribute products by sale officer who work at the front of all projects and also use sale agents both in country and out country.

4. Advertising and public relations strategy The company has advertise in all types of advertising to promote the project both online and offline no matter video for advertise, reviewing house and condominium, publication, billboards and also set the event and promotion activities in the well know places to correctly and effective get close to the customers.

5. After sale service and customer relation strategy The company prioritize on quickly and correctly service after sale to the customers and also, make the activities and gifts or special rights to continuous reward to the customers.

Supplying the products or services

1. Supplying for the land and supplier The company prioritize about supplying the land for development both in cost and the location. The company prioritize develop several type of the habitat projects and level of the price on location both in old location which has clearly customers foundation and new location which different to spread the business risks.

2. Supplying for the construction materials The company has contract with the construction materials producer to get the quality materials in suitable price and safe the energy.

3. Selection contractor The company has engineer team and other team to select the quality of contractors who has the appropriate abilities and more experiences. The company has set the standard about working and also plan for inspection the standard job of contractors.

4. The effect to environment from production The company prioritize to the effect to nature and environment of all project. The company has set wastewater treatment system for each product and public wastewater treatment system as the standard set by laws for protect the effect to the water source and also has appropriate design the public utility system.

Revenue Structure

Types of Revenue	Operated by	Year 2015		Year 2016		Year 2017 (Q3)	
		Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
Sale of Land and Land with House	Nusasiri Public Company Limited	534.45	44.23	287.6	27.6	139.3	10.55
	Nusa My Ozone Company Limited						
Sale of Condominium	Nusasiri Public Company Limited	591.53	48.95	683.68	65.6	1,018.61	77.15
	Nusa State Tower Company Limited						
Rental and Service	Nusasiri Public Company Limited	26.28	2.17	40.97	3.93	61.42	4.65
	Nusa One Company Limited						
Other Revenues	Nusasiri Public Company Limited and Subsidiaries	56.21	4.65	29.96	2.87	100.94	7.65
Total		1,208.47	100.00	1,042.21	100.00	1,320.27	100.00

3. Lists of Board of Directors, Executive Committee, and 10 Major Shareholders**3.1 Board of Directors**

As of 18 December 2017, there have been 7 members on the Board of Directors, as follows

Name	Position
1. Mr. Visanu Thepcharoen	Chairman of the Board of Directors
2. Mr. Somkid Sari	Vice Chairman of the Board of Directors
3. Mr. Pradit Sawattananond	Independent Director and Chairman of Audit Committee
4. Pol. Col. Sakrapi Piewpanich	Independent Director and Audit Committee
5. Mr. Manop Thanomkitti	Independent Director and Audit Committee
6. Mr. Sompijit Chaychanajarak	Director
7. Mrs. Siriya Thepcharoen	Director

3.2 Executive Committee

As of 18 December 2017, there have been 5 members on the Executive Committees, as follows

Name	Position
1. Mr. Visanu Thepcharoen	Chairman of the Executive Committee, Chief Executive Officer Acting Deputy Chief Executive Officer (Constructions Line)
2. Mr. Sompijit Chaychanajarak	Vice Chairman of the Executive Committee and Senior Deputy Chief Executive Officer (Administrative Partner Line)
3. Mrs. Siriya Thepcharoen	Executive Committee and Deputy Chief Executive Officer (Marketing Line)
4. Mr. Rachan Arayawongchai	Executive Committee and Deputy Chief Executive Officer (Accounting and Finance Line)
5. Asst. Prof. Flt. Lt. Dr. Sumas Wongsunopparat	Deputy Chief Executive Officer (International Operations and Development Line)

3.3 Major Shareholders

As at 22 November 2017, the top 10 Major Shareholders are as follows:

(Paid-in capital amounts of 6,947,134,128 shares)

No.	Major Shareholders	Shares	% Shares
1	Thepcharoen Family		
	Mr. Visanu Thepcharoen	401,982,071	5.786
	Mrs. Siriya Thepcharoen	215,162,494	3.097
	Mr. Sirawit Thepcharoen	208,026,600	2.994
	Mr. Vongsakorn Thepcharoen	96,313,552	1.386
	Ms. Visanee Thepcharoen	55,645,500	0.801
	Mrs. Somporn Thepcharoen	8,212,900	0.118
	Mr. Siwa Thepcharoen	93	0.000
	Total	985,343,210	14.183
2	Kittiissaranon Family		
	Mr. Kumthon Kittiissaranon	281,838,800	4.057
	Ms. Nunthida Kittiissaranon	272,056,700	3.916
	Ms. Jenjira Kittiissaranon	176,024,200	2.534
	Mr. Pradech Kittiissaranon	15,000,000	0.216
	Total	744,919,700	10.723
3	Rungrongnawarat's Family		
	Mr. Sompong Rungrongnawarat	219,480,600	3.159
	Mr. Baworn Rungrongnawarat	282,716,228	4.070
	Mr. Bodin Rungrongnawarat	2,180,000	0.031
	Total	504,376,828	7.260
4	Sirirat's Family		
	Mr. Wasin Sirirat	229,331,030	3.301
	Mr. Virasak Sirirat	264,000,000	3.800
	Mr. Rattanakorn Sirirat	86,000	0.001
	Total	493,417,030	7.102
5	Harnkraiwilai Family		
	Mr. Nakhon Harnkraiwilai	130,000,000	1.871
	Mr. Surapong Harnkraiwilai	108,095,000	1.556
	Mrs. Amphai Harnkraiwilai	70,000,000	1.008
	Mr. Thawee Harnkraiwilai	3,000,000	0.043
	Total	311,095,000	4.478

6	Ms. Arthika Thokaew	269,983,449	3.886
7	Sawattananond's Family		
	Mr. Anan Sawattananond	185,101,754	2.664
	Mr. Pattranit Sawattananond	6,000,000	0.086
	Mr. Pradit Sawattananond	700	0.000
	Total	191,102,454	2.751
8	Mrs. Supattra Luangprasert	140,000,000	2.015
9	Mr. Rawat Predarajata	129,804,993	1.868
10	Thoresen Thai Agencies Public Company Limited.	110,811,200	1.595

4. History of Capital Increase For The Past 3 Years

In past 3 years, between year 2014 – year 2017, the company has increased capital and paid-up registered capital details below;

Period	Registered Capital (Baht)				Paid-up Registered Capital (Baht)		
	Capital before increased/ (decreased)	Decreased	Increased	Capital after increased/ (decreased)	Registered Capital before increased	Increased (Baht)	Paid-up Registered Capital
Dec 2013	3,368,280,852	-400,000,000	1,000,000,000	3,968,280,852	2,473,567,377	150,000,000	2,623,567,377
Jan 2014	-	-	-	-	2,623,567,377	200,000,000	2,823,567,377
Apr 2014	3,968,280,852	-50,000,000	400,000,000	4,318,280,852	-	-	-
Jul 2014	-	-	-	-	2,823,567,377	100,000,000	2,923,567,377
Aug 2014	-	-	-	-	2,923,567,377	300,000,000	3,223,567,377
Oct 2014	-	-	-	-	3,223,567,377	45,537,340	3,269,104,717
Nov 2014	-	-	-	-	3,269,104,717	89,847,260	3,358,951,977
Dec 2014	4,318,280,852	-12,079	7,972,205,496	12,290,474,269	-	-	-
Dec 2014	-	-	-	-	3,358,951,977	43,859,649	3,402,811,626
Dec 2014	-	-	-	-	3,402,811,626	43,905,787	3,446,717,413
Dec 2014	-	-	-	-	3,446,717,413	600,000,000	4,046,717,413
Feb 2015	-	-	-	-	4,046,717,413	200,000,000	4,246,717,413
Feb 2015	-	-	-	-	4,246,717,413	100,000,000	4,346,717,413
Feb 2015	-	-	-	-	4,346,717,413	100,000,000	4,446,717,413
Apr 2015	12,290,474,269	-6,449,636,298	6,099,879,793	11,940,717,764	-	-	-
Aug 2015	-	-	-	-	4,446,717,413	300,000,000	4,746,717,413

Sep 2015	-	-	-	-	4,746,717,413	700,000,000	5,446,717,413
Oct 2015	-	-	-	-	5,446,717,413	300,000,000	5,746,717,413
Oct 2015	-	-	-	-	5,746,717,413	1,200,000,000	6,946,717,413
Dec 2015	-	-	-	-	6,946,717,413	166,715	6,946,884,128
Apr 2016	11,940,717,764	-2,250,000,000	690,000,000	10,380,717,764	-	-	-
May 2016	-	-	-	-	6,946,884,128	250,000	6,947,134,128
Apr 2017	10,380,717,764	-1,296,754,989	690,000,000	9,773,962,775	-	-	-
Dec 2017	9,773,962,775	-690,000,000	1,404,091,517	10,488,054,292	-	-	-

5. History of Dividend Payment For The Past 3 Years

The Company has a policy to payout at least 40% of net profit on its consolidated financial statements and reserve as the laws. However, the dividend policy maybe changeable up to operation plan, investment, liquidity and any necessary of the company in the future and depend on the consideration of the Board of Directors to the best benefits to the shareholders.

Furthermore, in the past 3 years, the company has deficit which as the Public Limited Companies Act, B.E.2535, section 115 specify that cannot pay for dividend unless profit, in case the company has deficit, the company cannot pay for dividend so, the company refrain dividend payment in the past 3 years and also, the company is need to develop and expand the business.

6. Key Financial Information for the past 3 years

Statements of financial position

(Unit: Baht)

	Consolidated Financial Statements			Separate Financial Statements		
	As at 31 December	As at 31 December	As at 30 September	As at 31 December	As at 31 December	As at 30 September
	2015	2016	2017	2015	2016	2017
Current Assets						
Cash and cash equivalents	14,813,316.08	43,912,953.80	61,321,547.42	10,465,066.27	17,061,994.78	30,498,121.60
Account receivable	10,865,109.17	19,983,247.58	21,857,365.83	10,865,109.17	19,983,247.58	22,636,435.27
Other receivable	77,275,903.12	71,789,994.85	55,491,968.95	238,645,898.04	89,826,222.08	124,049,032.95
Short-term loans to related parties	-	-	6,941,571.61	828,147,362.17	1,844,650,499.89	1,469,476,148.58
Inventories	8,273,630,862.28	7,013,753,136.62	6,354,089,454.52	5,830,686,120.34	5,487,605,638.30	5,676,404,822.81
Other current assets	398,033,548.17	414,963,287.56	431,694,934.73	353,085,000.00	300,000,000.00	300,000,000.00
Total current assets	8,774,618,738.82	7,564,402,620.41	6,931,396,843.06	7,271,894,555.99	7,759,127,602.63	7,623,064,561.21
Non-current assets						
Restricted bank deposits	5,725,656.00	22,194,893.77	22,189,615.84	-	-	-
Other long-term investment	700,000,400.00	700,000,400.00	700,000,400.00	-	-	-
Investments in subsidiary companies	-	-	-	2,693,492,450.00	2,311,992,300.00	2,035,742,375.00
Investment in joint venture	-	-	280,443,127.30	-	-	277,137,691.16
Land for development	-	567,916,471.71	567,916,471.71	-	172,227,162.47	172,227,162.47
Investment properties	727,178,763.49	729,661,694.53	714,078,694.34	727,178,763.49	729,661,694.53	714,078,694.34
Property, plant and equipment	1,209,223,141.71	2,592,147,474.43	2,711,688,545.76	18,971,836.34	121,085,058.06	119,511,518.25
Intangible assets	3,462,793.76	3,401,741.34	5,321,849.87	2,377,182.45	2,482,872.22	3,222,365.16
Deferred tax assets	2,002,659.95	2,558,940.49	4,981,197.03	2,002,659.95	2,425,728.86	3,299,925.09
Other non-current assets	79,967,096.65	149,973,019.81	256,087,694.03	34,867,933.79	251,586,865.90	263,751,024.94
Total non-current assets	2,727,560,511.56	4,767,854,636.08	5,262,707,595.88	3,478,890,826.02	3,591,461,682.04	3,588,970,756.41
Total assets	11,502,179,250.38	12,332,257,256.49	12,194,104,438.94	10,750,785,382.01	11,350,589,284.67	11,212,035,317.62

(Unit: Baht)

	Consolidated Financial Statements			Separate Financial Statements		
	As at 31 December 2015	As at 31 December 2016	As at 30 September 2017	As at 31 December 2015	As at 31 December 2016	As at 30 September 2017
Current liabilities						
Account Payable	132,783,349.29	131,476,554.31	104,382,285.22	94,758,606.17	76,355,056.85	61,551,994.88
Other Payable	322,895,153.90	384,460,652.77	253,582,157.26	158,948,312.11	134,945,103.33	157,703,420.27
Current portion of finance lease obligations	3,700,985.22	4,142,601.39	22,331,577.12	1,201,522.68	2,237,221.97	2,316,948.18
Long-term loans from related financial institution - net of current portion	800,868,673.46	555,015,907.34	991,936,967.50	800,868,673.46	545,322,816.00	981,680,901.78
Current portion of long-term loans from other persons	-	-	50,000,000.00	-	-	-
Debentures - net of current portion	-	626,628,156.08	794,331,529.63	-	626,628,156.08	794,331,529.63
Short-term borrowings from related parties	-	5,904,262.71	2,712,256.20	129,892,724.82	63,371,546.12	58,161,989.91
Short-term borrowings from other parties	418,098,198.60	1,065,502,400.53	851,446,479.48	151,475,150.68	723,383,315.01	621,930,835.37
Income tax payable	8,277,853.14	38,263,295.72	8,070,005.84	-	-	-
Provision for onerous contracts	-	1,632,623.22	1,632,623.22	-	-	-
Other current liabilities	256,820,821.23	260,398,755.73	253,510,787.86	143,028,585.86	135,847,549.13	147,614,282.04
Total current liabilities	1,943,445,034.84	3,073,425,209.80	3,333,936,669.33	1,480,173,575.78	2,308,090,764.49	2,825,291,902.06
Non-current liabilities						
Other payables	-	10,800,750.00	-	-	-	-
Finance lease obligations - net	5,960,343.44	5,998,133.41	36,360,238.97	2,924,977.32	3,018,647.55	1,270,834.83
Long-term loan from financial institution - net	1,343,135,628.89	1,105,800,113.81	598,754,481.41	1,343,135,628.89	1,064,322,960.89	565,119,425.73
Long-term loan from other persons	-	-	310,000,000.00	-	-	-
Debentures	614,136,723.52	782,321,919.79	655,787,535.99	614,136,723.52	782,321,919.79	655,787,535.99
Deferred Tax - net	34,591,233.68	-	-	-	-	-
Employee benefit obligation	1,338,129.00	7,203,737.00	8,650,354.16	887,731.00	6,365,433.00	7,324,838.67
Total Non-Current Liabilities	1,999,162,058.43	1,912,124,654.01	1,609,552,610.53	1,961,085,120.73	1,856,028,961.23	1,229,502,635.22
TOTAL LIABILITIES	3,942,607,093.27	4,985,549,863.81	4,943,489,279.86	3,441,258,696.51	4,164,119,725.72	4,054,794,537.28

	Consolidated Financial Statements			Separate Financial Statements		
	As at 31 December	As at 31 December	As at 30 September	As at 31 December	As at 31 December	As at 30 September
	2015	2016	2017	2015	2016	2017
Shareholders' equity						
Shareholders' equity – at par value 1.00 Baht per share						
Registered capital						
Common shares 9,773,962,775 shares at 30 September 2017 and Common shares 10,380,717,764 shares at 31 December 2016	11,940,717,764.00	10,380,717,764.00	9,773,962,775.00	11,940,717,164.00	10,380,717,764.00	9,773,962,775.00
Issued and fully paid up						
Common shares 6,947,134,128 shares	6,946,884,128.00	6,947,134,128.00	6,947,134,128.00	6,946,884,128.00	6,947,134,128.00	6,947,134,128.00
Share premium	356,896,102.00	356,896,102.00	356,896,102.00	356,896,102.00	356,896,102.00	356,896,102.00
Retained earnings						
Appropriated - statutory reserve	11,116,910.61	11,116,910.61	11,116,910.61	2,838,072.78	2,838,072.78	2,838,072.78
Unappropriated (after adjustment of company capital in August, 2012)	102,114,926.53	(103,710,853.36)	(205,221,031.80)	2,908,382.72	(120,398,743.83)	(149,627,522.44)
Other components of shareholders' equity	(93,116.70)	(1,744,566.19)	(5,619,025.22)	-	-	-
Equity attributable to owners of the Company	7,416,918,950.44	7,209,691,721.06	7,104,307,083.59	7,309,526,685.50	7,186,469,558.95	7,157,240,780.34
Non-controlling interests of the subsidiaries	142,653,206.67	150,140,671.62	146,308,075.49	-	-	-
Total shareholders' equity	7,559,572,157.11	7,359,832,392.68	7,250,615,159.08	7,309,526,685.50	7,186,469,558.95	7,157,240,780.34
Total liabilities and shareholders' equity	11,502,179,250.38	12,345,382,256.49	12,194,104,438.94	10,750,785,381.01	11,350,589,284.67	11,212,035,317.62

Income statements

(Unit: Baht)

	Consolidated Financial Statements			Separate Financial Statements		
	As at 31 December 2015	As at 31 December 2016	As at 30 September 2017	As at 31 December 2015	As at 31 December 2016	As at 30 September 2017
Revenues						
Revenues from selling land, house with land and condominium	1,125,981,763.61	971,277,701.65	1,157,915,554.70	693,142,254.53	606,324,126.65	578,508,946.25
Revenues from rentals and services	26,275,895.45	40,973,474.12	61,414,747.33	26,248,460.88	28,312,096.95	18,469,959.08
Other revenues	56,214,132.94	29,960,729.29	100,939,692.48	113,463,959.40	118,127,448.86	147,816,369.18
Total revenues	1,208,471,792.00	1,042,211,905.06	1,320,269,994.51	832,854,674.81	752,763,672.46	744,795,274.51
Expenses						
Cost of selling land, house with land and condominium	698,937,730.58	600,397,965.62	761,886,351.19	456,475,336.31	396,666,811.03	367,118,911.57
Cost of rentals and services	19,366,006.86	75,930,309.43	100,354,125.37	16,994,546.60	24,984,353.42	19,467,958.54
Selling and distribution expenses	137,248,947.26	184,735,501.44	172,518,196.15	85,042,903.69	133,610,609.94	106,436,973.91
Administrative expenses	209,179,665.65	274,712,844.72	257,590,407.50	166,853,332.90	160,244,184.46	117,917,506.40
Other expenses	316,999.99	1,632,623.22	-	-	-	-
Finance cost	56,122,971.64	88,316,539.47	113,423,159.04	56,959,294.00	156,018,924.07	163,956,898.93
Total expenses	1,121,172,321.98	1,225,725,783.90	1,405,772,239.25	782,325,413.50	871,524,882.92	774,898,249.35
Profit before share of loss from investments in joint venture	-	-	14,192,780.53	-	-	-
Profit (Loss) before income tax expenses	87,299,470.02	(183,513,878.84)	(99,695,025.27)	50,518,858.67	(118,761,210.46)	(30,102,974.84)
Income tax expenses (Income)	24,165,113.38	10,849,248.10	5,647,749.30	(578,351.57)	570,728.09	(874,196.23)
Profit for the year	63,134,356.64	(194,363,126.94)	(105,342,774.57)	51,097,210.24	(119,331,938.55)	(29,228,778.61)
Profit (Loss) attributable to						
Owners of the parent	50,301,460.36	(201,850,591.89)	(101,510,178.44)	51,097,210.24	(119,331,938.55)	(29,228,778.61)
Non – Controlling interest	12,832,896.28	7,487,464.95	(3,832,596.13)	-	-	-
Earnings (Loss) per share	63,134,356.64	(194,363,126.94)	(105,342,774.57)	51,097,210.24	(119,331,938.55)	(29,228,778.61)
Basic earnings (Loss) per share	(0.0101)	(0.0291)	(0.0146)	0.0103	(0.0172)	(0.0042)

Statements of cash flows

(Unit: Baht)

	Consolidated Financial Statements			Separate Financial Statements		
	As at 31 December 2015	As at 31 December 2016	As at 30 September 2017	As at 31 December 2015	As at 31 December 2016	As at 30 September 2017
Net cash inflows (outflow) from operating activities	(2,510,542,615.31)	(346,069,990.37)	264,204,762.23	(2,046,864,395.71)	(23,001,612.08)	119,834,476.84
Net cash inflows (outflow) from investing activities	(1,203,521,164.39)	(513,763,731.70)	(211,660,713.04)	(1,531,853,684.91)	(594,071,170.15)	212,305,519.04
Net cash inflows (outflow) from financing activities	14,813,316.08	43,912,953.80	(35,135,455.57)	10,465,066.77	17,061,994.78	30,498,121.60
Increase (Decrease) in cash and cash equivalents - net	(3,699,250,463.62)	(815,920,768.27)	17,408,593.62	(3,568,253,013.85)	(600,010,787.45)	362,638,117.48

Deposit into an issuer account only

I/We.....

National I.D. card/ passport/ company registration no.....

For Individual Person

1. Place of Birth (Country)

2. Second Nationality

3. Permanent Address

Province/State/Region.....Country.....Postal.....

For Juristic Person

1. Incorporated in (Country)

2. FATCA Status*

(Please answer the attached questionnaire and fill in its result in this field)

- In case of Passive NPFEE, please specify the % of U.S. shareholders/owners.....
- In case of PFFI, of RDCFFI, please specify GIIN Number.....

I/We request to deposit these securities with the Thailand Securities Depository (TSD) in the account of the issuing company. I/We hereby certify that the aforementioned statements are complete and true. Should TSD incur any direct or indirect damage, obligation or expense due to complying with my request as given above, I/we shall be fully responsible and shall unconditionally compensate TSD in full. In addition, I/We acknowledge that TSD may appear in this document disclosure to the organization having agreement with TSD and/or Government agencies that have the legal power to request such information.

Signature.....Securities holder

(.....) Phone no.....



Entity Status Certification and Information Disclosure Consent Form under FATCA

Certification of the Claimed FATCA Status

I hereby certify that I have the status as follows;

Part 1: Place of Incorporation

	Certification of the Claimed FATCA Status	FATCA Status for Non-U.S. Entities
[]	1.1 I am an entity that is incorporated in: _____ (Fill in a country)	U.S. Person / Non-U.S. Entities
[]	1.2 I am a branch of an entity. Please specify the place of incorporation of the head office: _____ (Fill in a country) In case the entity is incorporated in the U.S., I have attached W-9 certifying the status herewith. (If you are a non-U.S. entity or a branch of non-U.S. entity, please proceed to <u>Part 2</u> . Apart from that, your certificate of the claimed FATCA status is complete.)	

Part 2: FATCA Status for Non-U.S. Entities

	Certification of the Claimed FATCA Status	FATCA Status for Non-U.S. Entities
[]	2.1 I am a financial institution of the type of Participating Foreign Financial Institution or Registered Deemed-Compliant FFI with GIIN : _____	PFFI, RDCFFI
[]	2.2 I am a financial institution of the type of Non-Participating Foreign Financial Institution.	NPFFI
[]	2.3 I am a financial institution of the type of Certified Deemed-Compliant FFI and have attached W-8BEN-E certifying the status herewith.	CDCFFI
[]	2.4 I am a publicly traded (listed) company or affiliate of a listed company; My evidence of listing or affiliation of a listing company is in a copy of the latest financial statement attached herewith.	Excepted NFFE
[]	2.5 I am a government (agents), international organization, or central bank of issue; I certify that I am the beneficial owner of any payment in connection with the securities that is going to be sold or transferred, and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or commercial banks.	Exempt Beneficial Owner
[]	2.6 I am a non-profit organization; I certify that I am exempt from income tax under Thai revenue code.	Non-Profit Organization
[]	2.7 I am a non-financial institution whose main income is not from investing . I certify that I am not incorporated in the U.S. and not a financial institution and not exceeding half of my income as stated in my latest financial statement are derived from the following four groups and not exceeding half of my assets as stated in my latest financial statement can generate incomes in the following four groups as follows; <u>Group 1</u> : Dividend and Interest	Active NFFE

	<p><u>Group 2</u>: Rental and Royalties</p> <p><u>Group 3</u>: Income from certain transactions</p> <ul style="list-style-type: none"> • Sales of any asset generating income in Group 1 and Group 2 • Income from commodity derivative contracts • Foreign exchange income • Income from SWAP contract (Notional Principal Contract) <p><u>Group 4</u>: Income from insurance and annuity contracts</p> <ul style="list-style-type: none"> • Income from reserving activities (insurance company only) • Income from annuity contracts • Income from insurance contracts 													
[]	<p>2.8 I am a non-financial institution whose main income is from investing. I certify that I am not incorporated in the U.S. and not a financial institution and exceeding half of my income as stated in my latest financial statement are derived from the abovementioned four groups of income <u>or</u> exceeding half of my assets as stated in my latest financial statement can generate incomes in the abovementioned four groups of income. I also hereby declared my U.S. ownership as follows;</p> <p>[] I do not have any owner/shareholder who is a U.S. person <u>or</u></p> <p>[] I have owner(s)/shareholder(s) who is (are) U.S. persons and have hereby disclosed the name, address, and U.S. Tax Identification Number (TIN) of each holder as follows;</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 33%;">Name</th> <th style="width: 33%;">Address</th> <th style="width: 33%;">TIN</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table>	Name	Address	TIN										Passive NFFE
Name	Address	TIN												
[]	<p>2.9 I am not eligible for any status provided above I have herewith attached W-8BEN-E with the status of _____</p>	Others												

Revenue
stamp
30 Baht

POWER OF ATTORNEY

To subscribe newly issued ordinary share of Nusasiri public company limited

Written at _____

Date _____

I'm, MR./MRS./MISS _____ (“Grantor”) Nationality _____

Thai ID card number/ Passport number/ Registration number _____

Address _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

As the Ordinary shareholders of Nusasiri public company limited (“Company”) amount of _____ ordinary shares

And I have the rights to entitled to subscribe newly issued ordinary share amount of _____ ordinary shares.

Details showed in Certificate of Subscription Entitlement, issued by the Company’s registrar.

Here by authorize and appoint (Mr./Mrs./Miss) _____ (“Authorization Representative”)

Ages _____ Years Thai ID card number/ Passport number _____

Address _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

Be an lawful Authorization Representative for the purpose concerning to entitled to subscribe newly issued ordinary share amount of _____ ordinary shares including signing, changing words or adding words on the related document, payment for ordinary share and operating anything related to subscribe newly issued ordinary share instead of me until achieved the activities that the Authorization Representative did under this authorized as I did any activities by my own.

Signed..... Grantor of Authorization

()

Signed..... Authorization Representative

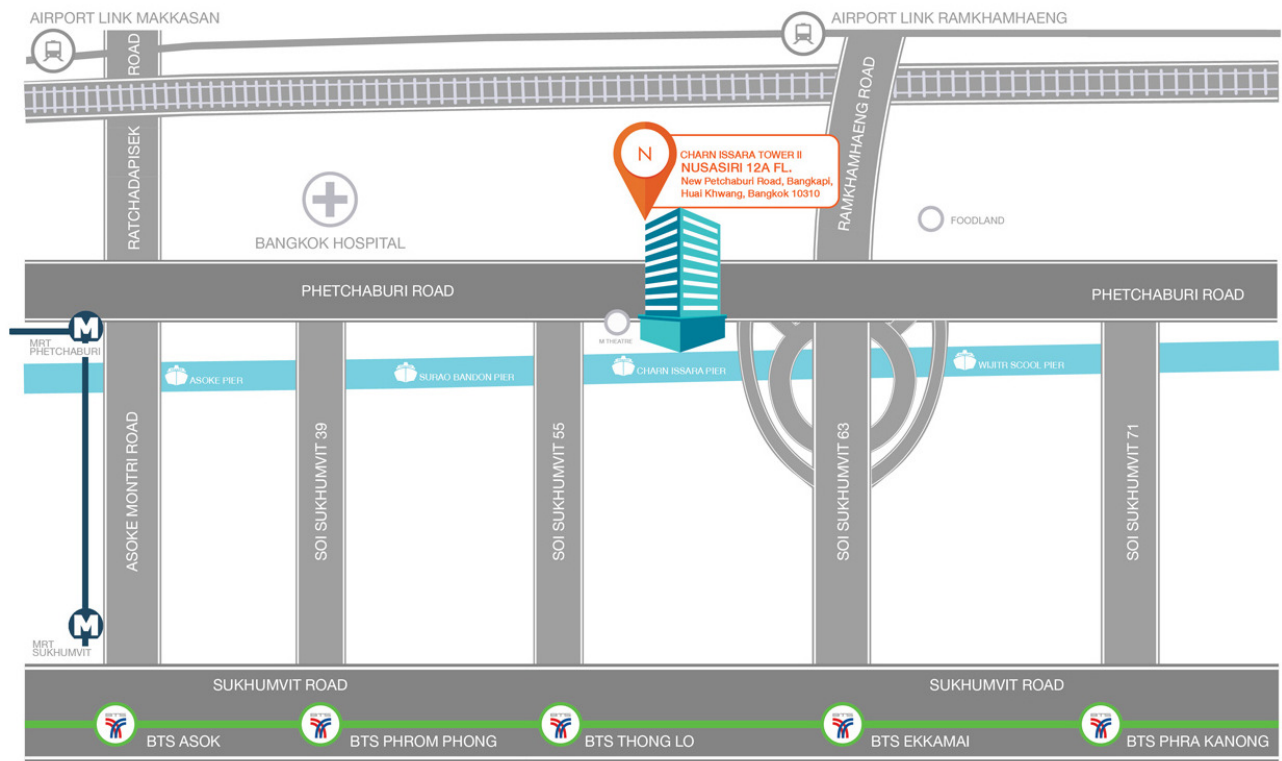
()

Note: Please attach and sign to guarantee that all copies are correctly as follow

1. The copy of Thai ID card of the Grantor of Authorization and/or Certificate of Juristic Person of the Grantor of Authorization.
2. The copy of Thai ID card of person who have power for signing and the copy of Thai ID card of Authorization Representative.



MAP



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์เสมอ

NUSASIRI PUBLIC COMPANY LIMITED

No. 2922/209 Charn Issara Tower 2, 13th floor (12 A)

New Petchburi Road, Bangkapi, Huay Kwang, Bangkok 10310

Tel. 0 2030 1399 Fax. 0 2030 1398

www.nusasiri.com