

Ref: NUSA 042/2013

August 14, 2013

Subject Establishment Subsidiary Company

Attention Director and Manager

The Stock Exchange of Thailand

The Board of Directors Meeting No. 5/2013 of Nusasiri Public Company Limited ("the Company") , held on August 14, 2013 has approved the investment in NUSA My Ozone Company Limited for Baht 300.00 million or 75% of the total paid-up capital, Baht 400.00 million.

The investment in NUSA My Ozone Company Limited common stock does not qualify as a related party transaction and represents 12.88 percent when calculated by the different transaction size methods. The acquisition of assets that do not qualify as transactions that are significant to be disclosed in accordance with the Notification of the Capital Market 20/2551 Subject: Rules on Connected Transactions with Significant Acquisition or Disposition property 2004.

However, the investment mentioned above is in line for the case of a joint venture or aborted joint venture at 10 percent of the fully paid up registered capital of the target company or more according to the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets.

The transaction details of the investment in affiliated company are provided as follows:

**1. Date, month, year to enter into the transaction**

Will establish subsidiary company Nusa My ozone Limited Company within 30 days after the date of the approval of the Board.

**2. Name of the counter party and the relationship**

Acquirer: Nusasiri Public Company Limited

Seller: The subsidiary of Nusasiri Public Company Limited is NUSA My Ozone Company Limited

**3. Detailed of Acquired assets**

Companies to establish subsidiaries with a registered capital of Baht 400.00 million par value of Baht 100.00 NUSA holds 75 percent of the registered capital and paid 100 percent or Baht 300.00 million to do business of real estate development and golf course including with vacant land , house and land, condominiums and Golf Course with 352-0-77 rais which is located at the Sub-Setti Village , Wang Sai, Pak-Chong, Nakhon

Ratchasima. With a total investment for the Golf Course of Baht 472.77 million (The land of project is land which NUSA contracts to buy and sell them on December 4, 2012 from Ms.Artika Tokaew, worth of Baht 570.0 million, which is not a related person.

#### 4. Details of the assets acquired

75 % of the shares in the paid-up capital of the company Nusa My Ozone Company Limited, the shareholders remaining of 25% consists of a group such as Ms.Artika Tokaew

##### General Information

Company Name	NUSA My Ozone Company Limited
Date of Registration	Within 30 days after approval of the Board
Capital	Baht 400.00 million
Paid-up capital	Baht 400.00 million
Nature of Business	Business of Real Estate Development and Golf Course
Official Signatory	1. Mr.Preecha Phukham, Mr.Visanu Thepcharoen, Mr.Somjit Chaichana Two of the three directors jointly sign and seal of the Company 2. Mr.Preecha Phukham or Mr.Somjit Chaichana jointly sign with Mrs.Siriya Thepcharoen and seal of the Company

#### 5. Explanation, type and size of the transaction

Type of transaction: Acquisition of assets

Transaction size calculated by 4 methods:

Asset Acquisition	Details	Transaction Size (Percent)	
1. NTA Method	$\frac{\text{Stake} \times \text{NTA of Company Subsidiary}}{\text{NTA of NUSA}} \times 100$	$\frac{75.00\% \times 400}{2,329.54}$	12.88%
2. Total value of consideration paid method	$\frac{\text{Amount paid}}{\text{Total assets of NUSA}} \times 100$	$\frac{472.11}{5,047.54}$	9.35%
3. Basis Capital	$\frac{\text{Shares issued for acquisition of assets}}{\text{Number of Shares issued and paid-up of NUSA}} \times 100$	Does not issue shares to buy assets	
4. Net profit	$\frac{\text{Stake} \times \text{NI of Company Subsidiary}}{\text{NI of NUSA}} \times 100$	Cannot calculate, the Company Subsidiary has no result	

Remark: Based on the financial statement of the Company as of March 31, 2013.

However, the collector's items 6 months ago. -No-

#### 6. Source of funds for Investment

The Company used cash from operations of the Company's investment to pay for the shares

#### **7. The Expected Benefits**

- 1) To ensure the implementation of the Company's real estate development business effectively are relatively easy to evaluate and measure the success of the operation.
- 2) Increase the channels to expand the market even more. The Company operates its businesses, some of which differ from the parent company. This would create future revenue to the Company consistently and sustainable

We hereby certify that the information contained in this document is true and correct in all respects have been prepared with due care and caution abide by the interests of the shareholders is important.

Sincerely yours,

(Mr.Somjittr Chaichana)

Director/ Company Secretary

Company Secretary Dept.

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