

Ref. NUSA 064/2013

December 23, 2013

Subject: The allocation of shares for private placement No.1

Attention: President  
The Stock Exchange of Thailand

The Meeting of Executive Committee No. 10/2013 of Nusasiri Public Company Limited, held on December 23, 2013 approved the allotment of new shares to Private placement. The details are as follow:

1. Regarding to the resolutions of the Extraordinary General Meeting of Shareholders of Nusasiri Public Company Limited No.1/2013 held on December 9, 2013 approved the allotment of new ordinary shares of Company of 400,000,000 shares at par value of Baht 1 per share offering to private placement accordance to the notification of the Capital Market Supervisory Board No. Tor Chor 28/2551 Re: To allow the sale of newly issued shares (to be amended).

And consider authorize the Board of Directors and/or the authorized directors and/or Chief Executive Officer and/or the Board of Directors or the authorized directors delegated to consider to have power to offer for sale of increased ordinary shares at one time or several times, and to offer for sale to any group of persons before others, or to all groups of persons together at the same time (provided that once authorization is given, the Company shall later notify the detail) by fixing the price for sale to investors having specific characteristics at this time, of which the proposed sale price shall not be lower than 90 percent of market price of the Company's shares, and of which the market price shall be calculated from the average closing prices weighted average prices of the Company's shares in the past period of not less than consecutive 7 days but shall not exceeding consecutive 15 days before the date of offering for sales; provided that the offered sale price shall not less than the Company's par value of Baht 1.00 per share and the call for paying up of increased shares shall be 1 year after an approval is resolved by the shareholders' meeting.

2. Due to the Company need for investing in the new project and using working capital, the Meeting of Executive Committee No. 10/2013, held on 23 December 2013 approved the share allotment in the first time of Baht 150,000,000 at a par value of Baht 1 per share. The details are as following :

2.1 Determining offering price of Baht 1 per share, which is not lower 90% of the Market price of the Company's share. The market price is calculated by weighted average of the Company's closing share price with duration of 7 consecutive business days, before the date of offering price determination (The weighted average closing share price between 12 – 20 December 2013) the weighted average of closing share price equaled to Baht 0.818 as details below:

**Weighted average closing price of NUSA 's Share**

Date	Closing price (Baht) (1)	Trading Value(Baht) (2)	Weighted (Baht) (1)*(2)
12.Dec.13	0.76	537,940.00	408,834.40
13.Dec.13	0.76	1,234,350.00	938,106.00
16.Dec.13	0.77	1,109,770.00	854,522.90
17.Dec.13	0.80	8,330,320.00	6,664,256.00
18.Dec.13	0.83	15,255,200.00	12,661,816.00
19.Dec.13	0.82	28,095,090.00	23,037,973.80
20.Dec.13	0.83	7,898,040.00	6,555,373.20
<b>The weight average closing price</b>	<b>0.818</b>	<b>62,460,710.00</b>	<b>51,120,882.30</b>

2.2 Determining subscription period and paid-up for the private placement between 24- 26 December, 2013

2.3 Allocation of new ordinary shares to the Private Placement 's subscription as follows:

Name	Investor type	Number of Share	Percentage (%)	% of the Paid-up capital
1. Mr.Sompong Rungruengnaowarat	Investor	150,000,000	100.00	5.72
<b>Total</b>		<b>150,000,000</b>	<b>100.00</b>	<b>5.72</b>

\*The amount of paid-up current capital 2,473,567,377+150,000,000 = Baht 2,623,567,377

2.4 The individuals and corporate who have been allocated shares as Mr.Sompong Rungruengnaowarat, no career, just independent investor , not the real estate Business

2.5 The relationship between a Investors and not related to the Company or the Company Executive and major shareholder. The Number of shares to raise capital is not eligible for the Tender offer.

2.6 Impact to shareholders (Dilution Effect) that may arise from the capital increase to the private as mentioned of totaling 150,000,000 shares as following;

The existing number of existing paid-up capital	2,473,567,377	shares
The existing number of existing paid-up capital and new shares reserved for warrants (NUSA-W1)	494,701,396	shares
Number of shares to the Private Placement	150,000,000	shares
<b>Totaling</b>	<b>3,118,268,773</b>	<b>shares</b>

By market price after capital increase through Private Placement to Baht 0.827 (Baht 0.818 at before the increase) so the Price dilution of Private Placement was -1.27% (Not Effect), the Control Dilution of Private Placement incase exclude the number of shares reserved for warrants (NUSA-W1) was 5.72% and the Control Dilution of Private Placement incase include the number of shares reserved for warrants (NUSA-W1) was 4.81%

2.7 The above investors are not connected person as defined in the notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and listed companies' compliance connected Transactions B.E. 2546 (2003) and/or the notification of the Capital Market Supervisory Board concerning rules on connected transactions.

2.8 Benefits received from the person as mentioned other than the capital increase, the Company has criteria for determining the allocation of shares by focus on the Investors who have potential or experience and expertise in capacity building. The persons which have a high investment financially viable and this will help to build confidence in the Company.

2.9 The persons who has been allocated in accordance, the Executive and Director of the company were interface themselves.

2.10 There are no conditions or agreement on the holding period on the shares allotted to the person as above mentioned are not a part of the Company management in any way.

2.11 The need for use a capital, the Company is required to use the money to supply enough reserves to continue operations in the future. This is a lot for real estate business to grow and to maximize the benefits to the Company and the shareholders.

2.12 Details and period on use the money as following:

Period	Details	Amount (Million Baht)
Within March 2014	Working Capital	150.00
	Total	150.00
	PP totaling	150.00
	The Company to acquired	-

2.13 Delegated of the Executive Committee has the power to allocate the remaining shares accordance with the resolutions of the Extraordinary General Meeting of Shareholders No.1/2013 held on December 9, 2013.

Yours sincerely,

(Mr.Somjit Chaichana)

Director/Company Secretary

Office of Company Secretary

Tel. 02 714 4555 ext. 117