

(Translation)
Minutes of the Annual General Meeting of Shareholders 2018
Nusasiri Public Company Limited
On 30 April, 2018
The Maple Hotel, Terra room, 3th Floor,
9 Srinakarin Rd., Bangna, Bangkok10250, Thailand

Directors

1. Mr. Visanu	Thepcharoen	Chairman of the Board
2. Mr. Somkid	Sari	Vice Chairman of the Board/ Chairman of Nomination and Remuneration Committee/Audit Committee /Independent Director
3. Mr. Pradit	Sawattananond	Chairman of the Audit Committee/ Independent Director
4. Mr. Manop	Thanomkitti	Audit Committee/Independent Director
5. Mr. Sompijitr	Chaychanajaruk	Director/Company Secretary
6. Mrs. Siriya	Thepcharoen	Director

Absent Director

Mr. Sakrapi	Priewpanich	Audit Committee/Independent Director
-------------	-------------	--------------------------------------

There are 6 out of 7 directors attending the Meeting, representing 85.71% of the total number of directors.

Executive

Mr. Rachan	Arayawongchai	Chief Financial Officer
------------	---------------	-------------------------

Auditors

1. Mrs. Jarunee	Nuamnae	Representative from A.M.T Associates
2. Ms. Panudda	Vichit	Representative from A.M.T Associates

Legal Advisor

Mr. Kiangkai	Inthachan	Representative from True Lawyer Co., Ltd.
--------------	-----------	---

The Meeting Commence: 14.03 hours

Mr. Sompijitr Chaychanajaruk Director and Company Secretary has declared that there were currently 59 shareholders; consisting of 22 shareholders and 37 proxies attending to the Meeting. The total was 4,969,210,751 shares or equivalent to 65.0328 % of the total shares of 7,641,078,761 shares. Therefore, the quorum was duly constituted in accordance with Clause 35 of the Company's Articles of Association. Meanwhile, Clause 38 required Chairman of the Board to chair the meeting so please invited Mr. Visanu Thepcharoen as the Chairman of the Board to conduct the meeting today.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

The Chairman warmly welcomed shareholders to the Annual General Meeting of Shareholders for the year 2018 together with Introducing Directors, Executives of the Company presenting at the meeting, and Ms. Nunthida Krittiissaranont, appointed as an additional director of this meeting, including Auditor and Legal Advisor.

The Chairman informed shareholders the procedures of a casting vote on each agenda as follows:

1. Shareholder’s voting counted 1 ordinary share for 1 vote. But any shareholder was not eligible to vote at all cost if having a stake on that issue.
2. For Casting votes on each agenda, the Chairman of the meeting asked shareholders whether they required casting the vote for Disapproval or Abstention, to raise their hands and delivery their voting coupons to the Company’s staff for counting.
3. Voting Coupons of Disapproval or/and Abstention were counted in order to deduct from the number of all votes available, the rest of them were considered as Approval votes of the agenda.
4. The result of Chairman’s voting was declared in the end of each agenda at the meeting.
5. Prior to leave the meeting room, please kindly submit the signed ballot to the officer.
6. In expressing the opinion, if any shareholder wishes to ask a question or express an opinion, please kindly remark merely on the considering agenda by raising a hand to ask for the Chairman’s permission as well as notifying his/her name and that came in person or by proxy so that the officer will keep a record accurately and completely.

If any shareholder requested to ask a question or express an opinion not related to the current agenda, kindly made it during the consideration of other issues of the agenda particularly.

The Chairman proceeded according to the agendas as follows:

Agenda No.1: To adopt the Minutes of Extraordinary General Meeting of Shareholders No. 1/2017 held on 18th December, 2017

The Chairman delegated Mr. Sompjijt Chaychanajarak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompjijt Chaychanajarak explained to the meeting that the Company has conducted the Extraordinary General Meeting of Shareholders No. 1/2017 on 18th December, 2017 and its minutes has already submitted to the Stock Exchange of Thailand (“SET”) and the Ministry of Commerce within 14 days from the meeting date as required by Law. As regards the copy of the said minutes shown on Attachment 1, the Company will be delivered to the shareholders as specified in the invitation letter dated as of 15 March, 2018 afterwards. Besides, the Board of Directors agreed to take it into this shareholder’s meeting for adoption.

This agenda should require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: After consideration, the Meeting adopted the Minutes of Extraordinary General Meeting of Shareholders No. 1/2017 held on 18th December, 2017 with the votes;

Approved	4,974,039,363	votes or	100.0000 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Abstained	0	votes or	0.0000 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

Agenda No 2: To acknowledge the report on the Company's performance and the annual report for the year 2017

The Chairman delegated Mr. Sompijit Chaychanajak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompijit Chaychanajak informed to the meeting that the Company has summarized the Company's performance and significant changes which incurred in 2017 as prescribed in the 2017 Annual Report on **Enclosure 2**, and the Board of Directors agreed to propose the Company's performance and the Annual Report for the fiscal year ended 31 December, 2017 to the shareholders to be acknowledged.

Company's performance for the fiscal year ended 31 December 2017, the Company earned Baht 1,560.67 million of the total income increasing by Baht 518.46 million from 2016 (the total income of the year 2016 was Baht 1,042.21 million). Regarding the expenses for the year 2017 was Baht 1,806.96 million increasing by Baht 581.23 million from 2016 (the total expenses of the year 2016 was Baht 1,225.73 million). As a consequence, the company had loss before tax for the year 2017 amounting Baht 246.30 million increasing by Baht 62.78 million when comparing with 2016, where the Company had loss of Baht 183.52 million. The income tax expense in 2017 was Baht 6.08 million decreasing by Baht 4.76 million when comparing with 2016, where the income tax expense of Baht 10.85 million. In 2017, the operating loss was Baht 252.38 million increasing by Baht 58.01 million from the previous year (loss of Baht 194.36 million in 2016)

Proportion of Revenue: type of revenue for the year 2017 came from Land sale and Land and House sale amounting to Baht 157.68 million or equivalent to 10.10%, condominium sale amounting to 1,188.32 Baht or equivalent to 76.14%, rental and services amounting to Baht 110.22 million, and other income of Baht 104.45 million or equivalent to 6.69%, the total revenue of Baht 1,560.67 million increasing by Baht 518.46 million from the previous year. In 2016, the total revenue was Baht 1,042.21 million.

In the operating results for the year 2017, the Company's best seller for the high-rise project was the State Tower and the Up Ekkamai Condominium, and the Company's best seller for the low-rise project was My Ozone. In addition, there were also important events occurring in the past year, such as launched a Legend Siam project at Pattaya receiving a financial assistance from China, established Panacee Medical Hong Kong Co., Ltd. in Hong Kong for wellness business operation, having a tendency to expand it to China in the foreseeable future, including reaching the Joint Venture Agreement with the Beauty Honor (Thai) Company Limited. The purpose was to operate real estate development for sale and land development by being under operation at Rama II, and launched a My Ozone Golf Club project at My Ozone, a 9-hole golf course, the Company has already taken the shareholder to visit in the early 2017. At that time the Golf Club was under construction, but the present it has already been launched a full service and the visitor was able to visit and use a service.

In the previous year, the Company has jointly invested with Saeng Fah Construction Co., Ltd. by disposing a capital investment in Nusa Sriracha Condotel Co., Ltd. especially C and D buildings as subsidiary in the proportion of 60% of in-paid capital.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Besides, in 2017, the Company has participated in the Thailand's Private Sector Collective Action Coalition against Corruption ("CAC") as its member. In order to maintain in joining the project and observe the company's intention. Therefore, the Company has delegated to the relevant persons and departments to prepare the documents in accordance with the form prescribed by the project to apply for certification to continue the project, with the goal that the application must be completed this year. In regards to the 2017 Annual Report, the Company has already delivered to all the shareholders in electronic form (CD format) attached with the Notice of the 2018 Annual General Meeting of Shareholders. If wishing to obtain a copy of book, a shareholder could view via the online and download from the company's website at www.nusasiri.com

In this agenda, the Board of Director deemed it appropriated for the shareholders to acknowledge the report on the Company's performance and the annual report for the year 2017.

The Chairman opened for inquiries from shareholders.

Mr. Jitbundit Karutaraniyom, a shareholder, asked to explain about the joint venture activity with both parties what kind of action was being taken that could generate the company's income?

Mr. Sompijit Chaychanajarak, Director and Company Secretary, explained that in a joint venture with China, the Company has signed the Joint Venture Agreement with Beauty Honor (Thai) Company Limited to establish two companies, which were Siri Grand Property Company Limited and Risland Grand Company Limited. The purpose of establishment was to develop real estate both in the low-rise and high-rise projects for sale by taking the land of Rama II phase 2 and phase 3 to invest the proportion of 51% of shares in both companies. Meanwhile, the Beauty Honor (Thai) Company Limited held 49% of shareholding. The Administration would be under the cooperation of China. Presently, it is preparing a procedure for sale opening in June 2018.

In the matter of the joint venture with Saeng Fah Construction Co., Ltd., the Company has formerly informed that in 2017, the Company sold 60% of the capital investment to Saeng Fah Construction Co., Ltd. and in this year, the Company has sold the additional capital investment of 40% to Saeng Fah Construction Co., Ltd., totaling of its selling was 100%. For A and B buildings, the Company would continue to operate.

Mr. Jitbundit Karutaraniyom, a shareholder, raised an additional question that the Company, currently, had the operational result as reported and what about the future trend?

Mr. Visanu Thepcharoen, the Chairman, answered the question that the Company entered into a joint venture with a foreigner both in construction and marketing aspects. The Executive expected that both joint venture companies would be able to make a profit to the Company.

An anonymous shareholder has asked what a profit estimate increased in the joint venture with China in the Legend Siam project was and also understood that the joint venture with Saeng Fah Construction Co., Ltd. was to convert capital expenditures of construction into capital to create the joint venture company, and how much the profit would be increased?

Mr. Visanu Thepcharoen, the Chairman, answered to the meeting that estimating the number of the Company could not disclose, but would be able to clarify to the shareholders that the Legend Siam project did not jointly invest with China but the Company only received the financial assistance from China. In the meanwhile, China also came to construct the Legend Siam project located on Pattaya. Nusasiri Public Company Limited was a 100-percent shareholder. There was no joint venture with any party. Concerning the joint venture with Saeng Fah Construction Co., Ltd., the Chairman assigned Mr. Sompijit Chaychanajarak to explain more details.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Mr. Sompjitt Chaychanajarak, Director and Company Secretary, gave the shareholders the additional details that the Company has previously estimated the profit as invested in the proportion of 20%, but because of the length of time, the Company, therefore, has decided to sell the capital investment to Saeng Fah Construction Co., Ltd. Consequently, the Company earned the profit of approximately Baht 32 million from selling a capital investment in 2017 according to the revenue structure as you have already known.

Mr. Sumeth Wathanarangsan, a shareholder, raised a question and asked the director to explain in 4 more points: (1) sales volume increased but why did the Company still increase loss? (2) In regards to the latest capital increase what kind of projects did the Company invest in? Or it was only a working capital. (3) After the Company increased capital, the joint venture came in but why did D/E ratio still went up? (4) Which did the projects earn less than 30% sales?

Mr. Sompjitt Chaychanajarak, Director and Company Secretary, gave the answer to the shareholders that (1) the cause the Company increased loss originated from financial costs by analyzing the financial statements for a further explanation in the next agenda; the financial statements for the year 2017. In this point, I would clarify the cause that the Company still got loss depended on 4 types of cost. By cost of sales of the Company was in the line with the standard criteria of the same industry equivalent to 66.95 % (standard criteria was 67%). However, what the company needed to improve to meet the standard was expenses of sale and marketing, including administrative expenses higher than its standard and causing the Company to lose. More explanation would be shown in the next agenda. In conclusion, it saw that even though the Company has increased sales volume, some expenses were still high; therefore, overall, the Company has also suffered lose. (2) Purposefully, use of the capital increase allocated to the existing shareholders (RO) was objective to be a capital to a wellness business expansion in aboard and a working capital (3) Regarding a D/E ratio increased on account of the burden of short term debt, total debt, and some assets reduced caused the D/E ratio to go up (4) would like to inform that there was no project of which sales volume was less than 30%, but the sales volume did not live up to the goal. However, most sales volume was 50% up.

Mr. Sumeth Wathanarangsan, a shareholder, appreciated for the answer and asked whether the sales volume of any project was less than 50% or not?

Mr. Sompjitt Chaychanajarak, Director and Company Secretary, answered the additional question that nowadays there were 1,232 units of the Parc Exo Condominium having been already transferred about 500 units and remained approximately 700 units. It was due to the financial condition making financial institutions to release loans more difficult, low purchasing power from the customer, and no bus passing through in the beginning of the project launch. Consequently, the project's inventory ready to sell remained a lot.

Mr. Sumeth Wathanarangsan, a shareholder, gave thanks to the answer and asked the director for further explanation how to invest in a wellness business? What is the relationship with the joint venture today?

Mrs. Siriya Thepcharoen, the Director, answered to the question that according to the investment in wellness business in Hong Kong as a joint venture, the Company has held 78% of shares in the joint venture company. On August 2018, the Company had a plan to launch a hospital in Hongkong as it has already received the business licenses, including having a plan to expand its branches to Beidaihe District close to Beijing and Guangzhou, China. To invest and expand the business in China, the Company had a representative office to take care of it.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Resolution: After considering, the meeting to acknowledge the report on the Company's performance and the annual report for the year 2017

Agenda No 3: To consider and approve the Financial Statements for the fiscal year ended December 31, 2017 having already been audited by the certified public accountant

The Chairman delegated Mr. Sompjijt Chaychanajarak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompjijt Chaychanajarak informed that the Company has already reported the operating results on the Agenda No. 2. In accordance with the Public Limited Company Act B.E. 2535 (1992) chapter 8; the Company should prepare the Balance Sheet, and the Profit and Loss Statement as of the Company's fiscal year ended having been audited by the Certified Public Accountant and propose them to the Annual General Meeting of Shareholders for approval. The Company has prepared the fiscal year ended as of December 31, 2017 as shown on the 2017 Annual Report and the Financial Statements reviewed by the Company's Audit Committee and audited by the Certified Public Accountant (*the 2017 Annual Report and the summary of additional financial information appeared in Enclosure 2*). The significant details as follows;

The Statements of Financial Position:

As at the fiscal year ended 31 December 2017, the Company had the current assets of Baht 5,190.36 million and the non-current assets of Baht 7,663.68 million. The total assets were Baht 12,854.04 million increasing by Baht 508.66 million or equivalent to 4.12% from the year 2016 having the total assets of Baht 12,345.38 million. The current liabilities and the non-current liabilities were Baht 3,528.66 million and Baht 2,225.09 million respectively. The total liabilities was Baht 5,753.75 million increasing by Baht 768.20 million or equivalent to Baht 15.41 million from the year 2016 having the total liabilities of Baht 4,985.55 million.

The Statement of Profit and Loss:

As at the fiscal year ended 31 December 2017, the Company had the total revenue of Baht 1,560.67 million increasing by Baht 518.46 million or equivalent to 49.75% from the year 2016 having the total assets of Baht 1,042.21 million, the revenue of sales and services of Baht 1,456.22 million, and other incomes of Baht 104.45 million. Meanwhile, the Company had the total expenses of Baht 1,806.96 million increasing by Baht 581.23 million or equivalent to 47.42% from the year 2016, having the total assets of Baht 1,225.73 million. Such expenses were derived from the cost of sales and services of Baht 1,044.92 million, the selling and administrative expenses of Baht 743.03 million, and the share of losses of an associate or a joint venture of 19.01 million respectively. In addition, the Company had to pay the income tax in the amount of Baht 6.08 million. As the result, the Company had operating loss in 2017 of Baht 252.38 million increasing by Baht 58.01 million from the year 2016, where had operating loss of Baht 240.87 million, and equity attributable to non-controlling interests had loss of Baht 11.51 million.

The Cost Structure:

In 2017, the Company had selling costs of Baht 1,044.92 million or equivalent to 66.95% of the revenue, increasing by 2.06% from 2016 in which the selling cost was Baht 676.33 million or equivalent to Baht 64.89 million. The Company had selling expenses of 202.48% or equivalent to 12.97% of the revenue decreasing by 4.75% from 2016 where the selling expense was Baht 184.74 million or equivalent to 17.73% of the revenue. In regards to the



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

administrative expense, the Company had Baht 364.20 million or equivalent to 23.34% of the revenue decreasing by 3.02% from 2016 in which the administrative expense was Baht 274.71 million or equivalent to 26.36%

Besides, the Company had the financial cost of Baht 165.40 million or equivalent to 10.60% increasing by 2.12% from 2016, in which the financial cost was Baht 88.32 million or equivalent to 8.47%

Obviously, the cost of expenses in 2017 was higher than that in 2016. However, if it was a percentage, the proportion decreased from the previous year as the Company earned higher revenue. When comparing with the Company's standard in the same industry, the Company could be able to reduce some costs. Nevertheless, the Company had a further attempt to reduce the costs according to the cost structure for living up to a standard.

Cash Flow Statement:

For the fiscal year ended 31 December 2017, the Company had the net cash from the operating activities in the amount of Baht 400.71 million increasing by Baht 746.78 million from 2016. In the meantime, the Company used the net cash of Baht 966.07 million from the investing activities decreasing by Baht 452.31 million from 2016, and the Company had net cash received from financing activities of Baht 539.92 million decreasing by Baht 349.02 million from 2016. Moreover, the Company had cash and cash equivalents at the beginning of period of Baht 43.91 million decreasing net by Baht 25.44 million, the balance at the ending period was Baht 18.47 million

In addition, the Board of Directors agreed to take the Financial Statements for the fiscal year ended December 31, 2017 having been already audited by the certified public accountant to this shareholder's meeting for consideration and approval.

This agenda should require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote

The Chairman opened for inquiries from shareholders

Mr. Thongkum Piyateerawong, a shareholder, inquired that (1) the Company's revenue and cost of sales were 64.89% how many percentage were divided into the cost of condominium and house sales? And the Company's assets decreasing approximately by Baht 2,000 million from the financial statement; as a result of, how much did it cost of sales or sales? (2) In terms of the loan that was a current liability with a difference of Baht 1,912.12 million. Which part of loan was increased? Such loan resulted from Chinese loan whether or not. If it was correct, please kindly explicated whether the number and how much? And the Company could reduce the old debts having whether or not?, and (3) In the sale of investment to Saeng Fah Construction Co., Ltd., how did the Company calculate the number deemed that it had profits and returns of investment appropriately.

Mr. Sompjitt Chaychanajarak, Director and Company Secretary, thanked you for the questions and gave the answers that (1) Basically, I would like to informed that the Company could be able to sell in all projects and make their profits and there is no any project making loss, but it is only because that each of the high-rise and low-rise project was costly and profitably unequal. The Land and House project might have made profit about 25%; while, some projects made by 45% profit. The average sale therefore was 60%. Besides, the condominium having been launched for a long time; for example, the Par Exo Condominium project might not make up to 30% profit. However, for the benefit of the shareholders, the Company kindly informed that sales were based on a gross profit margin, but the margin probably more or less was subject to each project. Exclude the rental space in which some points might be lower than the margin. (2) Concerning the borrowing money from China to build the Legend Siam project, the



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Company received it from China approximately 40,000,000 USD. Nevertheless, the Company did not use this amount of money up to 10,000,000 USD by calculating the interest rate at 6.00% (3) In the matter of Saeng Fah Construction Co., Ltd., the Company had set the price by calculating from the accounting cost and added no more profit. As needing a joint venture and negotiating for Saeng Fah Construction Co., Ltd., having construction expertise, the Company earned a profit of approximately Baht 32 million in the first part sales of 60% last year.

Mr. Sumeth Wathanarangsarn, a shareholder, asked when would shareholders be able to know revenue of the wellness business? Whether land holding for development was plots of land pledged with financial institutions or not? Or which plots of land did the Company not pledge with financial institutions at all?

Mr. Sompijit Chaychanajarak, Director and Company Secretary, answered the questions that revenue of the wellness business would be able to know on the third or the fourth quarter of this year. Almost all the plots of land owned by the Company, and also the Company did not pledge them with financial institutions, but after issuing the bill of exchange, the Company took plots of land as collateral.

Mr. Sumeth Wathanarangsarn, a shareholder, additionally enquired what to expect how many branches would be expanded in the next year?

Mrs. Siriya Thepcharoen, Director, answered the additional enquiry that the total branches opening in this year and next year were approximately 5 branches.

Mr. Charoen Tangsiriruk, a shareholder, posed a question that if going back to see the Company's financial statements, I found that the debt was increasing every year while a new business was more launched and expended resulting in 2-year operating loss. I believed that the management team has seen this problem as well and how to solve it.

Mr. Sompijit Chaychanajarak, Director and Company Secretary, answered that according to the financial statements, the Company's assets increased, so did the Company's debt. If analyzing the debt, the Company had not enough sale volume to diminish the debt. For the future operating plan, the executive has planned to solve the difficulty in diminishing the short-term debt, the important part to increase the debt as it had a high interest. Additionally, I would appreciate to all shareholders for asking and concerning about the problems, but the executive had a contingency plan for this year as informed.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: After consideration, the Meeting approved the Financial Statements for the fiscal year ended December 31, 2017 having already been audited by the certified public accountant with the votes;

Approved	5,051,047,528	votes or	100.0000 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting
Abstained	0	votes or	0.0000 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Agenda No 4: To consider and approve 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 December 31, 2017

The Chairman delegated Mr. Sompjitt Chaychanajarak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompjitt Chaychanajarak informed to the meeting that in accordance with the policy of dividend payment of the Company, the Company would pay the dividend at the rate of not less than 40% of the net profit after the corporate income tax and the legal reserves. However, such payment might have changed based on an operating plan, investment, liquidity and necessities of the Company in the future by giving the authority to the Board of Directors to consider it appropriately to maximize the benefit to the shareholders.

Besides, the Company's performance for the fiscal year ended as of December 31, 2017 considered by the Audit Committee and having already been audited by the certified public accountant lost Baht 84.29 million or equivalent to 9.18% as set forth in Section 115 of the Public Limited Companies Act, B.E.2535; no dividend payment in other types of income except for profit in case that the Company also had accumulated loss. For this reason, the Company was necessary to refrain from paying dividend and being statutory legal reserves for the 2017 Company's performance.

The Board of Directors agreed the shareholder's meeting to consider and approve 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 December 31, 2017

This agenda should require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote

The Chairman opened for inquiries from shareholders

Mr. Thongkum Piyateerawong, a shareholder, inquired that (1) presently, how many millions baht of accumulated loss did the Company have? (2) In accordance with the rules of SET, how many years of accumulated loss would the Company have been delisted and how to solve this problem? (3) If the Company has earned profit this year, would it be possible to pay the dividend to the shareholders in the next year or in the following year?

Mr. Sompjitt Chaychanajarak, Director and Company Secretary, answered the questions that (1) the Company nowadays had accumulated loss of Baht 333 million (2) For the rules of SET, the Company would have three consecutive years of accumulated loss. And if there was loss, the Company had to have a strategic plan to improve it. The Company, hence, emphasized to make profit to clear an accumulated deficit. In this problem, the Board of Directors has realized very well. (3) If making profit and clearing the deficit, the Company could pay dividend to shareholders.

Mr. Jitbundit Karutaraniyom, a shareholder, raised the point the former shareholder had just asked for the moment that when the Company had this condition, I would like know what about the operating plan of this year? By last year, the Company had a good management, but how to return profit this year?

Mr. Visanu Thepcharoen, Chairman of the Board, clarified that in principle, the Company had no problem and no condition to rehabilitate (Rehabilitation Company) as there still had been the assets more than the liabilities.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Although having loss for three consecutive years, the Company needed to do a rehabilitating plan for finance and management in order to report to SET but it was not allowed to be delisted the registered company from SET and could trade the stock as usual. As part of the solution stated by the Company Secretary, the Company had to reduce the liabilities from holding the land because of bearing burden of its interests. In addition, the Company nowadays has done a joint venture with China; therefore, it was expected that the Company would be able to rehabilitate in the fourth quarter and also another project was Legend Siam, part of the tourism industry receiving the financial assistance from China. The Company was turning to do the wellness and tourism businesses. In this year, there would be no new condominium project launched, but the Company had land awaiting development and had a tendency to sell for debt reduction.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: After consideration, the Meeting 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 December 31, 2017 on account of the operating loss of the Company with the votes;

Approved	5,050,938,628	votes or	99.9978 %	of shareholders present at the Meeting
Disapprove	108,900	votes or	0.0022 %	of shareholders present at the Meeting
Abstained	0	votes or	0.0000 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

Agenda No 5: To consider and approve the appointment of directors to replace those who were retiring by rotation and the appointment of an additional director.

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. Sompijitr Chaychanajaruk, and Mrs. Siriya Thepcharoen were the directors retiring by rotation, including Ms. Nunthida Krittiissaranont additionally appointed to be a director. 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".

The Directors who were retiring by rotation in this year as follows;

- (1) Mr. Visanu Thepcharoen took a position of Chairman of the Board of Directors by the number of meeting's attendance was 11 out of 12 times and took a position of Board of Director for 8 years.
- (2) Mr. Sompijitr Chaychanajaruk (originally named "Mr. Somjitr Chaychana") took a position of the Director by the number of meeting's attendance was 11 out of 12 times and took a position of Board of Director for 9 years.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

(3) Mrs. Siriya Thepcharoen took a position of the Director by the number of meeting's attendance was 11 out of 12 times and took a position of Board of Director for 6 years.

In election of directors to replace those who were retiring by rotation, the Board of Directors excluding a nominated director was considered and agreed by the Nomination and Remuneration Committee to re-elect the vacating directors to the position as follows;

(1) Mr. Visanu Thepcharoen was 49 years old and a director type was Chairman of the Board of Director / Authorized Director of the Company.

Education

- Master of Arts Public Management, Ramkhumheang University.
- Bachelor of Arts (political science), Ramkhumheang University.

Work Experiences

- Director, Thai Post Company Limited.
- Member of the Commission in the Special Administrative Area Development Board for Sustainable Tourism.
- The Advisor Assistant Minister at the Office of the Deputy Prime Minister, Major General Sanan Kachornprasart.
- Governor Advisor of Sports Authority of Thailand.

(2) Mr. Sompijitr Chaychanajaruk was 57 years old and a director type was the Director/ Authorized Director of the Company.

Education

- Master of Business Administration Ramkhamhaeng University.
- Master of Business Administration (Accounting Planning) Kasetsart University.
- Master of Public Administration Ramkhamhaeng University.
- Bachelor of Business Administration (Accounting), Ramkhamhaeng University.

Work Experiences

- Chairman of the Board of Directors, Krisana Development Co., Ltd.
- Managing director Ban Krissana Group Housing Business.
- Senior Director Level 11, Small and Medium Enterprise Development Bank of Thailand.

(3) Mrs. Siriya Thepcharoen was 46 years old and a director type was the Director/ Authorized Director of the Company.

Education

- Bachelor of Political Science (Specialization), Ramkhamhaeng University.

Work Experiences

- Executive Vice President Nusasiri Group Business Real Estate and hotels in the Deevari Group, such as Deevari Phuket Hotel, Deevari Jomtien Hotel, Pattaya.
- Executive Director, Krissana Development Co., Ltd.
- Executive Director, Sin Pathum Thani Co., Ltd.
- The Advisor Assistant Minister at the Office of the Deputy Prime Minister, Major General Sanan Kachornprasart.
- Hold a position qualified in the field of Contemporary Art and Culture, Ministry of Culture.

And (4) Nominated Ms. Nunthida Krittiissaranont to be an additional director, 38 years old and a director type was the Director/ Authorized Director.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Education

- Master of Business Administration Kasetsart University.
- Bachelor of Arts (First Class Honors, Gold Medal) Business Administration, Phranakhon Rajabhat Institute.

Work Experiences

- Executive Director, RSS 2016 Co., Ltd.
- Board Member, Everland Public Co., Ltd.

*(Please see profiles of all the directors in **Enclosure 3**)*

Accordingly, the Board deliberately deemed that four directors retiring by rotation and additionally nominated had appropriate qualification for conducting the company business, skills based on their directorship performance, and experience in working providing benefits to the Company. In addition, they has had enough time to perform duties of directors and had qualification required by the Public Limited Company Act B.E. 2535 (1992) and the Notification of the Capital Market Supervisory Board, all of which should be proposed to the shareholder's meeting for approval.

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 March 9, 2017. It appeared that there was no candidate nominated to serve as directors of the Company.

This agenda should require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote

The Chairman opened for inquiries from shareholders

Mr. Sumeth Wathanarangsana, a shareholder, raised questions that (1) authorized directors after the appointment would be 3 persons; which were, Ms. Nunthida Krittiissaranont, Mr. Visanu Thepcharoen and Mrs. Siriya Thepcharoen, weren't you? (2) At present, the Company had CG rating of about 3 scores, which was enough to push directors to obtain 5 scores?

Mr. Somkid Sari, Independent Director (act as Chairman to the meeting) answered to the questions that after the appointment, the authorized directors would be 4 persons; which were, Mr. Visanu Thepcharoen, Mr. Sompijitr Chaychanajaruk, Ms. Nunthida Krittiissaranont, and Mrs. Siriya Thepcharoen. Besides, please kindly invite Mr. Pradit Sawattananond, Independent Director, to give a further explanation about the CG assessment.

Mr. Pradit Sawattananond, Independent Director, explained about the CG rating that most companies obtaining the 5-score rating usually were the listed companies in SET-50, but it was difficult for the Company to get it. However, the attempt to obtain a higher rating was less difficult than that to keep the momentum as it depended on the assessment. For the management, please kindly raised the agenda of considering on any other business as the executives elected were not in the meeting room. At this moment, there were only independent directors sitting in the meeting room; therefore, could not explicate the procedure deliberately.

Mr. Sumeth Wathanarangsana, a shareholder, demonstrated that thanks to their profiles, most of directors did not graduated in real estate development directly. Therefore, in re-election of directors, please take them into careful consideration before the resolution of re-election as directors should be more professional to supervise management. In this year, there was no shareholder nominating a new director. Hence, please be noted that if this



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

year and next year are still running a deficit, it should re-consider nominated directors more professional. If the original executive not more professional would have the same effect. So, I would leave this suggestion.

Mr. Somkid Sari, Independent Director (act as Chairman to the meeting) appreciated to all shareholders for suggestions.

Mr. Sumeth Wathanarangsan, a shareholder, added more suggestion that getting a higher rating of the assessment would create professionally, have transparency in operation, including litigations of the Company as specified in the 2017 annual report. In the overall picture, the Company had more real estate development business than others.

Mr. Pradit Sawattananond, Independent Director, made a further clarification that litigations of the Company. In the overview, the main problem of the Company should be a case with high cost litigation, but it usually turned out to be a minor case against a villager with low cost litigation.

Mr. Sumeth Wathanarangsan, a shareholder, stated that although it was a minor case, the image of the Company was not good. Particularly, we nowadays could get access to social media very fast if there was a bad new with the Company just a little, the customer would be afraid to buy the project. We therefore saw that the Company should cut off this minor case.

Mr. Pradit Sawattananond, Independent Director, gave thanks to the suggestions and would bring them into consideration and for further improvement.

Mr. Thongkum Piyateerawong, a shareholder, enquired about (1) the Company has changed a structure of condominium sales into that of the wellness business. Which directors did had experience in this field? (2) The appointment of Ms. Nunthida Krittiissaranont, a new director was due to the ability or the shareholder as she was a director of Wind Energy Holdings Co., Ltd., which was about energy and whether came to work on renewable energy with the Company or not?

Mr. Manop Thanomkitti, Independent Director, answered that Ms. Nunthida Krittiissaranont did not come to operate the renewable energy business definitely. She had experience as the Director of Everland Public Company Limited, which was a real estate development as well as a public company limited. She also had a Master's degree in Business Administration. The Board of Directors was of the opinion that she was capable to manage real estate business and wellness business which the Company focused on and would expend in this year and next year.

Mr. Jitbundit Karutaraniyom, a shareholder, would like to confirm from the Board of Directors that in the appointment of a new director, looking at the proportion of the major shareholders, you would see the family of a new director was considered as a major shareholder with a quite high proportion of shareholding. As a result, the business structure would convert to the renewable energy business whether or not?

Mr. Manop Thanomkitti, Independent Director, confirmed that the business structure of the Company was in status quo.

Mr. Sumeth Wathanarangsan, a shareholder, recommended that Ms. Nunthida Krittiissaranont was a representative of Krittiissaranont's family hoping to make the management better. On the contrary, if she came into management, the Company was still losing. Remuneration Committee or Independent Director on behalf of shareholders should object to such management and give more suggestion on professionalism in management so that the minor shareholder did not want to encounter with the loss as a result of the loss management.

For this reason, we wanted to have the Board of Directors professionally to manage and make the Company's businesses better. When there was any problem in management for the company listed on SET, the director could be in jail. So we



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

would see the transparency in management and would like the minute-taker to record the minutes of meeting deliberately so as to benefit for themselves as employees and shareholders of the Company afterwards.

The Board of Directors stated thanked the shareholders for the constructive suggestions to the Board and the Company.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: After consideration, the Meeting approved the re-appointment of three directors to replace those who were retiring by rotation to serve for another term and the appointment of an additional director by one-by-one casting vote as follows;

(1) Mr. Visanu Thepcharoen took a position of Chairman of the Board of Directors/ Authorized Director of the Company and got approval of returning to the position for another term with the votes;

Approved	5,048,688,728	votes or	99.9533 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting
Abstained	2,358,900	votes or	0.0467 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

(2) Mr. Sompjittr Chaychanajaruk took a position of the Director/ Authorized Director of the Company and got approval of returning to the position for another term with the votes;

Approved	5,050,488,728	votes or	99.9889 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting
Abstained	558,900	votes or	0.0111 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

(3) Mrs. Siriya Thepcharoen took a position of the Director/ Authorized Director of the Company and got approval of returning to the position for another term with the votes;

Approved	5,050,488,728	votes or	99.9889 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting
Abstained	558,900	votes or	0.0111 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

(4) Ms. Nunthida Krittiissaranont, took a position of the Director/ Authorized Director of the Company and got approval of returning to the position for another term with the votes;

Approved	5,050,488,728	votes or	99.9889 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting
Abstained	558,900	votes or	0.0111 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

The Chairman summarized the meeting resolution to approve the re-appointment of directors to replace those who were retiring by rotation to serve for another term and the appointment of an additional director. In addition, the officer has invited all the directors back to their seats and invited Mr. Visanu Thepcharoen to chair the next meeting agenda.

The Chair conducted the next meeting agenda.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Agenda No 6: To consider and approve the directors' remuneration for the year 2018

The Chairman delegated Mr. Sompjitt Chaychanajarak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompjitt Chaychanajarak informed to the meeting the Nomination and Remuneration Committee has considered the remuneration for the year 2018, by using the same criteria as the registered companies in the same industry to determine it based on the Company's performance, the Company size, duties, responsibilities and appropriation for the current economy. Consequently, the Nomination and Remuneration Committee has determined the remuneration for the year 2018 for an amount of not more than Baht 5.5 million higher than that of last year Baht 0.5 million resulting from the Agenda 5; the appointment of an additional director. In 2018, the total amount of remuneration was Baht 5.5 million with bonus 0.25% of increasing the Company's asset turnover and the Company had to earn a profit but not exceeding 500,000 baht / person / year.

The amount of remuneration of the Committee has ever been approved by the shareholders' meeting for last three years as follows; In 2015, the total amount of Baht 5 million (actual expenses Baht 4.20 million), In 2016, the total amount of Baht 5 million (actual expenses Baht 3.55 million), In 2017, the total amount of Baht 5 million (actual expenses Baht 4.11 million). Additionally, the remuneration for the directors and sub-committees as the following details;

(1) Monthly remuneration would be paid 30,000 baht to Chairman of the Board of Directors and 25,000 baht /person to Directors

(2) Meeting Allowance

- The Board of Directors would paid 25,000 baht/person/meeting to Chairman of the Board of Directors and 20,000 baht/person/meeting to its Directors.
- The Audit Committee would paid 25,000 baht/person/meeting to Chairman of the Audit Committee and 20,000 baht/person/meeting to its Directors.
- The Nomination and Remuneration Committee would paid 12,500 baht/person/meeting to Chairman of the Nomination and Remuneration Committee and 10,000 baht/person/meeting to its Directors.

(3) Bonus

The remuneration in form of bonus was 0.25%of increasing the Company's asset turnover and the Company had to earn a profit but not exceeding 500,000 baht / person / year. In the past 3 years, there has been no bonus paid to the Directors.

All the Directors agreed to take the matter of the directors' remuneration for the year 2018 to the shareholders for consideration in the amount of not more than Baht 5.5 million with bonus 0.25% of increasing the Company's asset turnover and the Company had to earn a profit but not exceeding 500,000 baht / person / year.

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

This agenda should require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: After consideration, the Meeting approved the remuneration of directors for the year 2018 in an amount of not more than Baht 5.5 million with bonus 0.25% of increasing the Company's asset turnover and the Company had to earn a profit but not exceeding 500,000 baht / person / year with the votes;

Approved	5,048,688,628	votes or	99.9533 %	of shareholders present at the Meeting
Disapprove	2,018,900	votes or	0.0400 %	of shareholders present at the Meeting
Abstained	340,100	votes or	0.0067 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

Agenda No 7: To consider and approve the appointment of Company's auditors and their remuneration in 2018

The Chairman delegated Mr. Sompijit Chaychanajarak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompijit Chaychanajarak, informed to the meeting that pursuant to Section 120 of the Public Limited Company Act B.E. 2535(1992), it defined that "the annual ordinary meeting shall appoint an auditor and determine the auditing fee of the company every year". Moreover, in accordance with the Capital Market Supervisory Board determined that a registration company had to rotate auditors if they have performed their duties to review or audit, as well as comment on the Company's financial statement for five consecutive years, but new auditors could be selected from the same audit firm as the former auditors. However, the Company would re-appoint the auditors discharging their duties by rotation at least two consecutive years.

The Audit Committee agreed to select A.M.T. & Associates Co., Ltd. as auditors of the Company in 2018 by the amount of remuneration of not more than Baht 2.27 million. The Audit Committee has considered credibility and capability in audit and consulting service and consulting in accounting standards, certification of financial statements in due time and no relationship/ no conflict of interest between the auditors and the Company/ its subsidiaries/ the executives/ major shareholders or other related to the said individual or entity. The auditors of the Company in 2018 as follows;

- (1) Mr. Chaiyut Angsuwittaya, the auditor, held the CPA (Thailand) No. 3885 and had been appointed as the auditor of the Company for 4 years. The year of Financial Statement Auditing was year 2014 and 2015
- (2) Mrs. Nutsarak Sarochanunchin, the auditor, held the CPA (Thailand) No. 4563 and had been appointed as the auditor of the Company for 2 years. The year of Financial Statement Auditing was year 2016 and 2017
- (3) Ms. Daranee Somkumnerd, the auditor, held the CPA (Thailand) No. 5007, but had not ever audited financial statements of the Company.
- (4) Ms. Jarunee Nuammae, the auditor, held the CPA (Thailand) No. 5596, but had not ever audited financial statements of the Company.

In addition, the remuneration will be excluded from other expenses paid by actual bills and amount, such as vehicle expenses, postage fee, fax fee, overtime allowance etc. All the auditors of the Company and subsidiaries in the same firm, besides, there were subsidiaries and joint ventures in aboard that the directors would be accommodating to make a financial statements in due time.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Proposed remuneration of the Company's auditors in 2018 as follows;

Remuneration (Unit : Baht)	2018	2017
Audit fee for the annual financial statements		
Nusasiri Public Company Limited	900,000	850,000
consolidated financial statements	230,000	200,000
The quarterly review of the interim financial Statements		
Nusasiri Public Company Limited	810,000	750,000
consolidated financial statements	330,000	300,000
Total	2,270,000	2,100,000

The Board agreed to take this agenda to the shareholders 'meeting for consideration the approval of the appointment of the Company's auditors in 2018; which are, Mr. Chaiyut Angsuwittaya, CPA (Thailand) No. 3885 and/or Mrs. Nutsarak Sarochanunchin, CPA (Thailand) No. 4563 and/or Ms. Daranee Somkumnerd, CPA (Thailand) No. 5007 and/or Ms. Jarunee Nuammae, CPA (Thailand) No. 5596 from A.M.T. & Associates Co., Ltd. and the remuneration of not more than Baht 2.27 million by this amount will not be included in other expenses paid by actual bills and amount, such as vehicle expenses, postage fee, fax fee, overtime allowance etc.

This agenda should require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.

The Chairman opened for inquiries from shareholders

Mr. Thongkum Piyateerawong, a shareholder, asked the audit and review of the financial statements of both domestic and foreign subsidiaries whether used the auditor from the same office as the parent company or not? And how much did the audit fee?

Mr. Sompjitt Chaychanajarak, answered that the audit and review of the financial statements of the parent company and its subsidiaries used the auditor from A.M.T. & Associates Co., Ltd. So did the subsidiaries and the joint ventures located on abroad. By the Board of Directors and the Auditors ensured that the financial statements were prepared in time prescribed by Law and the Securities and Exchange Commission.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: After consideration, the Meeting approved the appointment of the Company's auditors in 2018 which are, Mr. Chaiyut Angsuwittaya, CPA (Thailand) No. 3885 and/or Mrs. Nutsarak Sarochanunchin, CPA (Thailand) No. 4563 and/or Ms. Daranee Somkumnerd, CPA (Thailand) No. 5007 and/or Ms. Jarunee Nuammae, CPA (Thailand) No. 5596 from A.M.T. & Associates Co., Ltd. and the remuneration of not more than Baht 2.27 million by this amount would not be included in other expenses paid by actual bills and amount, such as vehicle expenses, postage fee, fax fee, overtime allowance etc. with the votes;

Approved	5,050,598,728	votes or	99.9911 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting
Abstained	448,900	votes or	0.0089 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Agenda No 8: To consider and approve the cancellation of the allocation of the Company's new ordinary shares to certify the exercise right of warrant series 2 (NUSA-W2) in the number of 286,944,117 shares, to certify the adjustment of the right of warrant series 2 (NUSA-W2) in the number of 38,652,395 shares, to allocate new ordinary shares to the existing shareholders in the number of 773,516 shares, and to certify the exercise right of warrant series 3 (NUSA-W3) in the number of 773,516 shares, totaling 327,143,544 shares at the par value of 1.00 Baht, totaling 327,143,544 Baht.

The Chairman delegated Mr. Sompijit Chaychanajak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompijit Chaychanajak informed to the meeting that to approve the cancellation of the allocation 327,143,544 of the Company's new ordinary shares at the par value of 1.00 Baht, totaling 327,143,544 Baht as the following details;

(1) cancellation of the allocation of the Company's new ordinary shares to certify the exercise right of warrant series 2 (NUSA-W2) in the number of 286,944,117 shares and cancellation of the allocation of the Company's new ordinary shares to certify the adjustment of the right of warrant series 2 (NUSA-W2) in the number of 38,652,395 shares due to the expiry of the warrants , of which the last exercise date was January 19, 2018.

(2) cancellation of the allocation 773,516 of the Company's new ordinary shares to allocate new ordinary shares to the existing shareholders as such shares were the fraction remaining from the offering to the existing shareholders at the ratio of 10 existing shares to 1 new share.

(3) cancellation of the allocation 773,516 of the Company's new ordinary shares to certify the exercise right of warrant series 3 (NUSA-W3).

As the Extraordinary Meeting of Shareholders No.1/2017 held on December 18, 2017 has approved to allocate 694,713,412 of new ordinary shares to certify the exercise right of warrant series 3 (NUSA-W3) issued to the existing shareholders proportionate to their respective shareholdings (right offering) at the ratio of 1 newly-issued ordinary shares with the offering price to 1 unit of warrant, all of which were exercised 693,939,896 shares, as a result, there had been 773,516 shares remaining.

The Board agreed to take this agenda to shareholder's meeting for consideration the approval of the cancellation of the allocation 327,143,544 of the Company's new ordinary shares at the par value of 1.00 baht, totaling 327,143,544 baht

This agenda should require the resolution of a majority vote of the shareholders present at the meeting and entitled to vote.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: After consideration, the Meeting approved the cancellation of the allocation of the Company's new ordinary shares to certify the exercise right of warrant series 2 (NUSA-W2) in the number of 286,944,117 shares, to certify the adjustment of the right of warrant series 2 (NUSA-W2) in the number of 38,652,395 shares, to allocate new ordinary shares to the existing shareholders in the number of 773,516 shares, and to certify the exercise right of warrant series 3 (NUSA-W3) in the number of 773,516 shares, totaling 327,143,544 shares at the par value of 1.00 Baht, totaling 327,143,544 Baht with the votes;



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Approved	5,051,047,628	votes or	100.0000 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting
Abstained	0	votes or	0.0000 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

Agenda No 9: To consider and approve the reduction of the Company's registered capital of 327,143,544 shares from the original registered capital of 10,488,054,292 shares to the registered capital 10,160,910,748 shares and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company.

The Chairman delegated Mr. Sompijit Chaychanajak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompijit Chaychanajak clarified the fact that in accordance with Agenda 8, after the resolution of cancellation of the allocation of new ordinary shares was approved, the shareholder's meeting would consider and approve the reduction of the Company's registered capital of 327,143,544 shares as the following details;

(1) By decreasing the number of registered shares which have not been purchased by anyone or which have not yet been issued to certify the exercise right of warrant series 2 (NUSA-W2) in the number of 286,944,117 shares and to certify the adjustment of the right of warrant series 2 (NUSA-W2) in the number of 38,652,395 shares due to the expiry of the warrants, of which the last exercise date was January 19, 2018.

(2) By decreasing the number of registered shares which have not been purchased by anyone or which have not yet been issued to allocate 773,516 of new ordinary shares to the existing shareholders and to certify the exercise right of warrant series 3 (NUSA-W3) issued to the existing shareholders proportionate to their respective shareholdings (right offering) in the number of 773,516 shares

Therefore, the reduction of the Company's registered capital of 327,143,544 shares from the original registered capital of 10,488,054,292 shares to the registered capital 10,160,910,748 shares and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with Section 18(4) of the Public Limited Company Act B.E. 2535 (1992). The Board of Directors has authorized an assigned person for registration of the said amendment to the Registrar at the Department of Business Development Ministry of Commerce within fourteen days as from the date of approval of shareholders' meeting. The amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company as follows;

Clause 4

The registered capital	10,160,910,748 Baht	(Ten thousand one hundred sixty million and nine hundred ten thousand seven hundred forty eight baht.)
The total of shares	10,160,910,748 shares	(Ten thousand one hundred sixty million and nine hundred ten thousand seven hundred forty eight shares.)
The Par Value	1 Baht	(one Baht)
The Ordinary shares	10,160,910,748 shares	(Ten thousand one hundred sixty million and nine hundred ten thousand seven hundred forty eight shares.)
The Preferred shares	- shares	



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

The Board agreed to take this agenda to shareholder's meeting for consideration the approval of the reduction of the Company's registered capital of 327,143,544 shares from the original registered capital of 10,488,054,292 shares to the registered capital 10,160,910,748 shares and the approval of the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company.

This agenda should require not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.

Resolution: After consideration, the Meeting approved the reduction of the Company's registered capital of 327,143,544 shares from the original registered capital of 10,488,054,292 shares to the registered capital 10,160,910,748 shares and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company with the votes;

Approved	5,051,047,628	votes or	100.0000 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting
Abstained	0	votes or	0.0000 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

Agenda No 10: To consider the amendment of Clause 11 of Article of Association of the Company.

The Chairman delegated Mr. Sompijit Chaychanajarak, Director and Company Secretary, to clarify the fact of this agenda.

Mr. Sompijit Chaychanajarak informed to the meeting that to operate the Company's business correctly and comply with the Section 66/1 of the Public Limited Company Act B.E. 2535 (1992), the Company therefore proposed to the shareholder's meeting to consider an amendment of article in Chapter 2, Clause 11 of Article of Association of the Company as the following details;

Former Article

Chapter 2 Issuance of shares and transferring of shares

"Clause 11 Not allow the Company to own shares or to pledge the shares of the Company, except in the following cases;

(1) The Company may repurchase shares from shareholders disapproving the resolution of the shareholders' meeting.

The amendment of the Article of Association of the Company about the right to casting vote and the right to receive dividends which the shareholders consider that it is not fair.

(2) The Company may repurchase shares for financial management. When the Company has retained earnings and excess liquidity and repurchasing shares does not cause the Company to face the financial difficulties.

Shares held by the Company will not be counted as a quorum in the shareholders' meeting, including no right to casting vote and to receive dividends.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

The Company shall sell the shares repurchased by the Company under the first paragraph in due time according to the Ministerial Regulations. If the company could sell or could not such shares in due time, the Company must reduce its paid-up capital by cutting off the shares not sold.

Repurchasing the company's shares, selling the repurchased shares, and cutting off the repurchased shares, The Company must comply with the law".

Furthermore, adding the Article in Clause 11, paragraph 1 at the end, the Company would ask for the resolution of the shareholders as prescribed in the Notice of the 2018 Annual General Meeting of Shareholders making bold and underline it clearly.

Chapter 2 Issuance of shares and transferring of shares

"Clause 11 Not allow the Company to own shares or to pledge the shares of the Company, except in the following cases;

(1) The Company may repurchase shares from shareholders disapproving the resolution of the shareholders' meeting.

The amendment of the Article of Association of the Company about the right to casting vote and the right to receive dividends which the shareholders consider that it is not fair.

(2) The Company may repurchase shares for financial management. When the Company has retained earnings and excess liquidity and repurchasing shares does not cause the Company to face the financial difficulties.

"Repurchasing of the Company's shares must be approved by the shareholders' meeting, except such repurchasing shares shall not exceed 10% of the paid-up capital and must be the authority of the Board of Directors to approve the acquisition of such shares."

Shares held by the Company will not be counted as a quorum in the shareholders 'meeting, including no right to casting vote and to receive dividends.

The Company shall sell the shares repurchased by the Company under the first paragraph in due time according to the Ministerial Regulations. If the company could sell or could not such shares in due time, the Company must reduce its paid-up capital by cutting off the shares not sold.

Repurchasing the company's shares, selling the repurchased shares, and cutting off the repurchased shares, The Company must comply with the law".

However, the Board agreed to take this agenda to shareholder's meeting into consideration of approval for the adding the article in Clause 11, paragraph 1 at the end to operate the Company's business correctly and comply with the Section 66/1 of the Public Limited Company Act B.E. 2535 (1992)

This agenda shall require not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

The Chairman opened for inquiries from shareholders, but no inquiry was raised. The Chairman then asked the Meeting to vote.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Resolution: After consideration, the Meeting approved the amendment of Clause 11 of Article of Association of the Company with the votes;

Approved	5,051,047,628	votes or	100.0000 %	of shareholders present at the Meeting
Disapprove	0	votes or	0.0000 %	of shareholders present at the Meeting
Abstained	0	votes or	0.0000 %	of shareholders present at the Meeting
Voided ballot	0	votes or	0.0000 %	of shareholders present at the Meeting

Agenda No 11: To consider any other business (if any)

The Chairman opened for inquiries from shareholders and made a remark on any other business.

There were shareholders enquiring and giving a suggestion as follows;

Mr. Sumeth Wathanarangsan, a shareholder, stated that he has made a remark on the agenda of election of the Directors, the Board of Directors were not present in the meeting at that moment. To benefit for the management of the Company, I would like to inform that (1) asked the Chairman to openly consider if the Company continued having a loss in the following year, should seek professional helpers instead. However, the Company should not elect directors from the original directors or from consideration (2) the litigations as defined in the 2017 Annual Report on page 162 were a lot of minor cases. Even though they were not very money, the Board should cut this problem in order not to be recorded in the Annual Report again. If investors or customers have read the Annual Report, the Company might have not been reliable. I therefore felt worried and left the suggestion to the Board. Furthermore, if my suggestion was beneficial to the Company, I would like the Chairman to consider in their working improvement.

Mr. Visanu Thepcharoen, the Chairman, appreciated for the suggestion and would like to further clarify as Chairman of the Board of Directors that the Company did not hold on to a director serving a position needed to be a relative. The Company broaden an opportunity for professionals to join the management as well. In case of the litigations, the executives has given a policy that if a Company had to surrender its customers or partners, it would cause more litigations. Consequently, the executive team had to be more prudent to protect its maximum benefits.

Mr. Thongkum Piyateerawong, a shareholder, asked whether the Company has posted the agenda of the election of directors on the SET's website or not? If yes, it would open an opportunity to other people, and if minor and major shareholders were of an interest, please kindly be nominated to be a director of the Company.

Mr. Sompjitt Chaychanajarak, Director and Company Secretary, answered to the questions that the Company has announced to the shareholders via the websites of the Company and SET. The announcement was made on 15 February, 2018 until 9 March, 2018, but it appeared that there was no any person nominating. However, if anyone was interested in, please kindly sent a letter to the Chairman to take it into account. Basically, the Company gave the right to the shareholders to nominate for being a director of the Company according to the announcement in all respect.

Mr. Jaroen Tangsiriwong, a shareholder, was curious about the Chairman acted as multiple positions among Chairman of the Board of Directors, Chairman of Executive Committee and Chief Executive Officer. Generally, in other companies, Chairman of the Board of Directors and Chairman of Executive Committee needed to have 2 separated



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

persons for Checks and Balances and for the Company's performance. I realized whether the Chairman still bore too much burden, it would make its operating result unsatisfactory or not?

Mr. Sompijit Chaychanajarak, Director and Company Secretary, informed to the meeting that according to the management plan, the Company tried to create and develop Chief Executive Officer ("CEO"). We currently had a person who was assigned to work in several aspects to be a future CEO based on the work performance, but we did not announce or open in the public. The Company had the total of 5 lines; which were, Marketing, Administrative Support, Finance and Account, Construction, and International Business. Each line would have a Vice President likely to be a future CEO by receiving an evaluation of the work performance as always. Therefore, I would like to explain that the Chairman did not sit in two positions. Besides, the Board of Directors has usually questioned who would take the CEO position for the time being. And thank you for this comment. This was a policy that the Company always abided by; however, we presently were finding the right person to go along with the Company and to take it to overcome obstacles.

Mr. Jitbundit Karutaraniyom, a shareholder, suggested that from my experience in human resource management, what reflected the form of business was a business structure, the executive, and trustworthiness. The clarity of the public company limited was to have the business structure and the management positions. The Company has expanded more businesses, but the structure was still the same. Never had a successor seen helping management in the meeting, hence, I would like the Chairman kindly introduced the successor in order not to be the shadow of the CEO furthermore. I also believed that this year business expansion would have a good news from a positive performance.

Mr. Visanu Thepcharoen, the Chairman, thank you for the suggestion.

Mr. Sumeth Wathanarangsarn, a shareholder, additionally suggested about the appointment of directors. Mostly, registered companies have opened an opportunity to shareholders for nomination, but there was no nominee as the nomination depended on the discretion of the director whether to accept or not. Moreover, it might be difficult for external executives to manage the company internally because they did not understand the internal management taking time to prove themselves as a professional. Consequently, it should mix between internal and external executives.

Mr. Visanu Thepcharoen, the Chairman, thank you for the suggestion.

Mr. Jaroen Tangsiriwong, a shareholder, enquired that the budget was approximate Baht 700 million. For the long-term investment, the Company purchased the shares of Wind Energy Holdings Co., Ltd., which was related to the new director who has been appointed. Was there any other agenda?

Mr. Sompijit Chaychanajarak, Director and Company Secretary, has clarified that the Company purchased the shares of Wind Energy Holdings Co., Ltd. 3 years ago as the company previously tended to do renewable energy business, set up Nusa Power Company Limited as a subsidiary, and got an approval to purchase the shares. This year, the contract would terminate and Wind Energy Holdings Co., Ltd. would be listed on the SET. The purpose of the investment was to study its business having Mr. Manop Thanomkitti, the former deputy governor of the power to become a Director to the Company.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Mr. Sumeth Wathanarangsarn, a shareholder, asked that how many percent did the Company invested in Wind Energy Holdings Co., Ltd. and (2) if the Company had a plan to do this business, did the Company have competitive advantage over a competitor?

Mr. Sompjijt Chaychanajarak, Director and Company Secretary, the Company has invested in Wind Energy Holdings Co., Ltd. of less than 1% of its registered capital (2) according to the financial statements of Wind Energy Holdings Co., Ltd. showing on its invitation letter last year, the Company had a profit approximately Baht 900 million and was preparing to be listed on SET.

Mr. Jitbundit Karutaraniyom, a shareholder, recommended that as the Company had a real estate business structure and the investment in such energy business. Should have a team come to present this kind of investment? And what direction should go to in the next three years?

Mr. Sompjijt Chaychanajarak, Director and Company Secretary, had a further clarification that as acknowledged, the investment in Wind Energy Co., Ltd. was the investment in 3 years ago and doing renewable energy business was not easy. The purpose of the investment was to study the business and set up Nusa Power Company Limited as a subsidiary. And if competing with Wind Energy Holdings Co., Ltd., having all licenses to operate business, the Company would be able to do whether or not? After the study, the executive found that it was not suitable to operate this business, therefore, the Company has suspended all kind of operation in the subsidiary company and was waiting for Wind Energy Holdings Co., Ltd. to be listed on SET in order to be advantageous for the Company.

Mr. Sumeth Wathanarangsarn, a shareholder, said that it was a good decision of the executive to return to the real estate business management. Because if the capital investment was not much, the business might not be able to compete with a competitor. So, the Company should set a clear objective to the wellness business the Company has already invested in to have a better management and make a higher profit.

Mr. Visanu Thepcharoen, the Chairman, thank you for the suggestion.

Mr. Jitbundit Karutaraniyom, a shareholder, observed that joint venture with China and receiving a financial assistance were an excellent approach and the Company went to the right direction to find a joint venture, but needed CFO to deem that the financial cost of 6% was high whether or not. Thanks to a source of fund, the government has had a policy to support the real estate industry since last year by returning about 2% of benefits which it would be disclosed last year. As you knew that China real estate market overflow may be a good sign for the Company to do the “mixed-used” by cooperating with leading companies in the combination of new projects together.

Mr. Visanu Thepcharoen, the Chairman, appreciated for the good suggestion about the source of fund. Straightforwardly, the Company has invested with a China joint venture for a long time. First, the Chinese government has pushed the real estate industry, but when there was too large, the government has pulled it. Meanwhile, at first the Company may invested in China real estate project slower than the notification from the shareholder that there was 2% of the source of fund increasing. However, in the investment in China, the executive has seen that the interest was lower than that in the country. Currently, the Company made loans from financial institutions at the interest rate of approximately 6.5% or 7.5%. As for the real estate development, the Company centered on the home health project and tourism which were the main business of the Company.



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

Mr. Sumeth Wathanarangsana, a shareholder, asked a further question that what was the currency used for the financial loan from China? Is there any oversupply in condominium circle?

Mr. Visanu Thepcharoen, the Chairman, answered the question that a Chinese financial loan was a dollar currency and confirmed that condominiums in Thailand were the cheapest in the world. For example, there were full of projects emerging on the sukhumvit area, having a high price, but the customer's demand was also high. Nevertheless, having an oversupply might be the areas where were the end of the train station or outskirts. Most importantly, the main problem came from not sanctioning any loan and the rigidity of credit appraisal of the financial institutions.

Mr. Jaroen Tangsiriwong, a shareholder, enquired about Wind Energy Holdings Co., Ltd. If it was assumed that Wind Energy Holdings Co., Ltd. could be listed on SET by the end of this year, would the Company sell back the shares as on conditions? And I assumed that Wind Energy Co., Ltd. was able to be listed on SET early next year and the Company saw profits to grow up very well. For this reason, the Company would expand the time to sell back whether or not to maximize the benefits to the Company. Did the company have an opportunity to join an opportunity day?

Mr. Visanu Thepcharoen, answered to the question that the resale of shares was not resell at cost. The question was raised that if Wind Energy Holdings Co., Ltd. could be listed on SET, the Company expanded the time to sell exactly in order to maximize the Company's benefits. And the Company also thought about attending an opportunity day as it did not participate in for a long time.

No shareholders proposed any other business and raised any other questions. The Chairman appreciated the shareholders for taking their time to attend the meeting; therefore, closed the meeting.

The meeting closed at 16.46 hrs.

Acknowledged the minutes of the meeting

Sincerely Yours

signed 

(Mr. Visanu Thepcharoen)

The Chairman of the Meeting

Recorded 

(Mr. Sompjitt Chaychanajarak)

Company Secretary and Minute-taker