

Minutes of the 2019 Annual General Meeting of Shareholders

Nusasiri Public Company Limited

30th April 2019

At Maple Hotel, Ballroom B (Floor 15th)

No. 9 Srinakarin Road, Bang, Na Bang Na , Bangkok

Attendance Directors

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

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

Directors who do not attend the meeting

-None-

Executives Attending the meeting

Mr. Rachan	Arayawongchai	Deputy Chief Executive Officer Accounting and Finance (CFO)
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Auditors who attended the meeting

1. Mrs. Jarunee	Nuammae	Representative from A.M.T Associates
2. Mr. Yongyut	Wattanasopon	Representative from A.M.T Associates

Legal Advisors Attending the Meeting

Mr. Kiangkai	Inthachan	Representative from True Lawyer Co., Ltd
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The meeting began at 14.00 pm.

Mr. Sompijit Chaichanajarak Director and Company Secretary declared to the meeting that, there are already registered shareholders total 39 persons, Come by yourself 10 persons, Proxy 29 persons, the total amount of shares



3,658,312,192 shares, equivalent to 47.8769 percent of the total shares sold of the company total amount 7,641,078,761 shares, constituting a quorum in accordance with Article 35 of the Company's Articles of Association and Articles of Association Article 38, which specify that the Chairman of the Board is a Directors Presided over the meeting. Therefore, would like to invite Mr. Visanu Thepcharoen to be the Chairman of the opening remarks and proceeding to the Annual General Meeting of Shareholders for the year 2020

The chairman welcomed the shareholders to the 2020 Annual General Meeting of Shareholders and introduced the company's directors, executives, auditors and legal advisors. That attended this shareholders' meeting to the meeting

The chairman informed the meeting of the voting procedures for each agenda.

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

2. Voting of the meeting for each agenda, the chairman of the meeting will ask whether there are shareholders wishing to vote against or abstain in each agenda. In the event that a shareholder wishes to vote in disagreement or abstention, raise his hand so that the staff can proceed to receive the ballot from you.

3. Vote counting will count only votes that disagree or abstaining and deducted from the total number of votes in attendance the remaining votes will be considered votes that agree in that agenda.

4. Result of vote counting, the Chairman Will inform the meeting of all agendas before the end of the meeting.

5. Before leaving the meeting room, please deliver the signed ballot to staff.

6. Commenting If any shareholders wish to ask questions or express opinions, Please only provide opinions related to the agenda being discussed and please raise your hands to allow the president to give permission and ask the shareholders to specify the name as well as informing that coming by oneself or proxies, So that the minutes of the meeting can be accurately and completely recorded. If the shareholders wish to make suggestions that are not on the agenda able to express your views on other agendas.

The Chairman conducted the meeting in accordance with the following agenda:

Agenda 1: To consider and approve the minutes of the 2018 Annual General Meeting of Shareholders held on 30 April 2018

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

Mr. Somchit Chaichana informed the meeting that the company held the Annual General Meeting of Shareholders for the year 2018 on April 30, 2018 and prepared the minutes of the meeting within 14 days from the meeting and delivered to the Stock Exchange of Thailand and the Ministry of Commerce within Time required by law And published on the company's website (www.nusasiri.com) as well as attaching a copy of the minutes of the meeting in accordance with (Attachment 1). The Board of Directors agreed that said minutes had been recorded correctly. Agreed the shareholders' meeting certification of meeting minutes of the said ordinary meeting of shareholders.

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



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The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The meeting approved the minutes of the 2018 Annual General Meeting of Shareholders held on 30 April 2018 with the following votes:

Approved	4,786,700,792	votes, equivalent to	100.0000%	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote

Agenda 2: To acknowledge the report of the company's operations and the annual report 2018

The Chairman assigned Mr. Sompjitt Chaichanajakar Director and Company Secretary Was the person who clarified the facts in this agenda

Mr. Sompjitt Chaichanacharak Informed the meeting that the company summarizes the past performance report and significant changes which occurred in the year 2018 which appeared in the annual report 2018 (shown in Attachment 2) and the board of directors. Agreed that the shareholders' meeting acknowledge the report of the company's operations and the annual report 2018, by asking to summarize the significant information ending on 31 December 2018 to the shareholders for acknowledgment as follows:

Performance For the year ended 31 December 2018, the total revenue for the year 2018 was 2,975.84 million baht. The difference compared to the year 2017 increased by 1,415.18 million baht (year 2017 of 1,560.67 million baht), including expenses in 2018. Amount 3,226.21 million baht, difference compared to 2017 increased by 1,419.25 million baht (year 2017 of 1,806.96 million baht), loss before tax in year 2018 of 250.36 million baht, difference compared to year 2017, increased loss of 4.07 million baht (year 2017 Loss of 246.30 Income tax for the year 2018 of 4.87 million baht, compared to the previous year decreased by 10.95 million baht (2017 for the amount of 6.08 million baht). Loss from operations for the year 2018 was 245.49 million baht. Loss decreased from last year by 6.89 million baht. Year 2017, loss of 252.38 million baht)

Income proportion, Type of income from the sale of land and houses and land for the year 2018 totaled 1,343.39 million baht or 45.14%, selling condominiums in the amount of 1,188.81 million baht or 39.95%, renting and services of 181.92 million baht or 6.11% of revenue, Other amount 261.72 or 8.79 percent, total revenue is 2,975.84 million baht, an increase of 1,415.17 million baht compared to 2017 (2017 has a total income of 1,560.67 million baht)

Summary of operations in 2018 In the past year, the company has developed existing real estate for sale. There will be horizontal, high-rise projects, including the launch of the Legend Siam cultural theme park and investment in wellness businesses.

In addition, the company participated in social responsibility activities by inviting employees to participate in the Nusa Tam Dee project to do social activities to help the disabled. Orphanage And various misfortunes Which is an activity that encourages employees to have volunteer spirit Work together as a team and help the society as well.

In 2018, The company is in the process of gathering information to participate in the Private Sector Collective Action Coalition Against Corruption (CAC) by assigning the officers and related departments of the company Proceed



with the preparation of documents in the form specified by the Project in order to submit a request for certification to the Project further, with the goal that the application for certification must be completed this year.

For the 2018 annual report, the company has already delivered to all shareholders. Along with the notice of the 2018 Annual General Meeting of Shareholders in QR Code format, which this year the company has complied with the policy of the Department of Business Development the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). In order to reduce the use of paper, various documents have been prepared in QR Code format. Books can be obtained or can be downloaded from the company's website www.nusasiri.com

The Chairman opened the opportunity for shareholders to ask questions and express opinions. When there were no more questions and comments, the Chairman asked the meeting to vote.

Resolution: The meeting acknowledged the report of the company's performance and the annual report 2018

Agenda 3: To consider and approve the 2018 financial statements for the accounting period ending on 31 December 2018 which has been audited by a certified auditor

The Chairman assigned Mr. Sompijit Chaichanajarak Director and Company Secretary Was the person who clarified the facts in this agenda Mr. Sompijit Chaichanajarak Informed the meeting that As for Agenda 2, as reported on the Company's operating results, in order to comply with the Public Company Limited Act B.E. 2535, Section 8, which stipulates that the Company Must prepare a statement of financial position and income statement at the end of the company's fiscal year. Which has been audited by the auditor and proposed to the general meeting of shareholders for approval. The company has prepared the financial statements for the year ended 31 December 2018 as shown in the annual report 2018 and summarized Financial information Which has been considered by the audit committee And audited by a certified auditor (Annual Report 2018 and additional financial information appearing in Attachment 2), therefore, would like to summarize the significant matters to the shareholders' meeting as follows

Statement of financial position for the accounting period ending 31 December 2018, the Company had current assets of 3,883.64 million-baht, non-current assets of 8,969.17 million-baht, total assets of 12,852.81 million baht, a decrease from 2017 which had total assets of 12,854.04 million baht. Amount of 1.23 million baht or 0.01 percent. The company has current liabilities 4,082.95 million-baht, non-current liabilities 1,567.41 million-baht, total liabilities 5,650.37 million baht, a decrease from 2017 which has debt. Total amount of 5,753.75 million baht, a decrease of 103.38 million baht or 1.80 percent, shareholders 'equity of 7,202.45 million baht, an increase of 102.15 from 2017, representing 1.44 percent (shareholders' equity in the year of 7,100.30 million Total liabilities and shareholders' equity in 2018 of 12,852.81 million baht, decreased from 2017 by 1.23 million baht or 0.01 percent (in the year 2017 of 12,854.04 million baht).

Income statement for the accounting period ended 31 December 2018, the company had total revenue of 2,975.85 million baht, an increase of 1,560.67 million baht from year 2017, an increase of 1,415.18 million baht or a percentage of 90.68, with sales and service income of 2,714.12 million baht and other income of 261.72 million baht, the company had total expenses of 3,226.21 million baht, an increase of 2017 which was 1,806.96 million baht, an increase of 1,419.25 million baht or equivalent to 78.54 percent with the cost of sales and services in the amount of



2,290.67 million baht. Selling and administrative expenses of 864.08 million baht and the share of loss from investments in associates and joint ventures of 71.45 million baht. Receive income tax of 4.87 million baht, resulting in the company

Has a loss from operations the year 2018 in the amount of 245.49 million baht, decreased from the year 2017 of 6.89 million baht, divided into the part of the parent company loss of 221.71 million baht and non-controlling interests' loss of 23.78 million baht

Cost Structure In the year 2018, the company has cost of sales in the amount of 2,290.67 million baht, representing 76.98% of the revenue. In 2017, the cost of sales is 1,044.92 million baht or 66.95%, an increase of 1,245.75 million baht from the year 2017. Selling expenses 214.23 million-baht, equivalent to 7.20 percent of revenue. In 2017, sales expenses were 202.48 million baht or 12.97 percent of revenue, increased by 11.75 million baht from the company. The company has administrative expenses were 372.39 or 12.51 percent of revenue. In 2017, administrative expenses were 351.01 million baht or 22.49 percent, an increase of 21.38 million baht from 2017. The company had financial costs of 231.01 million baht or 7.76 percent in 2017, with financial costs in the amount of 165.40 million baht or 10.60 percent, an increase of 65.61 million baht from 2017

It can be seen that the cost of expenses in 2018 is higher than the expenses in 2017 due to the sale of land on Rama 2 Project Phase 1, Phase 2 and Phase 3 to the investors. Which is a cost reduction for interest expenses for the company and if calculated as a percentage, then will see that the proportion has decreased from the previous year Due to the company Have more income Although the company Can reduce the cost of some items When compared with the standard of the company That is in the same industry (Benchmark), then the company must try to reduce the cost according to the cost structure in order to meet the standards further.

Cash flow statement for the year ended 31 December 2018, the company has net cash received from operating activities in the year 2018 of 2,061.94 million baht, which increased from 2018 of 1,661.23 million baht. The company has net cash used from investing activities in 2018 in the amount of 817.35 million baht used, decreased from 2017 by 301.32 million baht. The company has net cash used From financing activities in 2018 in the amount of 1,213.77 million baht, which increased from 1,303.63 million baht in 2017, in which the company had cash and cash equivalents at the beginning of the period of 18.47 million baht, a net increase of 30.83 million baht, ending balance of 49.29 million baht

The Board of Directors recommends that the shareholders' meeting consider and approve the Company's financial statements. For the fiscal year ending 31 December 2018, which has been considered by the audit committee and audited by a certified auditor

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: Has approved the annual financial statements 2018 for the accounting period ending 31 December 2018, which has been audited by a certified auditor. With the following votes

Approved	4,786,700,792	votes, equivalent to	100.0000%	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote

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

Agenda 4: To consider and approve the suspension of allocation of profits as legal reserve funds and the omission of dividends from the results of operations of the company for the fiscal year ending 31 December 2018

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

Informed the meeting that According to the company's dividend policy dividend payment at the rate of not less than 4 0 percent of the net profit after deduction of corporate income tax and legal reserve. However, the aforementioned dividend payment may change depending on Future operational plans, investments, liquidity, and various necessities by authorizing the Board of Directors to consider the appropriateness To maximize benefits for shareholders Which the company's performance For the fiscal year ending 3 1 December 2 0 1 8, which has been considered by the audit committee And having been audited by a certified auditor, the company has a cumulative loss of 563.03 million baht or 18.92 percent of the total income under the Public Company Limited Act 1992, Section 115 regarding dividends from other types of money, aside from Profit cannot be made. In the event that the company There is still a deficit. Prohibiting dividend payment

Therefore, having to stop paying dividends and refrain from allocating profits as legal reserve funds for the year 2018 performance.

In this regard, the Board of Directors agreed that the shareholders' meeting should approve the omission of profits as a legal reserve. And the omission of dividends for the company's performance for the fiscal year ending 31 December 2018, as the company with loss and requires working capital to be used in business operations

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: of the meeting approved the suspension of allocation of profits as legal reserve funds and refrain from paying dividends for the company's operations for the fiscal year ending 3 1 December 2 0 1 9, as the company with loss with the following votes

Approved	4,786,700,792 votes, equivalent to	100.0000% of the votes attended and eligible to vote
Disapproved	0 votes, equivalent to	0.0000% of the votes attended and eligible to vote
Abstained	0 votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0 votes, equivalent to	0.0000% of the votes attended and eligible to vote

Agenda 5: To consider and approve the appointment of directors in place of those who are retired by rotation

In this agenda, Mr. Somkid Sari and Mrs. Sirinongnard Priawpanich are the directors who have to retire by rotation. Therefore, The Chairman requested to temporarily leave the meeting due to being a stakeholder. For transparency and in accordance with the principles of good corporate governance in considering this agenda.



The Chairman assigned Mr. Sompijit Chaichanajarak Director and Company Secretary was the person who clarified the facts in this agenda Mr. Sompijit Chaichanajarak Informed the meeting that According to the Public Company Act B.E. 2535, Section 6 and according to the Company's Articles of Association, Article 18 states that

"In every annual general meeting of shareholders Directors must retire by at least one-third (1/3) by the rate of if the number of directors cannot be divided into three parts Then issue the number closest to one-third (1/3)

Directors who have to retire in the first year and the second year after registering that company for the subsequent years, the directors with the longest positions shall resign. Those who leave the position may choose to take another position."

The directors who have to retire by rotation in this year are

(1) Mr. Somkid Sari is the Vice Chairman of the Board of Directors Proportion of attendance in the year 2018, 7 times out of 10 meetings, Chairman of the Nomination and Remuneration Committee Attended 1 meeting from the 3 meetings, the number of years held for 3 years and 4 months, and served as the audit committee and independent directors for 2 years and 4 months. The proportion of attendance in the year 2018 was 3 times from the 4 meetings.

(2) Mrs. Sirinongnard Priawpanich is a director of the company Proportion of attendance in the year 2018, 4 times from 4 meetings, Nomination and Remuneration Committee Attended 1 meeting from 1 meeting and the Audit Committee and Independent Directors Attended 2 times out of 2 meetings, the number of years occupied 8 months

Which the Board of Directors commented that to comply with the policy of promoting good corporate governance and shows the fair and equal treatment to all shareholders. The company has considered it as a guideline by allowing shareholders to have the right to nominate the persons considered to be qualified. Suitable to be a representative in the performance of duties of the directors in advance from February 11, 2019 until March 8, 2019, it appears that no shareholder nominated any person to be considered for election as the Company's director in any way.

In this regard, the election of directors in place of those who must retire by rotation The Board of Directors, excluding the nominated directors Considered and approved the proposal of the Nomination and Remuneration Committee Propose to appoint the directors who are due to retire by rotation, which is the same director to be re-appointed as the company's director for another term as follows;

No.	Name-Surname	Type of committee proposed	Years in the position of director / independent director	Total duration of the position of director / independent director until completion of this agenda.	Remark
1	Mr. Somkid Sari	- Vice Chairman of the Board - Chairman of the Nomination and Remuneration Committee	3 years 4 months	6 years 4 months	Proposing to be re-elected for another term



No.	Name-Surname	Type of committee proposed	Years in the position of director / independent director	Total duration of the position of director / independent director until completion of this agenda.	Remark
		- Audit Committee - Independent Director	2 years 4 months	5 years 4 months	
2	Mrs. Sirinongnard Priawpanich	- Director - Member of the Nomination and Remuneration Committee - Audit Committee - Independent Director	8 months	3 years 8 months	Proposing to be re-elected for another term

Note: Number of years in the position of director / independent director, data as of 29 March 2019

Therefore, the Board of Directors considers that the 2 persons who must retire by rotation And nominate as an independent director Has passed the screening of the Board of Directors that they are suitable for the company's business operations And is a suitable person Knowledgeable And work experience which is beneficial to the company and also being an independent director who can give independent opinions and in accordance with relevant rules Having enough time to perform duties as a director. And fully qualified.

In accordance with the Public Limited Companies Act B.E. 2535 and the relevant Capital Market Supervisory Board announcement (Details of both profiles are shown in Attachment 3) and propose to the shareholders' meeting for further approval.

Voting in this agenda requires the appointment of individual directors. And must pass a resolution with a majority vote of the shareholders attending the meeting and having the right to vote

The Chairman opened the opportunity for shareholders to ask questions and express opinions.

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

Resolution: The meeting approved the appointment of directors in place of those who are retired by rotation to be directors of the company for another term. 2 people, by voting to appoint an individual director The voting details are as follows

(1) Approved the appointment of Mr. Somkid Sari, Vice Chairman of the Board of Directors / Chairman of the Nomination and Remuneration Committee / Audit Committee / Independent Director To be re-appointed as the company's director for another term with the following votes



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Approved	4,785,259,227	votes, equivalent to	99.9697% of the votes attended and eligible to vote
Disapproved	1,448,200	votes, equivalent to	0.0303% of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote

(2) passed a resolution to appoint Mrs. Sirinongnard Priawpanich to be a director / Nomination and Remuneration Committee / Audit Committee / Issara Director To be re-appointed as the company's director for another term with the following votes

Approved	4,786,707,427	votes, equivalent to	100.0000% of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote

The Chairman concluded the meeting passed a resolution. Approve the appointment of the directors who are due to retire by rotation to be the company's directors for another term and have the staff invite the directors back to the meeting room. As well as congratulating the two directors and thanking all shareholders for their trust in re-selecting the directors for another term.

The chairman proceeded the meeting and proceeded to consider the important agenda.

Agenda 6: To consider the remuneration of directors for the year 2019

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

Mr. Sompjijt Chaichanajarak Informed the meeting that The Nomination and Compensation Committee has considered the remuneration of the directors for the year 2019 with the criteria in comparison with the listed companies in the same industry. According to operating results Size of business, responsibility, and suitability for the current economic conditions Therefore, the remuneration of directors for the year 2019 in the amount not exceeding 5.5 million baht, which is equivalent to the year 2018, bonus compensation does not exceed the rate of 0.25% of the total increased assets, the company must have a profit, but the maximum limit is not over 500,000 Baht / person / year, health examination fees and medical expenses Up to 200,000 baht / person / year

The remuneration for the Board of Directors, which has been approved by the shareholders' meeting for the past 3 years, is 2016 in the amount of 5.0 million baht (actually used 3.55 million baht), 2017 in the amount of 5.0 million baht (actually used 4.11 million baht) And year 2018 in the amount of 5.5 million baht (actually used 3.71 million baht) in which the remuneration of the board of directors Including the sub-committee With details as follows

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

(2) Meeting allowances

- Board of Directors Payment to the Chairman of the Board of Directors in the amount of 25,000 baht per time / person and for the 20,000 baht / time / per director.

- Audit Committee Paid to the Chairman of the Audit Committee in the amount of 25,000 Baht per time / person and paid to the Directors of the amount of 20,000 per time / per person

- Nomination and Remuneration Committee Paid to the Chairman of the Nomination and Compensation Committee in the amount of 12,500 baht per time / person and 10,000 baht per time for each director

(3) Bonus compensation, which is a bonus of 0.25% of the increased total assets, and the company must have a limited profit of not more than 500,000 baht / person / year. In the past 3 years, no payment has been made. Bonus to the board

(4) Health examination fees and medical expenses Up to 200,000 baht / person / year, which is requested in the year 2562 as the first year.

(5) Special interest Or other benefits Which no committee has a special interest Or other benefits Which is different from other committee members

In this regard, the Board of Directors recommends that the shareholders' meeting consider and approve the remuneration of the Board of Directors for the year 2019 in the amount not exceeding 5.5 million baht, the bonus compensation does not exceed the rate of 0.25% of the total assets which increase the profit of the company But limited to a maximum limit of 500,000 baht / person / year, health examination fees and medical expenses Not more than 200,000 baht / person / year and the board of directors will determine the conditions Details and rates of remuneration of directors and sub-committees as appropriate. Details of the scope of duties and responsibilities of the Board of Directors Audit Committee and the Nomination and Remuneration Committee (Shown in Attachment 2)

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

The Chairman opened the opportunity for shareholders to comment.

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

Resolution: The meeting to approve the remuneration of directors for the year 2019 in the amount not exceeding 5.5 million baht, bonus compensation not exceeding 0.25% of the total assets increased by the company must have a profit, but the maximum limit is not over 500,000 baht / Person / year and health examination fee and medical expenses Up to 200,000 baht / person / year with the following votes

Approved	4,882,523,727	votes, equivalent to	100.0000%	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote

Agenda 7: To consider and approve the appointment of the auditor and determine the remuneration of the auditor for the year 2019

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

Mr. Sompjitt Chaichanajarak Informed the meeting that to comply with the Public Limited Companies Act 1992, Section 120, which requires the general meeting of shareholders to appoint an auditor. And determine the annual audit fees of the company And in addition, according to the announcement of the Capital Market Supervisory



Board has stipulated that listed companies must arrange for the rotation of auditors if the same auditor has performed the duty of reviewing or examining and providing opinions on the company's financial statements for 5 consecutive accounting periods. The new auditor can be appointed under the same audit office as the previous auditor. However, the company may appoint an auditor who has retired from rotation from the auditor's term after at least two years. Fiscal year from the date of discharging from duty.

The Audit Committee has considered and agreed to change the company's auditor. With the opinion and reasoning of the change of this auditor to promote independence in the audit and provide opinions of the auditor and build confidence for investors and shareholders of the company in investment decisions considered in accordance with the rules of rotation of the auditors of the Securities and Exchange Commission (SEC). In addition to the preparation of financial statements with international standards. To support investment with foreigners in the future therefore agreed to select a new auditor from EY Office Limited ("EY"). The Audit Committee agreed that EY is a company that has the ability to audit the account accurately, with quality and speed in the auditors have the standardized information and can give advice to the company. The auditor has no relationship and / or no conflict of interest between the auditor and the company. North / subsidiaries / executives / major shareholders. Or those involved with the said person in a manner that will affect the performance of duties independently in any way. The list of auditors of the company for the year 2019 is as follows: Ms. Supanee Triyanankul, Certified Public Accountant No. 4498 and / or Ms. Vathu Kayankannawee, Certified Public Accountant No. 5423 and / or Mr. Preecha Arunnara, Certified Public Accountant No. 5800, of which the company's auditor, subsidiary's auditor and that associated company under the same audit firm. There are also subsidiaries and associated companies located in foreign countries which the Board will oversee the preparation of financial statements on time.

The audit fee proposed for the year 2019, which does not include other expenses such as travel expenses, postage fees, fax fees, overtime fees, will be withdrawn based on the actual amount paid. Can be summarized as follows;

Auditor's remuneration	Year 2018 (Baht)	Year 2019 (Baht)
Annual financial statement audit fees		
Nusasiri Public Company Limited	1,000,000.00	2,400,000.00
Financial statements	230,000.00	
Other expenses such as travel expenses	84,392.00	-
Audit fees for the interim financial statements / quarter		
Nusasiri Public Company Limited	1,380,000.00	1,800,000.00
Financial statements	330,000.00	
Other expenses such as travel expenses	193,500.00	-
Total	3,217,892.00	4,200,000.00

Remark: - Audit Fee (only NUSA does not include audit fees for subsidiaries and associates)

- That auditing fee for the year 2019 does not include other expenses such as travel expenses, postage fees, fax fees, overtime fees which are requested to be reimbursed according to the actual expenses.



The board of directors agreed with the meeting of shareholders to approve the appointment of auditors from EY Office Limited ("EY") By appointing Ms.Supanee Triyanankul, certified public accountant no. 4498 and / or Ms.Vathu Kayankannawee, certified public accountant no. 5 4 2 3 and / or Mr.Preecha Arunnara, certified public accountant no. 5800 as The annual audit of the company for the year 2019, the remuneration for the year 2019 must not exceed 4.2 million baht, which does not include other expenses such as travel expenses, postage fees, fax fees, overtime pay, which is requested to withdraw. The amount actually paid

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

The Chairman opened the opportunity for shareholders to ask questions and express opinions.

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

Resolution: The meeting approved the appointment of auditors from EY Office Company Limited by appointing Ms.Supanee Triyanankul, certified public accountant no. 4498 and / or Ms.Vathu Kayankannawee, certified public accountant no. 5423 and / or Mr.Preecha Arunnara certified public accountant no. 5800, is the company's auditor for the year 2019, with the remuneration for the year 2019 not exceeding 4.2 million baht. Including other expenses such as travel expenses, postage fees, fax fees, overtime fees which are actually requested by the actual amount with the following votes

Approved	4,882,523,727	votes, equivalent to	100.0000% of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000% of the votes attended and eligible to vote

Agenda 8: To acknowledge the cancellation of the allotment of new ordinary shares To support the exercise of the warrants to purchase ordinary shares of the Company (NUSA-WA) of 500,000,000 shares and to accommodate the adjustment of the warrants to purchase the ordinary shares of the Company (NUSA-WA) in the amount of 63,446,717 shares, totaling 563,446,717 shares in value. At 1 baht per share, totaling 563,446,717 baht

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

Mr. Sompjitt Chaichanajarak informed the meeting that to propose to the meeting to acknowledge the cancellation of the allocation of the newly issued ordinary shares of the Company By canceling the allotment of newly-issued ordinary shares to support the exercise of the Warrants to purchase ordinary shares of the Company (NUSA-WA) in the amount of 500,000,000 shares and cancel the allotment of the newly issued ordinary shares reserved to accommodate the adjustment of the warrants to purchase the ordinary shares of The Company (NUSA-WA) in the amount of 63,446,717 shares, totaling 563,446,717 shares, with a par value of 1.00 baht per share, totaling 563,446,717 baht. Expired The last exercise was on March 30, 2018.

The Board of Directors agreed that the meeting of shareholders to acknowledge the cancellation of the allotment of the newly issued ordinary shares To support the exercise of the warrants to purchase ordinary shares of the Company (NUSA-WA) of 500,000,000 shares and to accommodate the adjustment of the warrants to purchase the



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ordinary shares of the Company (NUSA-WA) in the amount of 63,446,717 shares, totaling 563,446,717 shares in value. At 1 baht per share, totaling 563,446,717 baht

The Chairman opened the opportunity for shareholders to ask questions and express opinions. When there were no more questions and comments, the Chairman asked the meeting to vote.

Resolution: The meeting acknowledged the cancellation of the allotment of new ordinary shares to support the exercise of the warrants to purchase ordinary shares of the Company (NUSA-WA) of 500,000,000 shares and to accommodate the adjustment of the warrants to purchase the ordinary shares of the Company (NUSA-WA) in the amount of 63,446,717 shares, totaling 563,446,717 shares in value. At 1 baht per share, totaling 563,446,717 baht

Agenda 9: To consider and approve the reduction of the registered capital of the company from the original registered capital of 10,160,910,748 baht to the authorized capital of 9,597,464,031 baht and approve the amendment to the Article 4 of the Memorandum of Association of the Company to be in accordance with the reduction of the registered capital of the Company

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

Mr. Sompjitt Chaichanajarak Informed to the meeting that due to Agenda 8, the meeting acknowledged the cancellation of the allotment of the newly issued ordinary shares, it must consider and approve the reduction of the company's registered capital as follows

(1) by cutting the registered reserved shares To support the exercise of warrants to purchase ordinary shares of the Company (NUSA-WA) in the amount of 500,000,000 shares with a par value of 1 baht per share, totaling 500,000,000 baht.

(2) By cutting the registered ordinary shares reserved to accommodate the adjustment of warrants to purchase ordinary shares of the Company (NUSA-WA) in the amount of 63,446,717 shares with a par value of 1 baht per share, totaling 63,446,717 baht. Therefore must reduce the registered capital From the original registered capital of 10,160,910,748 baht, reduce the capital by 563,446,717 baht, the remaining registered capital is 9,597,464,031 baht, and consider and approve the amendment to the Article 4 of the Memorandum of Association according to Section 18 (4) of the Public Company Act B.E. 2535, by assigning the person as the Board of Directors In the registration of the amendment of the memorandum of association at the Department of Business Development Ministry of Commerce Has the power to amend and add the words in order to comply with the Registrar's order within 14 days from the date of the shareholders' meeting to approve the amendment of Article 4. of the Company to comply with Capital reduction as follows

“Article 4. Registered capital amount 9,597,464,031 baht (Nine thousand five hundred ninety-seven million four hundred sixty-four thousand thirty-one baht only)
Divided into 9,597,464,031 shares (Nine thousand five hundred ninety-seven million four hundred sixty-four thousand thirty-one shares)
At par value of 1 baht per share (one baht only)

	By dividing into	
Ordinary shares	9,597,464,031 shares	(Nine thousand five hundred ninety-seven million four hundred sixty-four thousand thirty-one shares)
Preferred shares	-	shares (- shares)"

The Board of Directors agreed that as there is no warrant holder (NUSA-WA) and the last exercise is completed Therefore, it should reduce the registered capital according to the law Which is the reduction of unsubscribed registered capital or remaining shares from the issuance of warrants to purchase ordinary shares of the Company to complete. That said capital reduction is appropriate Does not affect the company or rights and benefits of shareholders Therefore, the shareholders' meeting should approve the decrease of the company's registered capital From the original registered capital of 10,160,910,748 shares to the authorized capital of 9,597,464,031 shares and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the reduction of the registered capital of the Company Due to the said registered capital reduction.

Voting on this agenda must pass a resolution of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote.

The Chairman opened the opportunity for shareholders to comment.

Miss Wipawan Lohsrithong, a shareholder, inquired that according to the company Will reduce the registered capital It is unknown whether the shares that the shareholders have bought will be reduced and the market shares will also be low.

Mr. Sompijit Chaichanacharak Director and Company Secretary Answer the question of that said capital reduction Will not decrease the shares held by shareholders and from the registered capital reduction Is a capital reduction that has not yet been called up Which has no effect on the paid-up shares And does not affect the stock price in the market

The Chairman opened the opportunity for shareholders to ask questions and make additional comments.

When there were no more questions and comments from the shareholders, the Chairman asked the meeting to vote.

Resolution: Has approved the reduction of the registered capital of the company from the original registered capital, amount of 10,160,910,748 baht to the authorized capital of 9,597,464,031 baht and approve the amendment to the Article 4 of the Memorandum of Association of the Company to be in accordance with the reduction of the registered capital of the Company with the following votes

Approved	4,882,523,727	votes, equivalent to	100.0000%	of the votes attended and eligible to vote
Disapproved	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Abstained	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote
Void Ballot	0	votes, equivalent to	0.0000%	of the votes attended and eligible to vote

Agenda 10: To consider other matters (if any)

The Chairman opened the opportunity for shareholders to ask questions and express opinions on other matters.

In this agenda, there were shareholders giving suggestions and have additional questions as follows

Mr. Sumet Wattanarangsana, a shareholder, asked how many executive directors with the power to sign to bind the company and Ms. Nantida. Kittisaranon, who is attending this meeting? And from the previous meeting, the Board has informed that 5 branches of health business will be expanded. Currently, how many branches have been opened? What are the operating results?

Mr. Sompjit Chaichanajak Director and Company Secretary. Answer the question: Present, the authorized directors of the Company are 3 persons, Mr. Visanu Thepcharoen or Mrs. Siriya Thepcharoen signing jointly with me, Mr. Sompjit Chaichanajak totaling two of the three directors and Miss Nantida Kittisaranon resigned from being a director Due to personal mission.

Mrs. Siriya Thepcharoen, the director, replied further that Health business that has invested in China Currently, operating licenses have been granted in quarter 2/2019 within June. Expected to be able to open to full service and have medical tests before opening the service. Including the current company, there has been a purchase of shares in this business in Thailand but is in the process of transferring shares. Which the operating results are expected to be recognized around the 4th quarter of 2019 or the 1st quarter of 2020

Mr. Sumet Wattanarangsana, a shareholder Asked further that the company's main income Which business will come from and shareholders have the hope of receiving dividends from the result of the year 2019, how much?

Mr. Visanu Thepcharoen, the chairman, responded that the company's main income Still comes from the real estate business travel and health businesses, respectively, can see that this year the company. The Legend Siam project has been launched in Pattaya, a cultural theme park over 90% of the construction is now open for tourists to visit. Which will be officially re-released in the next quarter.

At the end of the year, the company Will have more revenue from the business of health and amusement which both businesses will make the company with better operating results It is expected that if you can make a lot of profits, you will be able to clear the losses. If the operating results are profitable, the company must pay dividends to shareholders according to the operating results received.

The Chairman opened the opportunity for shareholders to ask questions and make additional comments.

There was no shareholder proposing any additional matters. The Chairman then thanked all shareholders for taking the time to attend this meeting. And closed the meeting

The meeting was closed at 15.19 pm.

Please certify that the minutes are correct.



sign.....
(Mr. Sompjit. Chaichanajak)
Minutes Recorder



sign.....
(Mr. Visanu Thepcharoen)
Chairman