



Capital increase Report Form

Nusasiri Public Company Limited

On 24th April 2020

Nusasiri Public Company Limited ("the Company " or "NUSA"), hereby report the resolution of the Board of Directors No. 5/2020 hold on 24th April 2020 between the times on 14:00 am.- 16:00 pm. about the value of shares asfollows;

1. Capital reduction / Capital increase

At Board of Directors meeting has resolved to reduce registered capital from original registered capital amount 9,597,464,031 baht to the remaining registered capital amount 7,641,082,611 Baht and increased registered capital of the Company's amount 2,000,000,000 baht of registered capital after capital reduction in the amount 7,641,082,611 baht as capital expenditures, with registration amount 9,641,082,611 baht by issuance of new ordinary shares amount 2,000,000,000 shares a par value of 1 baht per share, including 9, 6 41,082,611 baht, which has the characteristics of capital increase as follows;

Capital increase	Stock type	Number of shares (share)	Face value (Baht per share)	To include (baht)
<input checked="" type="checkbox"/> Specifying the purpose of using funds	Common stock	2,000,000,000	1.00	2,000,000,000
	Preferred shares	-	-	-
<input type="checkbox"/> General power of attorney	Common stock	-	-	-
	Preferred shares	-	-	-

2. Allocation shares of Capital increase

The allocation shares of Capital increase by specifying a purpose of the funds.

Allocated to	Number of shares	Sale price Per share (Baht)	At the time of subscription and payment period.	note
To support allocation of increase capital to private placement	Not more than 2,000, 000,000	0.50 baht per share, equivalent to value 1,000,000,000 baht	will be announced later after receiving permission from the Securities and Exchange Commission, Thailand	Please see Remarks Clause (1)

Remarks: (1) Allocation of 2,000,000,000 new ordinary shares with a par value of Baht 1.00 each, totaling 2,000,000,000 At the offering price of 0.50 baht per share to a private placement

1.1 Plural Capital Company Limited. amount 1,500,000,000 shares

1.2 Mr. Uwern SAE FUNG amount 500,000,000 shares



The Proportion of shares in NUSA before and after transaction (Information for closing the share registration book on 30 March 2020)

No.	Registered capital		Before capital increase 7,641,082,611 Baht			After capital increase 9,641,082,611 Baht		
	Name of shareholders		Value (Baht)	Number of shares	%	Value (Baht)	Number of shares	%
1	Miss Nuntida	Kittiissaranon	-	874,056,700	11.439	-	874,056,700	9.066
2	Mr. Visanu	Thepchareon	-	613,148,738	8.024	-	613,148,738	6.360
3	Miss Jenjira	Kittiissaranon	-	457,674,700	5.990	-	457,674,700	4.747
4	Mr. Kumthorn	Kittiissaranon	-	351,687,900	4.603	-	351,687,900	3.648
5	Miss Arthika	Thorkeaw	-	275,946,617	3.611	-	275,946,617	2.862
6	Miss Kamattaya	Sornwaneeyarak	-	246,900,000	3.231	-	246,900,000	2.561
7	Mr. Wirasak	Sirirat	-	237,214,285	3.104	-	237,214,285	2.460
8	Mr. Wasin	Sirirat	-	221,325,263	2.897	-	221,325,263	2.296
9	Mr. Somchai	Hongrattanavijit	-	208,450,479	2.728	-	208,450,479	2.162
10	Mr. Sompong	Rungruengnaowarat	-	200,000,000	2.617	-	200,000,000	2.074
11	Plural Capital Company Limited		-	-	-	750,000,000	1,500,000,000	15.558
12	Mr. Uwern Sae Fung		-	-	-	250,000,000	500,000,000	5.186
13	other		-	3,954,677,929	51.755	-	3,954,677,929	41.019
Total			-	7,641,082,611	100.00	1,000,000,000	9,641,082,611	100.00

Table of comparison of the top 10 shareholders in NUSA before and after the transaction (Information for closing the share registration book on 30 March 2020)

Before enter into transaction (Registered capital 7,641,082,611 Baht)				Before enter into transaction (Registered capital 9,641,082,611 Baht)			
No.	Name of major shareholders	Number of shares	(%)	No.	Name of major shareholders	Number of shares	(%)
1	Kittiissaranon Group			1	Kittiissaranon Group		
	Miss Nunthida Kittiissaranon	874,056,700	11.439		Miss Nunthida Kittiissaranon	874,056,700	9.066
	Miss Jenjira Kittiissaranon	457,674,700	5.990		Miss Jenjira Kittiissaranon	457,674,700	4.747
	Mr. Kumthorn Kittiissaranon	351,687,900	4.603		Mr. Kumthorn Kittiissaranon	351,687,900	3.648
	Miss Mayuree Kittiissaranon	4,064,900	0.053		Miss Mayuree Kittiissaranon	4,064,900	0.042
	Miss Wanwisa Kittiissaranon	1,400,000	0.018		Miss Wanwisa Kittiissaranon	1,400,000	0.015
	Mr. Somsak Kittiissaranon	1,129,800	0.015		Mr. Somsak Kittiissaranon	1,129,800	0.012
	Mrs. Rumpai Kittiissaranon	85,000	0.001		Mrs. Rumpai Kittiissaranon	85,000	0.001



Before enter into transaction (Registered capital 7,641,082,611 Baht)				Before enter into transaction (Registered capital 9,641,082,611 Baht)			
No.	Name of major shareholders	Number of shares	(%)	No.	Name of major shareholders	Number of shares	(%)
Total		1,690,099,000	22.119	Total		1,690,099,000	17.530
2	Thepcharoen Group			2	Plural Capital Co., Ltd.	1,500,000,000	15.558
	Mr. Visanu Thepcharoen	613,148,738	8.024	3	Thepcharoen Group		
	Mrs. Siriya Thepcharoen	177,995,827	2.329		Mr. Visanu Thepcharoen	613,148,738	6.360
	Mr.WongsakornThepcharoen	134,250,752	1.757		Mrs. Siriya Thepcharoen	177,995,827	1.846
	Miss Verawan Thepcharoen	44,461,053	0.582		Mr.WongsakornThepcharoen	134,250,752	1.392
	Miss Visanee Thepcharoen	27,710,090	0.363		Miss Verawan Thepcharoen	44,461,053	0.461
	Mrs. Somporn Thepcharoen	13,138,200	0.172		Miss Visanee Thepcharoen	27,710,090	0.287
	Mr. Sirawit Thepcharoen	3,449,382	0.045		Mrs. Somporn Thepcharoen	13,138,200	0.136
	Mr. Sirawat Thepcharoen	202,647	0.003		Mr. Sirawit Thepcharoen	3,449,382	0.036
	Mr. Siwa Thepcharoen	100,093	0.001		Mr. Sirawat Thepcharoen	202,647	0.002
Total		1,014,456,782	13.276		Mr. Siwa Thepcharoen	100,093	0.001
3	Sirirat Group			Total		1,014,456,782	10.522
	Mr. Wasin Sirirat	221,325,263	2.897	4	Mr. Uwern SAE FUNG	500,000,000	5.186
	Mr. Wirasak Sirirat	237,214,285	3.104	5	Sirirat Group		
	Miss Pichayapa Sirirat	202,000	0.003		Mr. Wasin Sirirat	221,325,263	2.296
	Mr.Rattanakorn Sirirat	86,000	0.001		Mr. Wirasak Sirirat	237,214,285	2.460
	Mr. Chakrit Sirirat	10,000	0.000		Miss Pichayapa Sirirat	202,000	0.002
Total		458,721,548	6.005		Mr.Rattanakorn Sirirat	86,000	0.001
					Mr. Chakrit Sirirat	10,000	0.000
4	Hankraiwilai Group			Total		458,721,548	4.759
	Mr. Nakhorn Hankraiwilai	130,000,000	1.701	6	Hankraiwilai Group		
	Mr. Surapong Hankraiwilai	108,005,000	1.413		Mr. Nakhorn Hankraiwilai	130,000,000	1.348
	Miss Waraporn Hankraiwilai	18,000,000	0.236		Mr. Surapong Hankraiwilai	108,005,000	1.120
	Mrs. Umpai Hankraiwilai	98,000,000	1.283		Miss Waraporn Hankraiwilai	18,000,000	0.187
Total		354,005,000	4.633		Mrs. Umpai Hankraiwilai	98,000,000	1.016
5	Miss Arthika Thorkeaw	275,946,617	3.611	Total		354,005,000	3.672
6	Rungruengnaowarat Group			7	Miss Arthika Thorkeaw	275,946,617	2.862
	Mr. Sompong Rungruengnaowarat	200,000,000	2.617	8	Rungruengnaowarat Group		
	Mr. Baworn Rungruengnaowarat	57,570,105	0.753		Mr. Sompong Rungruengnaowarat	200,000,000	2.074
	Mr. Badin Rungruengnaowarat	2,180,000	0.029		Mr. Baworn Rungruengnaowarat	57,570,105	0.597
Total		259,750,105	3.399		Mr. Badin Rungruengnaowarat	2,180,000	0.023
7	Sornwaneeyarak Group			Total		259,750,105	2.694
	Miss kamattaya Sornwaneeyarak	246,900,000	3.231				



Before enter into transaction (Registered capital 7,641,082,611 Baht)				Before enter into transaction (Registered capital 9,641,082,611 Baht)			
No.	Name of major shareholders	Number of shares	(%)	No.	Name of major shareholders	Number of shares	(%)
	Mrs. Nhai Sornwaneeyarak	50,000	0.001	9	Sornwaneeyarak Group		
	Total	246,950,000	3.232		Miss kamattaya Sornwaneeyarak	246,900,000	2.561
8	Hongrattanavijit Group				Mrs. Nhai Sornwaneeyarak	50,000	0.001
	Mr. Somchai Hongrattanavijit	208,450,479	2.728		Total	246,950,000	2.561
	Mr. Narongsak Hongrattanavijit	2,710,000	0.035	10	Hongrattanavijit Group		
	Total	211,160,479	2.763		Mr. Somchai Hongrattanavijit	208,450,479	2.162
9	Sawastananon Group				Mr. Narongsak Hongrattanavijit	2,710,000	0.028
	Mr. Anun Sawastananon	185,101,754	2.422		Total	211,160,479	2.190
	Mr. Pradit Sawastananon	700	0.000				
	Total	185,102,454	2.422				
10	Mrs. Supattra Luengprasert	147,611,000	1.932				

Remark: The Both investors will not take a position or send a person to be a director and / or executive of Nusasiri Public Company Limited at a current and in the future in any way. Which may only take a position or send a person to be a director and / or executive of a subsidiary that operates health business only.

In which the 2 investors are not connected persons of the Company According to the announcement of the Stock Exchange of Thailand regarding disclosure of information and operations of registered companies in connected transactions. And in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 28/2551 regarding the request for permission and the permission to offer new shares (And as amended) whereby the investor agrees not to send a person to be a director and / or executive of the company has a letter of intent to hold the company's shares. Which has been allocated capital increase a period not less than 1 year from the date of allocation and because the offering of the newly issued ordinary shares of the Company to investors, which is considered as an allocation to the specific investors in this time Is the offering of newly issued shares of the Company to specific investors with the resolution of the shareholders' meeting clearly setting the offering price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 regarding the approval for listed companies to propose Selling newly issued shares to the private placement, in addition to the company having to obtain approval from the shareholders' meeting To offer the newly issued ordinary shares of the company to investors at this time The company must receive approval to offer the newly issued ordinary shares of the company to the specific investors from the Office of the Securities and Exchange Commission in accordance with the announcement Tor Chor. 72/2558 before the offering.

In this regard, when considering the offering price of the newly issued ordinary shares of the company, which will be issued to investors at the offering price of 0.50 baht per share, this time compared to the market price of the company's shares calculated from the weighted average price of the shares of the trading company In the Stock Exchange of Thailand ("Stock Exchange") not less than 7 consecutive business days, but not more than 15



consecutive business days before the date the Board of Directors No. 5/2020, held on April 24, 2020, Which price of shares 0.288 The Board has resolved to propose this agenda to The annual general meeting of shareholders for the year 2020 of the company to consider and approve the issuance of the newly issued ordinary shares to the specific investors. The call for payment of the said additional shares will be paid within 1 year after being approved by the Annual General Meeting of Shareholders for the year 2020. The offering price of the newly issued ordinary shares to specific investors is a discounted price. From the market price Therefore not considered as an offering of newly issued shares at a price lower than the market price as specified in the Notification No. ThorChor. 72/2558

After issue and capital increase ordinary to allotment of the company to investors above. The Investors will holding shares amount of 2,000,000,000 shares Representing approximately 26.17 percent of issued shares and distributed of all, before the registration of increase the paid-up capital for private placement (Now the company has a total number of paid shares. 7,641,082,611 shares), or approximately 20.74 of issued shares and distributed of all, after the registration of increase the paid-up capital for private placement that above.

(2) The Board of Directors has approved to be proposed to the Annual General Meeting of Shareholders for the year 2020, approval to authorize the Board of Directors and / or Executive Committee and / or the Chief of the Executive and / or. Person assigned by the Board of Directors or authorized directors have a power to take any necessary action, related to allocation and Offering of ordinary shares capital increase that above in all respects. Which includes but not limited to or change the conditions or details regarding the allotment and offering of the newly issued shares as necessary and appropriate under the relevant laws. As well as the introduction of new ordinary shares of the company listed on the Stock Exchange of Thailand.

(3) In the event that there are fractions of shares, shall be disregarded.

3. Determine a date of the Annual General Meeting of Shareholders to approve a capital increase and share allotment.

The Annual General Meeting of Shareholders for the year 2020 On 2 June 2020 at 14:00 pm., at conference room of the Panacee Hospital Rama 2, No. 233 / 128-130 Moo 1, Bang Nam Chuet, Mueang Samut Sakhon, Samut Sakhon, 74000. By Determine a date, determining names of shareholders entitled to attend the shareholders' meeting and vote (Record Date) on 11 May 2020.

4. Requesting permission of the capital increase / share allotment to relevant government agencies and conditions for requesting permission

4.1 The company will process with the capital increase registration, register an amendment of memorandum of association and registration of changes in paid-up capital to the Business Development Ministry of commerce.

4.2 The company will process a request from the Stock Exchange of Thailand to accept ordinary shares the capital increase is a listed security and for trading on the Stock Exchange of Thailand.

5. Objectives of the capital increase and the use of additional funds

5.1 To increase liquidity and use as capital in the business operations of the company and subsidiaries

5.2 To expand a business of health and medical technology Including technological innovations that will develop in the future.



The company operates its business through subsidiaries which are World Medical Alliance (BVI) Limited ("WMA"). In which the Company holds 100% of shares, operating business as an entire medical service provider. The goal is to expand a medical network to major cities around the world by collaborating with the Strategic Partner to invest in building strength and service advantages. The main purpose is to focus on expanding the market like a creating a network center and use technology and innovation to help administration by creating a Platform to manage the Medical Network, to be used in development of customer database and data connection of network center in order to increase a capability of providing services to the business network center. There are 4 types of investments in WMA Network Center as follows;

- Pack A: Hospital Network Center
- Pack B: Medical Center Network

Pack A and B are suitable for those who need to open a hospital or medical center or those who have medical facilities but already need to use the management system and enter into the company's network center.

- Pack C: Joy-Clinic Network Center is suitable for those who need to open a new clinic or have a clinic but need to use the management system and become a WMA network center. The target group are skin clinics and beauty clinics around the world to expand services to customers in area of holistic treatment and anti-aging science.

- Pack D

- The Referring Case Network Center is suitable for Agency or general public who is interested in the medical business. The company is officially open to investment and appointed as a distributor for WMA. The target groups of WMAs are Medical Agency and investors interested in investing in the medical sector.

Those who invest in WMA service packages will receive products and services as following;

- Booklet / Manual guide
- Cash Vouchers for use in receiving medical services or purchasing WMA products are valid for 3 years from the date of purchase of the package
- Back of House (Referring Case) Management System
- Online training program and medical seminars

In this regard, WMA has set the target of the network center in the package 25,000 per year. According to the financial forecast, WMA will have a revenue and return as follows:

Unit: Million Baht

Years	Network number	income total	Growth rate	Net profit	%
1	14	1,333.50		374.06	28.05%
2	22	3,038.10	127.83%	739.91	24.35%
3	32	4,581.66	50.81%	1,189.84	25.97%
Total		8,953.26		2,303.80	25.73%

Currently, WMA is in the process of developing Platform PALP, which is a comprehensive medical platform was established to support WMA's work to advance progressively and sustainably. The Platform was created successfully, it was able to bring alliances of doctors, clinics, hospitals, and publicize more to the general public. With a target within the first year, there are 1,000 physicians, hospitals, clinics and public relations plans made available to



general people and access to medical information and come to use the service through platform for the company's purpose that is, everyone can easily access medical information from around the world. The money from this capital increase will be used as expenses as follows;

- Buy a medical equipment for network service centers in the amount of 300.00 million baht.
- Developing solutions and platforms in the amount of 20.00 million baht
- Reserve for business management in the amount of 80.00 million baht

5.3 To reduce a liability that have cost

Due to the company currently has debt burden from loans from financial institutions and external parties. Total debt of approximately 800 million baht, with interest costs between 6.25 percent to 11.76 percent per year. The company plans to use funds from this capital increase to reduce the high cost of debt of approximately 400 million baht, which will make the company reducing interest burden by approximately 40 million baht per year.

The Details use of funds capital increase

Duration	Details	Amount (Million Baht)
Within a year 2020-2021	It is a cash flow in operations.	200.00
Within a year 2020-2021	Develop a business of health and technology	400.00
Within a year 2020-2021	To reduce liabilities that have cost	400.00
	Total of use capital increase	1,000.00

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

- 6.1 Make the company have capital Increased circulation resulting in a liquidity more.
- 6.2 to expand investment in new projects that able to generate continuous revenue for the company and increase potential in competition of the company in the long term.
- 6.3 Expanding the company's capital base
- 6.4 Being an opportunity for business partners to be able to promote mutual business.
- 6.5 To reduce a risk of current business operations caused by the epidemic of corona virus (COVID-19)

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

- 7.1 The Company has revolving funds increased to use in operation, which will make a performance of the company improved.
- 7.2 To reduce an interest burden of loan. Including helping with capital and debt restructuring of the company.

8. Other details that are necessary for the shareholders to use Advantageous decision-making approvals Capital increase / share allotment

8.1 Reasons for the company raised funds by issuance of new ordinary shares to the private placement and benefits that the shareholders will receive from the offering of newly issued shares to private placement. There are procedures and quick processing times, be able target acquired group of investors as the company wants, whether is a financial potential investor with experience or business expertise that able to enhance the company's potential. Also, able to specify a fixed amount in time for business operations. Which will make a most benefit, operating results and



operations for the company include and the shareholders also. In order that, if raising funds from existing shareholders. There will be steps to implement and take more time. Could be the company has a risk that not being able to increase capital as planned. Therefore, offering shares ordinary capital increase to the private placement for a size of total funding to needs appropriateness with current business operations.

8.2 Criteria and procedures for determining allocation of shares to private placement

The company has criteria in determining the allocation of shares to private placement.

Which will be considered from financial potential or experience or expertise of investors. In a business that can enhance the company's potential. Which will make a most benefit to the company.

8.3 Impact on shareholders

Due to the company has approved the allocation of newly issued ordinary shares to private placement. Therefore, in considering impact on the shareholders of the company, consider as follows;

In case Allocation ordinary shares to private placement, by considering impact on the existing shareholders of the company, be summarized as follows;

1) Control Dilution

The Formula for calculating shareholding decreases = $1 - [Qo / (Qo+Qp)]$ whereas

Qo = the number of existing paid-up shares is 7,641,082,611 shares (par value of 1 baht per share)

Qp = the number of new shares being offered for private placement (PP), which is 2,000,000,000 shares

After the allocation ordinary shares to private placement, Existing shareholders will be affected by price dilution as follows:

Control Dilution
20.74%

2) Price Dilution

Calculation formula for reduction of shareholding = $(Po - Pn) / Po$ where

Po = Closing Price Weighted average attention weighed 7 days prior to the board meeting on 24 April 2020 (on 15 April 2020 - 23 April 2020) which equal to 0.28 baht per share (calculated from a par value of 1 baht per share)

Pp = share offering price for private placement (PP) equal to 0.50 baht per share

In order that, price dilution will occur when it is offered for sale are offered to private placement (PP), whereas

$Pn = (PoQo + PpQp) / (Qo + Qp)$

After the offering ordinary shares to private placement (PP), the shareholders will be affected by price dilution as follows:

Price Dilution
-15.84%

Which does not have any effect on price

3) Earnings Dilution

Calculation formula for Earnings Dilution = $(EPSo - EPSn) / EPSo$, whereas

$EPSo = \text{Earnings Mt} / Qo$.

$EPSn = \text{Net Profit} / (Qo + Qn)$ and

Net profit = net profit of the Company's year 2019 = (685,260,361) baht.



Q_0 = The number of existing paid-up shares plus a number of shares reserved for warrants to purchase ordinary shares of the company equal to 7,641,082,611 shares (a par value of equivalent of 1.00 baht per share)

Q_n = The number of new shares being offered for private placement (PP), which equal to 2,000,000,000 shares.

Therefore, there has been a reduction in Earnings Dilution in cases as following:

Earnings Dilution
20.74%

In this regard, when comparing benefits that the shareholders will receive from offering capital increase ordinary shares to private placement in this time with decrease Controlling Dilution and Earnings Dilution (details as above). The Board of Directors is of the opinion that the offering of capital increase ordinary shares was more beneficial to shareholders than the effect of the decrease of voting rights of the shareholders. As the offering of capital increase ordinary shares will be a benefit to the company and shareholders of the company as follows;

- 1) Make the company create opportunities to expand the scope of business

The proceeds from a capital increase will be invested in health and medical technology businesses for increase opportunity to generate revenue and profits for the company in the future and also reduce a risk from relying only on main income from the real estate business. The Board of Directors agreed that The health and medical technology business that the company invests has a goal expand to network of services throughout around the world and entire by allowing users to access by using the Platform technology to supporting operations in first of the world and no one has ever done it before. Will be successful and able to generate revenue and profits for the company sustainably.

- 2) Reducing financial structural risk and reducing an impact of liquidity on business operations, Bring money from this transaction to reduce a burden of high cost debt and used as capital rotation for operations, resulting in the company reducing an interest cost burden from borrowing. Which will have an impact on the company's liquidity and results from reduced financial costs, at the same time, the capital increase will increase shareholders' equity. Therefore, helping to reduce a risk of financial structure and more flexibility in providing additional funds for the future projects.

9. Schedule of actions in the event that the Board of Directors has resolved to capital increase / shares

allotment capital increase

Process	Date / month / year
1. The day of the board meeting	24 April 2020
2. The date of determine a list of eligible shareholders Attending the shareholders' meeting and voting	11 May 2020
3. The date of the 2020 Annual General Meeting of Shareholders	2 June 2020
5. The date of capital increase will be offered to private placement (PP)	Within 3 months after approval from the meeting of shareholders



NUSASIRI

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The company certifies that information contained in this report is true and complete in all respects.

signature..... authorized director to sign on behalf of the company

(Mr. Visanu Thepcharoen)

Vice Chairman of the Board

signature..... authorized director to sign on behalf of the company

(Mr. Sompjit Chaichanajarak)

Director of the Board